

03-03-2003

TRADE



JAN 24 2003

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

102378304

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

1. Name of conveying party(ies):  
**AMERICAN PRODUCTS COMPANY, INC.**  
**252 Granite Street** *2.24.03*  
**Corona, California 92879**

Individuals(s)  Association  
 General Partnership  Limited Partnership  
 Corporation-State **California**  
 Other \_\_\_\_\_

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

2. Name and address of receiving party(ies)  
Name: **UNION BANK OF CALIFORNIA**  
**N.A.**  
Internal Address:  
Street Address: **445 Figueroa Street, 15<sup>th</sup>**  
**Floor**  
City: **Los Angeles** State: **CA** ZIP: **90071**

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State **California banking**  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  
(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 \_\_\_\_\_

Execution Date: **November 8, 2002**

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

A. Trademark Application No.(s)  
*78/165,126 ✓*

Additional numbers attached?  Yes  No

B. \_\_\_\_\_

5. Name and address of party to whom correspondence concerning document should be mailed:  
**Mr. Michael Wright**  
Name: **Buchalter, Nemer, Fields & Younger**  
Internal Address: \_\_\_\_\_  
\_\_\_\_\_  
Street Address: **601 South Figueroa Street, 24th Floor**  
City: **Los Angeles** State: **California** ZIP: **90017**

6. Total number of applications and registrations involved: **13**

7. Total fee (37 CFR 3.41) ..... \$ **340<sup>00</sup>**  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
**20-0052**  
(Attach duplicate copy of this page if paying by deposit account)

TRADEMARK RECEIVED  
 2003 JAN 24 P 11:03  
 U.S. DEPARTMENT OF COMMERCE  
 TRADEMARK OFFICE

DO NOT USE THIS SPACE

02/28/2003 TDI071 00000073 200052 78165126

01 FC:8521 10-00 CH  
 02 FC:8522 300-00 TX

I, the undersigned, being a duly qualified agent, certify that the foregoing information is true and correct and any attached copy is a true copy of the original document.

*Christina E Wilson*  
**MR. MICHAEL WRIGHT**  
Name of Person Signing

*Christina E Wilson*  
Signature

**January 23, 2003**  
Date

SCHEDULE "A-1"

REGISTERED TRADEMARKS AND SERVICE MARKS

<u>Trademark or Service Mark</u>	<u>Registration Date</u>	<u>Registration No.</u>
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PENDING TRADEMARKS AND SERVICE MARKS

<u>Trademark or Service Mark</u>	<u>Filing Date</u>	<u>Serial No.</u>
ANGEL EYES	09/17/02	78/165,126
EURO TAILS	09/12/02	78/163,297
HOOCHIE WEAR	09/05/01	76/309,432
HOOCHIE WEAR	09/05/01	76/309,615
ICON	10/14/02	78/174,225
NEXT GENERATION	10/12/01	76/324,391
PERFORMANCE STYLE ATTITUDE	06/19/02	76/422,228
RETRO 3D SERIES	09/11/02	78/163,127
RETRO 3D SERIES	10/14/02	78/174,241
RETRO 3D SERIES	10/15/02	78/174,711
R SPEED	10/12/01	76/324,393
SPEEDGLO	10/18/00	76/149,382
SPEEDGLO	10/18/00	76/149,381

**FIRST AMENDMENT TO INTELLECTUAL PROPERTY  
SECURITY AGREEMENT**

This FIRST AMENDMENT TO INTELLECTUAL PROPERTY SECURITY AGREEMENT (this "Amendment") amends and shall be considered a part of that certain Intellectual Property Security Agreement (the "Agreement"), dated as of September 25, 2001, entered into among AMERICAN PRODUCTS COMPANY, INC., a California corporation ("Debtor") and UNION BANK OF CALIFORNIA, N.A. (Bank"), which was filed and recorded with: (a) the **Trademark Division of the United States Patent and Trademark Office on October 25, 2001, and was designated Reel 2393/ Frame 0596** as a reference number; and (b) the Copyright Office of the United States on October 26, 2001, and was designated Volume 3472/Page 14 as a reference number. Debtor and Bank agree as follows:

1. Schedule A is hereby amended by adding the trademarks described on Schedule A-1 attached hereto to the list of trademarks set forth in that schedule.

2. Schedule B is hereby amended by adding the patents described on Schedule B-1 attached hereto to the list of patents set forth in that schedule.

