



To the Honorable Commissioner of Patents and Trademarks

101518322

Send original documents or copy thereof.

1. Name of conveying party(is)

Safe Brand Corporation

- Individual(s)
- General
- Corporation State of Delaware
- Other _____

Additional name(s) of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Correction of registration numbers incorrectly identified on the Recordation Form Cover Sheet as recorded on April 21, 1997 at Reel 1557/Frame 0286 (i.e., remove the assignment recorded in the incorrect records for Registration Nos. 1,903,333 and 2,307,088 and record the assignment in the correct records for Registration Nos. 1,903,303 and 2,037,088).

2. Name and address of receiving party(is.)

Name: Old World Industries, Inc.

Street Address: 4065 Commercial Avenue

19-23-00

City: Northbrook State: Illinois ZIP: 60062

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

Execution Date:

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No (Designations must be 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 Nos: 1 903,303
2,037,088

Additional numbers attached? Yes No

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

Name: Amy J. Dropik, Paralegal

Internal Address: Whyte Hirschboeck Dudek S.C.

Street Address: Suite 2100

111 East Wisconsin Avenue

City: Milwaukee State: WI ZIP: 53202-4894

6. Total number of applications and registrations involved: Two (2)

7. Total fee \$65.00

Enclosed

Authorized to be charged to Deposit Account

8. Deposit Account Number:

232053

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.

Amy J. Dropik, Paralegal
Name of Person Signing

Signature

October 19, 2000
Date

Total number of pages including cover sheet, attachments and documents = 7

MAD 4-21-97

Attorney

04-24-1997

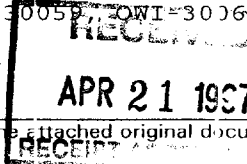


100401162

UK1146

482/75

OWI-30060 OWI-30061



Y

the attached original documents or copy thereof.

To the Honorable Commissioner of...

1. Name of conveying party(ies)

Safe Brands Corporation

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

Additional name(s) of conveying parties attached? Yes No

3. Nature of conveyance:

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

Execution Date: February 10, 1997

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

Name: Old World Industries, Inc.

Street Address: 4065 Commercial Avenue

City: Northbrook State: IL ZIP: 60062

- Individual(s) citizenship 1692242
- Association _____
- General _____
- Partnership _____
- Limited Partnership _____
- Corporation, State Illinois
- Other - _____

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No (Designations must be 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 Nos.	1,692,242
		1,931,964
		1,903,333
		2,307,088

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

Name: Andrew R. Peret

Internal Address: Whyte Hirschboeck Dudek S.C.

Street Address: 111 East Wisconsin Avenue

Suite 2100

City: Milwaukee State: WI ZIP: 53202

6. Total number of applications and registrations involved: 4 (four)

7. Total fee \$ 115.00

Enclosed

Authorized to be charged to Deposit Account

8. Deposit Account Number:

23-2053

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.

Andrew R. Peret
Name of Person Signing

Andrew R. Peret
Signature

420 UT 04/23/97 1692242
0 481 40.00 CK
0 482 75.00 CK

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

APPLICATION NUMBER: 74433686
REGISTRATION NUMBER: 1903333

FILING DATE: 09/08/1993
ISSUE DATE: 07/04/1995

MARK: SPA-SHIELD

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 82307088
REGISTRATION NUMBER: 2307088

FILING DATE:
ISSUE DATE:

MARK:
DRAWING TYPE:

JOANN STEWART, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS

ASSIGNMENT OF TRADEMARKS

WHEREAS, SAFE BRANDS CORPORATION, a Nebraska corporation (the "Seller"), having its principal place of business in Omaha, Nebraska, is the owner of certain trademarks and the goodwill appurtenant thereto and certain trademark registrations therefor, which trademarks and registrations are listed and described on Schedule A attached hereto (the "Trademarks").

WHEREAS, OLD WORLD INDUSTRIES, INC., an Illinois corporation (the "Purchaser") having its principal place of business at 4065 Commercial Avenue, Northbrook, IL 60062, desires to acquire the Trademarks.

WHEREAS, the Seller and the Purchaser are parties to a Purchase and Sale Agreement dated as of January 21, 1997, which contemplates the execution of this Assignment of Trademarks.

NOW, THEREFORE, for and in consideration of One Dollar (\$1.00) paid to it by the Purchaser, and other good and valuable consideration, receipt of which is hereby acknowledged, the Seller does hereby sell, assign and transfer unto the Purchaser the entire right, title and interest in and to the Trademarks and registrations therefor, together with the goodwill appurtenant thereto and the entire right, title and interest in and to any and all claims and demands it may have either at law or in equity arising out of past, present or future infringement of the Trademarks.

