

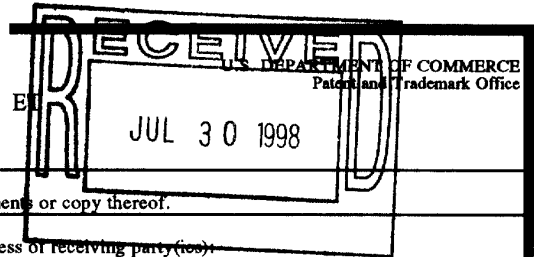
MRO

7-27-98

08-07-1998



100787895



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

1. Name of conveying party(ies): **Quaker State Corporation**

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

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

3. Nature of conveyance:

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

Execution Date: **June 23, 1998**

2. Name and address of receiving party(ies):

Name: **Wal-Mart Stores, Inc.**
 Internal Address: **702 S.W. Eighth Street, Bentonville, Arkansas 72716**
 Street Address: **702 S.W. Eighth Street**
 City: **Bentonville** State: **Arkansas** ZIP: **72716**

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

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
(Designation 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)

B. Trademark Registration No.(s) **1,430,753 and 1,500,117**

Additional numbers attached? Yes No

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

Name:
Margaret A. Boulware
 Street Address:
**Jenkins and Gilchrist
 1100 Louisiana Street, Suite 1800
 Houston, Texas 77002-5214**

6. Total number of applications and registrations involved: **2**

7. Total fee (37 CFR 3.41): **\$ 65.00**

- Enclosed
- Authorized to be charged to deposit account.

(If check is not received with this correspondence or additional fees are required, please charge to deposit account 10-0447.)

8. Deposit Account number: **10-0447**
(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.

Margaret A. Boulware
Name of Person Signing

Margaret Boulware
Signature

July 22, 1998
Date

Total number of pages comprising cover sheet: 3

08/03/1998 TTON11 00000213 1430753

01 FC:481
02 FC:482

40.00 OP
25.00 OP

Date of Deposit July 27, 1998

I hereby certify under 37 CFR 1.8(a) that this correspondence is being deposited with the United States Postal Service as first class mail with sufficient postage on the date indicated above and is addressed to the Commissioner of Patents and Trademarks, Box ASSIGNMENT, Washington, D.C. 20231.

Kim Kennedy
Kim Kennedy

EXHIBIT A
LIST OF SUPER TECH
US FEDERALLY REGISTERED TRADEMARKS

SUPER TECH and Design

INTL CLASS: 4 (Lubricants & Fuels)

U.S. CLASS: 6 (Chemicals & Chemical Compositions) and 15 (Oils & Greases)

STATUS: Registered; Section 8 & 15 - Accepted & Acknowledged

GOODS/SERVICES: FUEL INJECTOR CLEANER

SERIAL NO.: 73-702,399

REG. NO.: 1,500,117

REGISTERED: August 16, 1988

FIRST USE: July 1985 (Intl Class 4)

FIRST COMMERCE: July 1985 (Intl Class 4)

SUPER TECH and Design

INTL CLASS: 1 (Chemicals)

U.S. CLASS: 6 (Chemicals & Chemical Compositions), 15 (Oils & Greases) and 52 (Detergents & Soaps)

STATUS: Registered; Section 8 & 15 - Accepted & Acknowledged

GOODS/SERVICES: ENGINE COOLING SYSTEM CLEANER FLUSH AND COOLANT

SERIAL NO.: 73-580,620

REG. NO.: 1,430,753

REGISTERED: March 3, 1987

FIRST USE: August 26, 1985 (Intl Class 1)

FIRST COMMERCE: August 26, 1985 (Intl Class 1)

All US common law rights to SUPER TECH trademark held by Quaker State Corporation, for automotive aftermarket consumer products

ASSIGNMENT

WHEREAS, QUAKER STATE CORPORATION, a Delaware corporation, whose principal place of business is 225 East John Carpenter Freeway, Irving, Texas 75062, hereinafter ASSIGNOR, has used the Marks identified in Attachment "A" hereto ("Marks"):

WHEREAS, WAL-MART STORES, INC., a Delaware corporation, whose principal place of business is 702 S.W. Eighth Street, Bentonville, Arkansas 72716 (Corporate address), hereinafter "ASSIGNEE", desires to acquire any and all right, title, and interest that ASSIGNOR may have in and to said Marks, including any applications and/or registrations thereon, together with the goodwill of the business in connection with which said Marks are used and which are symbolized by said Marks, along with the right to recover for damages and profits for past and current infringement thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, ASSIGNOR hereby transfers and assigns unto ASSIGNEE all right, title, and interest ASSIGNOR may possess in and to said Marks and any applications and registrations therefor, together with the goodwill of the business in connection with which said Marks are used and which are symbolized by said Marks, along with the right to recover for damages and profits for past and current infringement thereof;

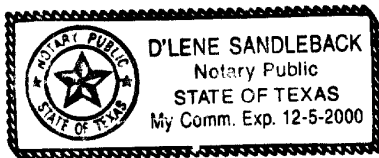
IN WITNESS WHEREOF, QUAKER STATE CORPORATION, a Delaware corporation, has caused these presents to be executed by a duly authorized officer this 23rd day of June, 1998.

QUAKER STATE CORPORATION

By: *Daniel Brock*
Name: Daniel Brock
Title: Vice President, Wal-Mart Business

STATE OF TEXAS *
 *
COUNTY OF DALLAS *

Sworn and subscribed before me by an authorized representative of Quaker State Corporation this 23rd day of June, 1998.



D'lene Sandleback
Notary Public
My Commission expires: 12-5-2000