3. Schedule C is hereby amended by adding the copyrights described on Schedule C-1 attached hereto to the list of copyrights set forth in that schedule.

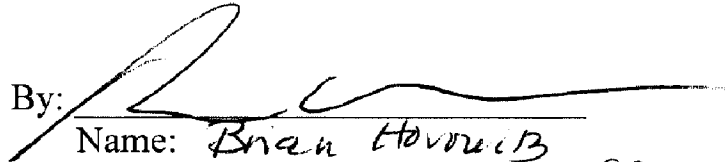
4. Schedule D is hereby amended by adding the licensed trademarks, patents and copyrights described on Schedule D-1 attached hereto to the list of licensed trademarks, patents and copyrights set forth in that schedule.

5. Except as expressly amended or modified pursuant to this Amendment, the Agreement shall remain otherwise unchanged and in full force and effect.

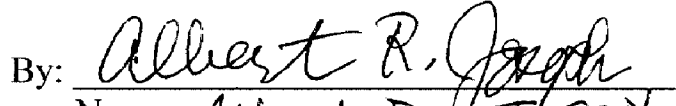
IN WITNESS WHEREOF, the Debtor and Union Bank have executed this Amendment on this 8th day of November, 2002.

(Signatures continued on next page)

AMERICAN PRODUCTS COMPANY,  
a California corporation

By:   
Name: *Brian Howard*  
Title: *Chief Executive Officer*

UNION BANK OF CALIFORNIA, N.A.

By:   
Name: *Albert R. Joseph*  
Title: *Vice President*

**SCHEDULE "B-1"****PATENTS**

<u>Patent Description/Title</u>	<u>Issue Date</u>	<u>Patent No.</u>	<u>Name of Inventor</u>
AFTER MARKET LED TAILLIGHT BULB	3/19/02	6,357,902	
REPLACEMENT TAIL LENS ASSEMBLY FOR PICK-UP TRUCKS	10/2/01	D448,869	
REPLACEMENT TAIL LENS ASSEMBLY FOR AUTOMOBILE	10/9/01	D449,123	
REPLACEMENT TAIL LENS ASSEMBLY FOR AUTOMOBILE	11/6/01	D450,142	
REPLACEMENT TAIL LENS ASSEMBLY FOR AUTOMOBILE	9/18/01	D448,098	
REPLACEMENT TAIL LENS ASSEMBLY FOR PICK-UP TRUCK	10/30/01	D449,898	
EXTERIOR AUTO SIDEVIEW MIRROR	6/27/00	D427,127	
TRAILER HITCH PLUG	8/1/00	D428,839	
CAR GRILLE COVER	4/30/02	D456,322	
AUTO BADGE	6/4/02	D458,200	
REPLACEMENT TAIL LENS ASSEMBLY	5/7/02	D456,919	
LENS ASSEMBLY FOR HEADLAMP	6/4/02	D458,397	
TAIL LENS ASSEMBLY FOR PICK UPS	8/20/02	D461,919	

<u>Patent Description/Title</u>	<u>Issue Date</u>	<u>Patent No.</u>	<u>Name of Inventor</u>
TAIL LENS ASSEMBLY	6/25/02	D459,507	
LENS ASSEMBLY FOR PICK UP TRUCKS	6/25/02	D459,505	
TAIL LENS ASSEMBLY	7/16/02	D460,574	
TAIL LENS ASSEMBLY	6/11/02	D458,701	
TAIL LENS ASSEMBLY	6/25/02	D459,508	
TAIL LENS ASSEMBLY	5/28/02	D457,975	
TAIL LENS ASSEMBLY	5/14/02	D457,258	
TAIL LENS ASSEMBLY	6/4/02	D458,398	
TAIL LENS ASSEMBLY	6/25/02	D459,506	
TAIL LENS ASSEMBLY	9/10/02	D462,800	
TAIL LENS ASSEMBLY	7/23/02	D460,833	
TAIL LENS ASSEMBLY	6/25/02	D459,510	
TAIL LENS ASSEMBLY	7/2/02	D459,821	
TAIL LENS ASSEMBLY	6/25/02	D459,509	
TAIL LENS ASSEMBLY	7/9/02	D460,205	