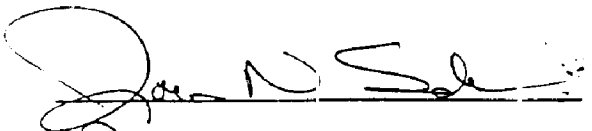
As appropriate, the Seller hereby authorizes and requests the United States Commissioner of Patents and corresponding state officials, as appropriate, to record this instrument and to record the Purchaser as the owner of the Trademarks.

IN WITNESS WHEREOF, the Seller has caused these presents to be duly executed in a manner appropriate thereto as of this 10th day of February, 1997.

SAFE BRANDS CORPORATION

By:

Title:



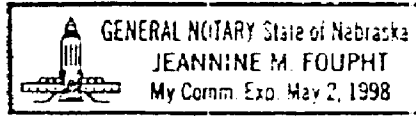
President

STATE OF NEBRASKA)
) SS
COUNTY OF Douglas)

The foregoing instrument was acknowledged before me this 10th day of February, 1997 by Robert Schlott, the President of Safe Brands Corporation, a Nebraska corporation, on behalf of the corporation.

Jeannine M Foupht
Notary Public, Douglas County, Nebraska

My commission expires May 2, 1998.



SCHEDULE A
TO
ASSIGNMENT OF TRADEMARKS
FROM
SAFE BRANDS CORPORATION
TO
OLD WORLD INDUSTRIES, INC.

<u>Trademark</u>	<u>Registration Number (if any)</u>	<u>Date of Registration (if any)</u>	<u>Class</u>
Sierra	1,692,242	6/9/92	International Class 1 - Automotive Antifreeze Composition for Radia- tors and Gaslines
Sierra Safety Freeze	1,931,964	10/31/95	International Class 1 - Automotive Antifreeze Composition for Radia- tors and Gaslines
Sierra! It's Not Just Antifreeze, It's Safety Freeze!	1,903,303	7/4/95	International Class 1 - Automotive Antifreeze Composition for Radia- tors and Gaslines

<u>Trademark</u>	<u>Serial Number</u>	<u>Date of Filing</u>	<u>Class</u>
Sierra Antifreeze - Because Safer is Better	75-070,600	10/20/95	International Class 1 - Automotive Antifreeze Composition for Radia- tors and Gaslines



UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office
 ASSISTANT SECRETARY AND COMMISSIONER
 OF PATENTS AND TRADEMARKS
 Washington, D.C. 20231

JUNE 04, 1997

PTAS
 WHYTE, HIRSCHBOECK & DUDEK, S.C.
 ANDREW R. PERET
 111 EAST WISCONSIN AVENUE
 SUITE 2100
 MILWAUKEE, WI 53202



100401162A

COPY

UNITED STATES PATENT AND TRADEMARK OFFICE
 NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, NORTH TOWER BUILDING, SUITE 10C35, WASHINGTON, D.C. 20231.

RECORDATION DATE: 04/21/1997

REEL/FRAME: 1577/0286
 NUMBER OF PAGES: 4

BRIEF: ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

ASSIGNOR:
 SAFE BRANDS CORPORATION

DOC DATE: 02/10/1997
 CITIZENSHIP: NEBRASKA
 ENTITY: CORPORATION

ASSIGNEE:
 OLD WORLD INDUSTRIES, INC
 4065 COMMERCIAL AVENUE
 NORTHBROOK, ILLINOIS 60062

CITIZENSHIP: ILLINOIS
 ENTITY: CORPORATION

APPLICATION NUMBER: 74013109
 REGISTRATION NUMBER: 1692242

FILING DATE: 12/21/1989
 ISSUE DATE: 06/09/1992

MARK: SIERRA
 DRAWING TYPE: WORDS, LETTERS OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74400000
 REGISTRATION NUMBER: 1931964

FILING DATE: 06/07/1993
 ISSUE DATE: 10/31/1995

MARK: SIERRA SAFETY FREEZE
 DRAWING TYPE: WORDS, LETTERS OR NUMBERS IN TYPED FORM

RECEIVED
 WHITE HIRSCHBOECK & DUDEK
 MILWAUKEE, WI

JUN 9 1997

RECORDED: 10/23/2000

TRADEMARK
 REEL: 002175 FRAME: 0272