



Tab settings =>=>=>

101349917

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

4.25.00

1. Name of conveying party(ies): 4-25-00  
MOTORUP CORPORATION  
123 SOUTH BROAD STREET, SUITE 1910  
PHILADELPHIA, PA 19109

- Individual(s)
- General Partnership
- Corporation-State: PA
- Other \_\_\_\_\_
- Association
- Limited Partnership

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

3. Nature of conveyances:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other CORRECTIVE ASSIGNMENT to document originally recorded 12/08/99 in Reel/Frame 002010/0284

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: 10118

- 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 registration number(s):

A. Trademark Application.(s)  
CORRECTIVE ASSIGNMENT TO CORRECT SERIAL NUMBER RELATING TO MARK "LEMON PROOF WARRANTY" TO 75/461,949

B. Trademark registration No.(s)

Additional numbers attached?  Yes  No

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

Name: FEDERAL RESEARCH CORPORATION

Internal Address: \_\_\_\_\_

Street Address: 400 SEVENTH AVENUE, N.W., SUITE 101

City: WASHINGTON State: DC ZIP: 20004

6. Total number of applications and registrations involved: ..... 1

7. Total fee (37 CFR 3.41): ..... \$ 40.00

- 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

05/05/2000 MCOATES 00000146 75461949

01 FC:4A1

40.00 DP

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

April 17, 2000  
Date

Signature  
Total number of pages including coversheet, attachments and document: 8



101248463

Tab settings  $\Rightarrow$  12-22-99

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)
- General Partnership
- Corporation-State PA
- 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: 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 7570678E

01 FC:481  
02 FC:482

40.00 DP  
300.00 DP

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<sup>00</sup>-

- 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

Loukia Harris  
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 1999~~ ~~November 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	<del>74/461,949</del> 75/461,949	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. (S 40)
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 40<sup>th</sup> 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~~

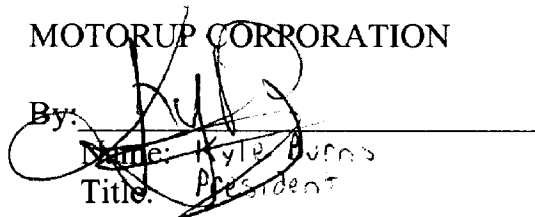
December 8, 1999

Witness:

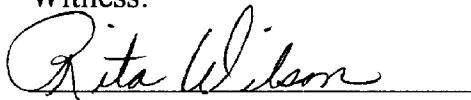


MOTORUP CORPORATION

By:

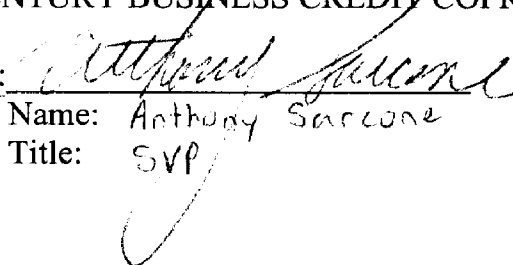
  
Name: Kyle Burns  
Title: President

Witness:



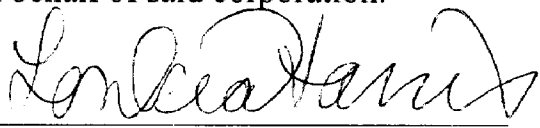
CENTURY BUSINESS CREDIT COPORATION

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.

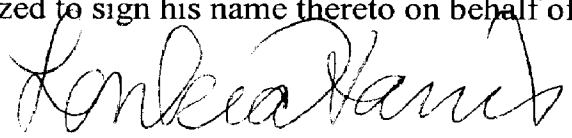


Notary Public

**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**