

04-06-1999



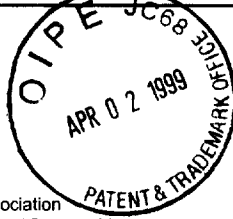
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To the Honorable Commissioner of Patents and Trademarks, Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Sun Company Inc. (R&M)
1801 Market Street
Philadelphia, PA 19103



- Individual Association
- General Partnership Limited Partnership
- Corporation-State: Pennsylvania
- Other _____

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

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

Name Harry J. Barkett

Internal Address: _____

Street Address: 1601 McCloskey Boulevard

City Tampa

State Florida ZIP 33605-8710

- Individual (s) citizenship USA
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporate-State _____
- Other _____

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

Yes No

Additional name(s) & addresses(es) attached?

Yes No

3. Name of Conveyance:

Assignment Merger

Security Agreement Change of Name

Other _____

Execution Date: NUNC PRO TUNC as of December 29, 1997

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

- 528,824 (X-L-O Stylized)
- 801,672 (AMALIE)
- 1,076,255 (BETTER THAN IT HAS TO BE)
- 1,189,671 (AQUA-SONIC SHIELD)
- 1,842,251 (PRO TURBO)
- 1,915,937 (SYNPLUS)

Additional numbers attached? Yes No

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

Name: Robert H. Cameron

Internal Address: Rothwell, Figg, Ernst & Kurz, P.C.

Suite 701 East Tower

Street Address: 555 13th Street, NW

City: Washington

State: DC Zip 20004

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41): . . . \$ 165.00 **E**

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 02-2135

04/05/1999 DNGUYEN 00000087 528824

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 125.00 OP

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.

Robert H. Cameron
Name of Person Signing

Robert H. Cameron
Signature

4/2/99
Date

Total number of pages including cover sheet, attachments and documents: 4

This U.S. TRADEMARK ASSIGNMENT from SUN COMPANY, INC. (R&M), a Pennsylvania corporation (Assignor"), to HARRY J. BARKETT, an individual, or his Permitted Assigns ("Assignee").

WITNESSETH:

WHEREAS, Assignor has adopted, has used and is the owner of the United States trademarks and service marks and registrations and applications for registration for trademark or service mark set forth in Exhibit A hereto (the "Trademarks"); and

WHEREAS, Assignee has acquired certain assets from Assignor pursuant to the Asset Purchase Agreement dated as of December 29, 1997 (the "Asset Purchase Agreement), and desires to acquire full right, title and interest in the Trademarks.

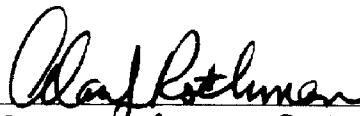
NOW, THEREFORE, in consideration of good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, Assignor does hereby sell, assign and transfer to Assignee, its successors and assigns, Assignor's entire right, title, and interest in and to the Trademarks, together with the good will of the Business (as defined in the Asset Purchase Agreement) symbolized by the Trademarks and together with all claims for damages by reason of past or future infringement of the Trademarks, with the right to sue for and collect the same.

Assignor makes no representations or warranties with respect to the Trademarks, including, but not limited to, warranties as to merchantability or fitness for a particular purpose, except as expressly made and contained in the Asset Purchase Agreement.

Assignor hereby covenants and agrees that it will at any time upon request of Assignee, execute and deliver any and all papers that may be necessary or desirable to perfect in Assignee title to the Trademarks.

IN WITNESS WHEREOF, Assignor has caused this U.S. Trademark Assignment to be signed by its duly authorized officer this 6th day of APRIL, 1998.

SUN COMPANY, INC. (R&M)

By: 
Name: ALAN S. ROTHMAN
Title: GENERAL CREDIT MANAGER

COMMONWEALTH OF PENNSYLVANIA)
)
COUNTY OF PHILADELPHIA)

SS

On this 6th day of April, 1998 before me, a Notary Public in and for said County, personally appeared Alan Rothman who acknowledged himself to be the above identified officer of Assignor and that he being authorized to do so executed the foregoing instrument for the uses and purposes therein specified.

Alan M. Jones
Notary Public Seal
Alan M. Jones, Notary Public
Philadelphia Philadelphia County
My Commission Expires Aug. 13, 2001
Member, Pennsylvania Association of Notaries

Exhibit A
to U.S. Trademark Assignment

A. U.S. REGISTERED TRADE/SERVICE MARKS

	<u>Trade/Service Mark</u>	<u>Registration No.</u>	<u>Issue Date</u>
1.	Amalie	801,672	1/11/66
2.	Aqua-Sonic Shield	1,189,671	2/16/82
3.	Better Than It Has to Be	1,076,255	11/1/77
4.	X-L-O	528,824	8/8/50
5.	Pro Turbo	1,842,251	6/28/94
6.	Synplus	1,915,937	9/5/95

B. UNREGISTERED TRADEMARKS

Amalie

1. ALAS
2. Imperial
3. Elixir
4. Super XLO
5. Amatran
6. Pro
7. All-Climate 150
8. All Trac 245
9. All Weather
10. 800 Manual Transmission Fluid
11. SMG
12. MPG
13. MPG LS
14. LS Axle
15. Filmspray
16. Aquasonic Shield
17. Pro 2000
18. AMALIE.COM (domain name)
19. AMA
20. Heavy Duty Plus
21. Low Temp
22. XLO Turbo
23. Blue Hi-Temp
24. Hi-Temp
25. MP EP Lithium
26. NA-2 Wheel Bearing
27. Trivis

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