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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Enviromotive, Inc.

6-01-01

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: MotorVac Technologies, Inc. Internal Address:

Street Address: 1431 S. Village Way City: Santa Ana State: CA Zip: 92705

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other Property Buyout

Execution Date: Dec. 31, 1995

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) Serial # 73672349

B. Trademark Registration No.(s) 1484884

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Craig Marder

Internal Address:

Street Address: 1431 S. Village Way

City: Santa Ana State: CA Zip: 92705

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Craig Marder Name of Person Signing

Craig Marder Signature

May 22, 2001 Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002308 FRAME: 0623

1,100,000 Shares



Common Stock

All of the 1,100,000 shares of common stock, \$.01 par value (the "Common Stock"), offered hereby are being sold by MotorVac Technologies, Inc. (the "Company"). Prior to this offering, there has been no public market for the Company's Common Stock. The initial public offering price was determined by negotiations between the Company and Meridian Capital Group, Inc. (the "Underwriter"). See "Underwriting" for information relating to the factors considered in determining the initial public offering price. The Common Stock has been approved for quotation on the Nasdaq SmallCap Market under the symbol "MVAC," subject to the official notice of issuance.

See "Risk Factors" beginning at page 6 of this Prospectus for a discussion of certain factors that should be considered by prospective purchasers of the Common Stock offered hereby.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

	Price to Public	Underwriting Discounts and Commissions(1)	Proceeds to Company(2)
Per Share	\$5.375	\$0.5375	\$4.8375
Total (3)	\$5,912,500	\$591,250	\$5,321,250

- (1) Excludes a non-accountable expense allowance payable to the Underwriter and the value of warrants to be issued to the Underwriter or its designees to purchase up to 110,000 shares of Common Stock (the "Underwriter's Warrants"). The Company (and the Selling Stockholders (as defined below) with respect to the over-allotment option) has agreed to indemnify the Underwriter against certain liabilities under the Securities Act of 1933, as amended. See "Underwriting."
- (2) Before deducting expenses, other than underwriting discounts and commissions, payable by the Company, estimated to be approximately \$605,000, including the Underwriter's non-accountable expense allowance.
- (3) The Company and certain stockholders of the Company (the "Selling Stockholders") have granted the Underwriter a 45-day option to purchase up to 110,000 and 32,850 additional shares of Common Stock, respectively, on the same terms and conditions as set forth above solely to cover over-allotments, if any. If all such shares are purchased, the total Price to Public, Underwriting Discounts and Commissions and Proceeds to the Company will be \$6,503,750, \$650,375 and \$5,853,375, respectively, and the Selling Stockholders will receive proceeds of \$158,912. See "Security Ownership of Certain Beneficial Owners and Management" and "Underwriting."

The shares of Common Stock are being offered by the Underwriter subject to prior sale, when, as and if delivered to and accepted by the Underwriter and subject to certain other conditions. The Underwriter reserves the right to reject any order in whole or in part and to withdraw, cancel or modify the offer without notice. It is expected that delivery of the shares will be made at the offices of Meridian Capital Group, Inc., Newport Beach, California, on or about May 3, 1996.

Meridian Capital Group, Inc.

The date of this Prospectus is April 25, 1996.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

General

MotorVac Technologies, Inc. (the "Company") designs, develops, assembles, markets and sells the MotorVac CarbonClean System for the diagnosis, maintenance and repair of internal combustion engine fuel systems primarily for the automotive after-market repair and service industry. The Company markets and sells its fuel system cleaning machines and detergents through various distribution channels, both in the United States and Canada ("Domestic") under the trade name MotorVac, and outside the United States and Canada ("International") under the trade name CarbonClean.

The Company was incorporated in the State of Delaware on June 19, 1992 as CarbonClean Corporation. In August 1992, the Company acquired certain assets from Enviromotive Inc. ("EMI"), an independent third party. At the same time, a then existing affiliate of the Company licensed from EMI the worldwide rights to utilize certain patent rights and certain trademarks and service marks, including the name "CarbonClean" (collectively, the "EMI Property"), and the affiliate of the Company sublicensed to the Company the right to utilize the EMI Property in the United States and Canada. Through a series of restructurings effected in 1994 and 1995, the Company acquired the license to utilize the EMI Property worldwide. Effective as of December 31, 1995, the Company purchased all of the EMI Property from EMI in exchange for approximately \$1,200,000 of indebtedness owed by EMI to the Company, \$20,000 in cash and an agreement by the Company to make additional payments over the next approximately two (2) years aggregating a maximum of approximately \$419,000. See "Business-Intellectual Property." In connection with the August 1992 asset acquisition, Erin Mills International Investment Corporation ("EMIIC") provided debt and equity financing aggregating approximately \$2,500,000 to the Company, which funds were used to acquire certain assets from EMI and fund the Company's operations. From August 1992 to date, EMIIC and certain affiliates of EMIIC have continued to fund the Company's ongoing operations. As of December 31, 1995, the aggregate principal amount of indebtedness owed by the Company to EMIIC and its affiliates was approximately \$5,274,000 and EMIIC owned 95,105 shares of the Company's Series A Preferred Stock, which was originally purchased by EMIIC and an affiliate in exchange for cancellation of indebtedness in the amount of \$4,755,250. Immediately prior to consummation of the offering, approximately \$4,410,000 of the outstanding indebtedness owed to EMIIC is being exchanged for, and all of the 95,105 shares of Series A Preferred Stock (including all accrued dividends thereon) held by EMIIC are being converted into, shares of Common Stock at the per share initial public offering price.

In March 1993, CarbonClean Corporation changed its name to MotorVac Technologies, Inc. The tradename MotorVac is used by the Company throughout North America. The Company also uses the tradename CarbonClean in North America, but the Company uses only the CarbonClean name outside of the United States and Canada because the Company believes that the tradename CarbonClean has stronger brand name recognition outside the United States and Canada.

The Company has elected to change its fiscal year end to December 31 from March 31 effective with the fiscal year ended December 31, 1995. The Company elected to make this change because the quarter ended December 31 has traditionally been the Company's slowest quarter for sales and, therefore, the Company believed that there were certain accounting and tax planning advantages to changing the Company's fiscal year end to December 31. Because of this change in the Company's fiscal year, the discussion below compares the results of operations for the nine-month fiscal year ended December 31, 1995 to the results of operations for the nine month period commencing April 1, 1994 and ended December 31, 1994.

The Company may experience significant fluctuations in future operating results due to a number of factors including, among other things, the size and timing of customer orders, new or increased competition, delays in new product enhancements and new product introductions, quality control difficulties, changes in market demand, market acceptance of new products, product returns, seasonality in product purchases by distributors and end users and pricing trends in the automotive after-market industry in general and in the specific markets in