

TRADEMARKS

03-20-2001

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03-12-01



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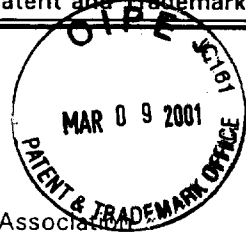
To the Honorable Commissioner of Patent and Trademarks: Please receive

elements or copy thereof.

1. Name of conveying party(ies):

RLI Acquisition, Inc.

EMD
3.9.01



- Individual(s)
- General Partnership
- Corporation - New Jersey
- Other
- Association
- Limited Partnership

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

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

Royal Lubricants, Inc.
215 Merry Lane
East Hanover, New Jersey 07936

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation New Jersey
- Other

Domestic representative is attached: Yes No
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: February 28, 1997
Previously recorded at Reel 1721 Frames 0439-0440 (copies attached)

4. (A.) Trademark Application No.(s)

4. (B.) Trademark Registration No.(s)

03/19/2001 010N11 0000103081

1,313,006
1,549,762
2,050,404

FC:461 40.00 OP
FC:462 30.00 OP

Additional numbers attached? Yes No

5. Correspondence should be mailed to:

THOMAS E. SPATH
ABELMAN, FRAYNE & SCHWAB
150 East 42nd Street
New York, New York 10017

OUR DOCKET: 4006006

6. Total number of applications and registrations involved:..... 3

7. Total fee: \$ 120

Enclosed

(The said Deposit Account should be charged for any official fee not fully covered by the enclosed check)

Authorized to be charged to deposit account

Deposit account number: 01-0035

(Attach duplicate copy of this page if paying by deposit account)

Refund Net:
03/19/2001 010N11 0000103081

CHECK Refund Total: \$30.00

DO NOT USE THIS SPACE

8. 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.

THOMAS E. SPATH
Name of Person Signing

Thomas E. Spath
Signature

9 MAR 2001
Date

ABELMAN, FRAYNE & SCHWAB
Tel. No. (212) 949-9022

Total number of pages comprising cover sheet: 3

CERTIFICATE OF AMENDMENT
TO
THE CERTIFICATE OF INCORPORATION
OF
RLI ACQUISITION, INC.

FILED

FEB 28 1997

LONNA R. HOOKS
Secretary of State

TO: Secretary of State
State of New Jersey

Pursuant to the provisions of Section 14A:9-2(4) and Section 14A:9-4(3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the corporation is RLI Acquisition, Inc.

2. The following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders of the corporation on the 31st day of January, 1997.

RESOLVED, that the Article First of the Certificate of Incorporation be amended to read as follows:

The name of the corporation is Royal
Lubricants, Inc.

3. The number of shares outstanding at the time of the adoption of the amendment was 100. The total number of shares entitled to vote thereon was 100.

4. The number of shares voting for and against such amendment is as follows:

Number of Shares
Voting for Amendment

Number of Shares
Voting Against Amendment

100

0

5. This Certificate of Amendment shall be effective as of the date of filing.

Dated this 31st day of January, 1997.

RLI ACQUISITION, INC.

BY: Gerard F. Rubin
Gerard F. Rubin, President

TRADEMARK
REEL: 1721 FRAME: 0439

TRADEMARK
REEL: 002253 FRAME: 0459

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3. The number of shares outstanding at the time of the adoption of the amendment was 100. The total number of shares entitled to vote thereon was 100.

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<u>Number of Shares</u> <u>Voting for Amendment</u>	<u>Number of Shares</u> <u>Voting Against Amendment</u>
100	0

5. This Certificate of Amendment shall be effective as of the date of filing.

Dated this 31st day of January, 1997.

RLI ACQUISITION, INC.

BY: *Gerard F. Rubin*
Gerard F. Rubin, President