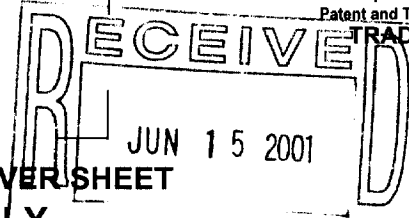


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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AK/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership Association
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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06/27/2001 TDIAZ1 00000021 741500

01 FC: 481 40.00 DP

02 FC: 482 325.00 DP

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06/27/2001

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Mail documents to be recorded with required cover sheet(s) information to:
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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="741500"/>	<input type="text" value="1173844"/>	<input type="text" value="740893"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1419701"/>	<input type="text" value="1275583"/>	<input type="text" value="750817"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1519484"/>	<input type="text" value="840405"/>	<input type="text" value="742650"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Mary Jane Frisby
Name of Person Signing

Mary Jane Frisby
Signature

June 13, 2001
Date Signed

**ADDITIONAL TRADEMARK REGISTRATIONS
TO BE ASSIGNED TO
EPICOR INDUSTRIES, INC.**

REGISTRATION NUMBER
987323
985879
820599
788131
919310

This U.S. TRADEMARK ASSIGNMENT, from WITCO CORPORATION, a Delaware corporation ("Assignor"), to EPICOR INDUSTRIES, INC., a Delaware corporation ("Assignee").

W I T N E S S E T H :

WHEREAS, Assignor has adopted, has used and is the sole and exclusive 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 September 26, 1996, as amended (the "Asset Purchase Agreement"), among Assignor, Southwest Petro-Chem, Inc. and Assignee, 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, 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 1st day of November, 1996.

WITCO CORPORATION,

by [Signature]
Name: Gerald Kertz
Title: Senior Vice-President

STATE OF)
) ss.:
COUNTY OF)

On this 1st day of November, 1996, before me, a notary public in and for said County, personally appeared Gerald Kertz 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.

[Signature]
Notary Public

NANCY RUBICCO
Notary Public, State of New York
No. 4949288
Qualified in Westchester County
Commission Expires April 3, 1997

Epicor Industries, Inc.

Mark	Reg. No.	Registered	Booker
CARTRI-GUN	741500	12/04/1962	29853
LMX	1419701	12/09/1986	29857
LUBRIMATIC 500 XL	1519484	01/10/1989	29861
LUBRIMATIC (Stylized)	1173844	10/20/1981	29862
MARINE CORROSION CONTROL	1275583	04/24/1984	29863
MIGHTY MIDGET	840405	12/12/1967	29864
PISTOL MATIC	740893	11/20/1962	29865
PISTOL MATIC and Design	750817	06/11/1963	29866
PISTOLUBER	742650	12/25/1962	29867
S and Design	987323	07/02/1974	29868
SUPERIOR and Design	985879	06/11/1974	29870
ULTRA LUBE	820599	12/20/1966	29871
ULTRA- MATIC	788131	04/13/1965	29874
WORLD GREASE GUN	919310	08/31/1971	29876

Exhibit A
to U.S. Trademark Assignment

<u>Trade/Service Mark</u>	<u>Registration Number</u>	<u>Issue Date</u>
Cartri-Gun	741,500	12/04/62
Econo-Matic	1,176,894	11/10/80
Handy-Man	1,754,788	03/02/93
Jiffy Luber	690,867	01/05/60
LMX	1,419,701	12/09/86
Load-A-Matic	710,792	02/07/61
Load-A-Matic	642,554	03/12/57
Lube Tube	1,700,556	07/14/92
Lubrimatic 500 XL	1,519,484	01/10/89
Lubrimatic (Stylized)	1,173,844	10/20/81
Marine Corrosion Control	1,275,583	04/24/84
Mighty Midget	840,405	12/12/67
Pistol Matic	750,817	06/11/63
Pistol Matic	740,893	11/20/62
Pistoluber	742,650	12/25/62
S w/ Design	987,323	07/02/74
Superior	716,080	05/30/61
Superior w/ Design	985,879	06/11/74
Ultra Lube	820,599	12/20/66
Ultra Lube w/ Design	346,074	05/18/37
Ultra Lube w/ Design	1,087,149	03/14/78
Ultra-matic	788,131	04/13/65
Vari-Matic	1,126,515	11/06/79
World and Grease Gun Design	919,310	08/31/71
*Pro Tech 2000	1,926,243	10/10/95

*Pending Application

[NYCORP:234684.4:467 10/30/96 2:50pm]5