**SCHEDULE "B-1"**

**PATENT APPLICATIONS**

<u>Description</u>	<u>Issue Date</u>	<u>Serial No.</u>	<u>Name of Inventor</u>
AFTER MARKET LED TAILLIGHT BULB	03/19/02	10/101,984	
AUTOMOTIVE LIGHT WITH ILLUMINATED RING OF CHANGEABLE COLOR	10/2/02	60/415,660	
INTEGRATED REPLACEMENT TAIL LENS ASSEMBLY FOR AUTOMOBILE	9/26/00	29/130,119	
TAIL LENS ASSEMBLY	7/23/03	29/164,447	
TAIL LENS ASSEMBLY	2/8/02	29/155,332	
TAIL LENS ASSEMBLY	7/2/02	29/163,376	
REPLACEMENT TAIL LENS ASSEMBLY	4/23/02	29/159,563	
LENS ASSEMBLY FOR HEADLAMP	4/23/02	29/159,562	
TAIL LENS ASSEMBLY FOR PICK UPS	7/23/02	29/164,445	
TAIL LENS ASSEMBLY	6/24/02	29/162,976	
LENS ASSEMBLY FOR PICK UP TRUCKS	4/23/02	29/159,564	
TAIL LENS ASSEMBLY	6/11/02	29/162,300	
TAIL LENS ASSEMBLY	6/18/02	29/162,694	
TAIL LENS ASSEMBLY	4/23/02	29/159,559	
TAIL LENS ASSEMBLY	4/23/02	29/159,558	
TAIL LENS ASSEMBLY	4/23/02	29/159,561	

<u>Description</u>	<u>Issue Date</u>	<u>Serial No.</u>	<u>Name of Inventor</u>
TAIL LENS ASSEMBLY	6/18/02	29/162,695	
TAIL LENS ASSEMBLY	6/19/02	29/162,735	
TAIL LENS ASSEMBLY	6/18/02	29/162,665	
TAIL LENS ASSEMBLY	6/18/02	29/162,663	
TAIL LENS ASSEMBLY	6/18/02	29/162,693	
TAIL LENS ASSEMBLY	6/18/02	29/162,696	
TAIL LENS ASSEMBLY	7/9/02	29/163,736	
TAIL LENS ASSEMBLY	6/3/02	29/161,723	
ILLUMINATED TAIL PIPE TAIL LENS	5/22/02 6/3/02	29/161,084 29/161,722	
TAIL LIGHT ASSEMBLY	10/22/02	N/A	
ELECTROLUMINESCENT FLOOR MATS	11/1/02	N/A	
ELECTROLUMINESCENT FLOOR MATS	11/1/02	N/A	
ELECTROLUMINESCENT FLOOR MATS	11/1/02	N/A	
ELECTROLUMINESCENT FLOOR MATS	11/1/02	N/A	



**SCHEDULE C-1**

**REGISTERED COPYRIGHTS**

<u>Copyright</u>	<u>Registration Date</u>	<u>Registration No.</u>	<u>Application Date</u>	<u>Application Number</u>
CAR ART	05/15/02	VA1147124	05/14/02	126,437,475
EXHAUST BEAUTIFICATION SCULPTURE	05/15/02	VA1147123	05/14/02	126,437,486
MUFFLER TIP PACKAGING			05/14/02	126,437,464

**SCHEDULE D-1**

**LICENSED TRADEMARKS, PATENTS AND COPYRIGHTS**

American Products Company, Inc., as Licensor:

1. Trademark License Agreement dated March 1, 2002  
Licensee: Plasticor, a California corporation  
(Stylized APC Trademark)
2. Trademark License Agreement, March 26 2002  
Licensee: Elegant USA, LLC  
(Stylized APC Trademark)
3. Trademark License Agreement dated August 2002  
Medo Industries, Inc.  
(Stylized APC Trademark)

American Products Company, Inc., as Licensee:

1. License Agreement for use of "Sport Truck"  
Licensor: EMAP USA, Inc. (sold to Primedia Specialty Group, Inc.)
2. License Agreement for use of "Super Street" and "Max Power"  
Licensor: EMAP USA, Inc. (sold to Primedia Specialty Group, Inc.)
3. License Agreement for GM Service Parts Operations License  
Licensor: Equity Management, Inc.
4. Performance Equipment Distribution Agreement  
Licensor: Ford Motor Company
5. License Agreement  
Licensor: Daimler Chrysler
6. Master Merchandising License Agreement  
Licensor: Universal Studios Licensing, Inc.
7. Agreement  
Licensor: Bum & Roh, Inc.