



Tab settings 12-22-99

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To the Honorable Commissioner of Pat.

ched original documents or copy thereof.

1. Name of conveying party(ies):

MotorUp Corporation
123 South Broad Street, Suite 1910
Philadelphia, PA 19109

- Individual(s) Association
General Partnership Limited Partnership
Corporation-State PA
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: December 8, 1999

2. Name and address of receiving party(ies)

Name: CENTURY BUSINESS CREDIT CORPORATION

Internal Address:

Street Address: 114 West 40th Street

City: New York State: NY ZIP: 10018

- Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State New York
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 patent number(s):

A. Trademark Application No.(s)

SEE SCHEDULE A TO ATTACHED TRADEMARK ASSIGNMENT OF SECURITY

B. Trademark Registration No.(s)

SEE SCHEDULE A TO ATTACHED TRADEMARK ASSIGNMENT OF SECURITY

Additional numbers attached? Yes No

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

Name: Federal Research Corp.

Internal Address:

01/19/2000 JSHABAZZ 00000140 7570670E

01 FC:481
02 FC:482

40.00 OP
300.00 OP

Street Address: 400 Seventh Street, N.W.
Suite 101

City: Washington, State: D.C. ZIP: 20004

6. Total number of applications and registrations involved: 13

7. Total fee (37 CFR 3.41): \$ 340.00

- 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.

Loukia Harris
Name of Person Signing

[Handwritten Signature]

Signature

December 20, 1999

Date

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

SCHEDULE A

December 8, 1999

Schedule A to a Trademark Assignment of Security dated ~~November 11, 1999~~, by and between MotorUp Corporation and Century Business Credit Corporation.

<u>MARK</u>	<u>SERIAL NO. OR REG NO.</u>	<u>FILED/ REGISTERED</u>	<u>COUNTRY</u>
DRUG BRANDS	75/706,782	05/14/99	U.S.A.
DRUGBRANDS.COM	75/706,781	05/14/99	U.S.A.
FUEL UP	2,253,040	06/15/99	U.S.A.
GEAR UP	75/439,525	01/12/98	U.S.A.
REAL BRANDS	75/706,784	05/14/99	U.S.A.
REALBRANDS.COM	75/706,783	05/14/99	U.S.A.
THERAMAX	75/676,239	04/07/99	U.S.A.
MOTORUP	74/691,559	06/21/95	U.S.A.
LEMON PROOF WARRANTY	74/461,949	04/03/98	U.S.A.
MOTOR UP	2,062,947	05/20/97	U.S.A.
MOTORUP "NO OIL CHANGE" ENGINE TREATMENT	2,261,308	07/13/99	U.S.A.
MOTOR UP	74/691,559	06/21/95	U.S.A.
Bottle design	75/623,251	01/19/99	U.S.A.

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, MotorUp Corporation, a corporation formed under the laws of Pennsylvania, located at 123 South Broad Street, Suite 1910, Philadelphia, Pennsylvania 19109 ("Company"), has adopted, used and is using, or intends to use, the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Company is obligated to Century Business Credit Corporation ("Century") located at 119 West 40th Street, New York, New York, 10018 pursuant to (i) a certain Security Agreement, dated as of the date hereof, between Century and Company, and (ii) a certain Trademark Collateral Security Agreement, dated as of the date hereof, made by Company in favor of Century (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Company is granting to Century a security interest in the Marks, the goodwill associated with the Marks, and the registrations and applications therefor.

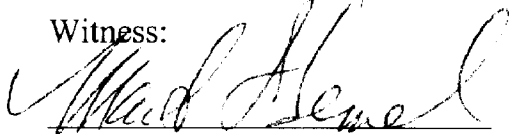
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Company does hereby assign unto Century and grant to Century a security interest in and to the Marks, together with the goodwill associated with the Marks, and registrations and applications therefor, which security interest shall secure all the Obligations as defined in the Security Agreement and in accordance with the terms and provisions thereof.

Company expressly acknowledges and affirms that the rights and remedies of Century with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York

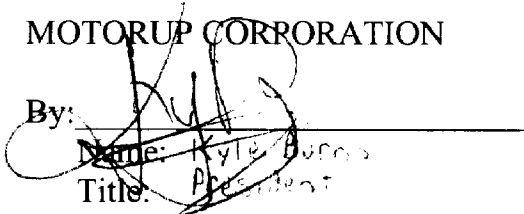
~~November XXXXX, 1999~~
December 8, 1999

Witness:

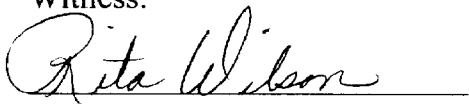


MOTORUP CORPORATION

By:

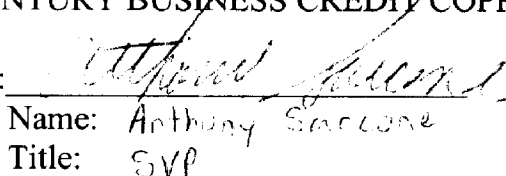

Name: Kyle Evans
Title: President

Witness:



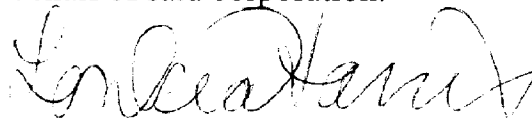
CENTURY BUSINESS CREDIT COPORATION

By:


Name: Anthony Sarcione
Title: SVP

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 18 day of November, 1999, before me personally came Kyle Burns, to me known, who, being by me duly sworn, did depose and say that he is the President of MotorUp Corporation, the corporation described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said corporation.

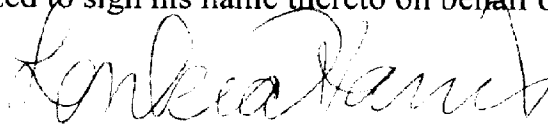


Notary Public

LOUKIA HARRIS
Notary Public of New York
No. 01HA4995575
Qualified in Nassau County
Commission Expires April 27, 2000

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 18 day of November, 1999, before me personally came Anthony Sarcone, to me known, who, being by me duly sworn, did depose and say that he is the Senior Vice President of Century Business Credit Corporation, the corporation described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said corporation.



Notary Public

LOUKIA HARRIS
Notary Public of New York
No. 01HA4995575
Qualified in Nassau County
Commission Expires April 27, 2000