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09-10-2001



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OMB No. 0651-0011 (exp. 4/94)

Tab settings

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To the Commissioner for Trademarks:
Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Pitt Penn Oil Co.

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

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other

Execution Date: January 1, 2000

2. Name and address of receiving party(ies)

Name: Market Promotions, L.P.

Street Address: 3116 Treeline Drive

City: Murrysville, PA 15668

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

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

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

A. Trademark Application No. (s)

75/150,593; 75/203,622; 75/638,565; 75/713,515; 75/739,724; and 75/740,712

B. Trademark Registration No. (s)

2,074,531 and 2,099,965

Additional numbers attached? Yes No

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

Name: Frederick B. Ziesenheim, Esq.

Internal Address: Webb Ziesenheim

Logsdon Orkin & Hanson, P.C.

Street Address: 700 Koppers Building

436 Seventh Avenue

City: Pittsburgh State: PA ZIP: 15219-1818

16. Total number of applications and registrations involved:

8

7. Total fee (37 CFR 3.41).....\$ 215.00

- Enclosed (See previous cover sheet attached)
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach triplicate 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.

Frederick B. Ziesenheim, #19,438

Name of Person Signing

Frederick B. Ziesenheim

Signature

August 29, 2001

Date

Total number of pages including cover sheet, attachments and document

5

Mail documents to be recorded with required cover sheet information to:
United States Patent and Trademark Office
Office of Public Records
Crystal Gateway 4, Room 335
Washington, DC 20231

05-17-2001



FORM PTO-1594

(Rev. 6-93)

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94)

Tab settings

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TRADEMARK ONLY

To the Commissioner for Trademarks:
Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Pitt Penn Oil Co.

- Individual(s) Association
 - General Partnership Limited Partnership
 - Corporation State
 - Other
- Additional name(s) of conveying party(ies) attached?
 Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other Exclusive Trademark License Agreement

Execution Date: January 1, 2000 (both Documents)

2. Name and address of receiving party(ies)

Name: Market Promotions, L.P.

Street Address: 3116 Treeline Drive
City: Murrysville, PA 15668

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

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

A. Trademark Application No. (s)

75/150,593; 75/203,622; 75/638,565; 75/713,515
75/739,724 and 75/740,732

B. Trademark Registration No. (s)

2,074,531 and 2,099,965

Additional numbers attached? Yes No

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

Name: Frederick B. Ziesenheim, Esq.

Internal Address: Webb Ziesenheim
Logsdon Orkin & Hanson, P.C.

Street Address: 700 Koppers Building
436 Seventh Avenue

City: Pittsburgh State: PA ZIP: 15219-1818

16. Total number of applications and registrations involved:

8

7. Total fee (37 CFR 3.41).....\$ 430.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach triplicate 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 a attached copy is a true copy of the original document.

Frederick B. Ziesenheim, #19,438
Name of Person Signing

Frederick B. Ziesenheim
Signature

May 9, 2001
Date

Total number of pages including cover sheet, attachments and document

9

Mail documents to be recorded with required cover sheet information to:
United States Patent and Trademark Office
Office of Public Records
Crystal Gateway 4, Room 335
Washington, DC 20231

05/16/2001 DBYFNE 00000172 75150593

01 FC:481 40.00 DP
02 FC:482 175.00 DP

Refund Ref: DBYFNE 00000172 75150593
05/16/2001
CHECK Refund Total: \$210.00

TRADEMARK
REEL: 002363 FRAME: 0883

TRADEMARK ASSIGNMENT

WHEREAS, Pitt Penn Oil Co., a Pennsylvania corporation (“Assignor”), has adopted, used and is using (1) the marks which are registered in the United States Patent and Trademark Office and similar international offices as listed on Schedule 1 attached hereto and (2) the marks which are the subject of federal trademark applications pending in the United States Patent and Trademark Office and similar international offices as listed on Schedule 2 attached hereto (collectively referred to hereinafter as the “Marks”); and

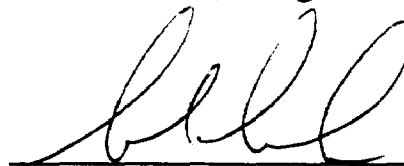
WHEREAS, Market Promotions, L.P., a Pennsylvania limited partnership (“Assignee”), desires to acquire the Marks, the registration and applications;

NOW, THEREFORE, in consideration of good and valuable considerations, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns to Assignee all of its right, title and interest in and to the Marks, the registration and applications, together with the good will of the business symbolized by the Marks.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed by its duly authorized officer as of the 1st day of January 2000.

PITT PENN OIL CO., Assignor

By: _____



Mark F. Sever

Title: President

SCHEDULE 1

United States Trademark Registration No. 2,099,965 – GEARHEAD Word Mark for automotive lubricants, namely motor oil incorporating an engine treatment additive.

United States Trademark Registration No. 2,074,531 – GEARHEAD & Design for automotive lubricants, namely, motor oil, motor oil incorporating an engine treatment additive, and transmission fluid.

Chilean Trademark Registration No. 526.870 – GEARHEAD & Design for automotive lubricants.

Chinese Trademark Registration No. 1164384 – GEARHEAD & Design for automotive lubricants

Hong Kong Trademark Registration No. 11159/1998 – GEARHEAD & Design for automotive lubricants

SCHEDULE 2

GEARHEAD Word Marks

1. United States Trademark Application Serial No. 75/150,593, filed August 15, 1996, for various automotive chemicals
2. United States Trademark Application Serial No. 75/203,622, filed November 25, 1996, for clothing
3. United States Trademark Application Serial No. 75/713,515, filed May 25, 1999, for various automotive chemicals, automotive cleaning products and lubricants.
4. Canadian Trademark Application Serial No. 827,839, filed November 5, 1996, for automotive chemicals, cleaners and lubricants.

GEARHEAD & Design

1. United States Trademark Application No. 75/740,732, filed June 29, 1999, for various automotive chemicals, automotive cleaning preparations and lubricants.
2. United States Trademark Application No. 75/638,565, filed February 8, 1999, for clothing and automotive maintenance.
3. United States Trademark Application No. 75/739,724, filed June 29, 1999, for antifreeze.