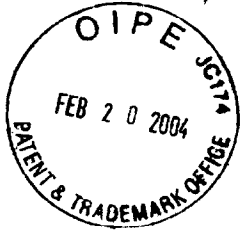


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102682878



TRADEMARK
3156-0105T

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

RECORDING OF ASSIGNMENT

Honorable Commissioner of Trademarks
P.O. Box 1450
Alexandria, VA 22313-1450

February 20, 2004

Sir:

Please record the attached original documents or copy thereof.

1. Name of Conveying Party(ies):

TAMAREX HOLDING CORPORATION
22 First Street
Orangeville, Ontario, L9W 2C7, Canada

- Individual
- General Partnership
- Corporation- Canada
- Other
- Association
- Limited Partnership

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

PHOENIX PERFORMANCE PRODUCTS INC.
6955 Columbus Road
Mississauga Ontario L5T 1K1, Canada

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

3. Nature of Conveyance:

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

Execution Date: March 3, 2000

03/02/2004 DBYRNE 00000156 75932158 40.00 00
FC:8521



02-20-2004
U.S. Patent & TMOfr/TM Mail Rcpt Dt. #77

TRADEMARK
REEL: 002923 FRAME: 0190

4. Application number(s) or registration number(s):

A. Trademark Application No(s):

B. Trademark Registration No(s):

Serial No. 75/932,158 "PHOENIX" AND DESIGN

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

**Birch, Stewart, Kolasch & Birch, LLP
P.O. Box 747
Falls Church, VA 22040-0747
(703)205-8000**

6. Total number of applications and registrations involved:

7. X The recording fee in the amount of \$40.00 is attached hereto.

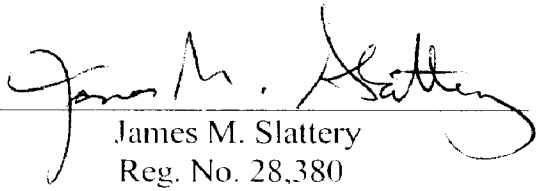
8. — Please charge Deposit Account No. 02-2448 in the amount of \$_____. A duplicate copy of this request is enclosed.

9. X The Commissioner is hereby authorized to charge any fees under 37 C.F.R. 2.6 which may be required, or credit any overpayment to Deposit Account No. 02-2448.

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.

Respectfully submitted,

BIRCH, STEWART, KOLASCH & BIRCH, LLP

By  James M. Slattery
Reg. No. 28,380

P.O. Box 747
Falls Church, VA 22040-0747
(703)205-8000

TOTAL NUMBER OF PAGES INCLUDING COVER SHEET,
ATTACHMENTS, AND DOCUMENT: 3

NUNC PRO TUNC ASSIGNMENT

WHEREAS, TAMAREX HOLDING CORPORATION, a corporation of Canada, having a place of business at 22 First Street, Orangeville, Ontario, L9W 2C7, Canada, is the owner of the following Trademark Application in the U.S. Patent and Trademark Office:

- Serial No. 75/932,158, filed on March 2, 2000, for the mark "PHOENIX and design"; and

WHEREAS, PHOENIX PERFORMANCE PRODUCTS INC., a corporation of Canada, having a place of business at 6955 Columbus Road, Mississauga Ontario L5T 1K1 is desirous of acquiring said registration:

NOW, THEREFORE, in consideration of and in exchange for the sum of Ten Dollars and other good and valuable consideration, the receipt of which is hereby acknowledged, said TAMAREX HOLDING CORPORATION does hereby assign unto PHOENIX PERFORMANCE PRODUCTS INC., *nunc pro tunc* as of March 3, 2000 the entire right, title and interest in and to said registration, together with the goodwill of the business associated with the mark, the same to be held and enjoyed by the Assignee, its successors and assigns, as fully and entirely as the said assigned interest would have been held and enjoyed by the Assignor if this Assignment had not been made.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be executed as follows:

ASSIGNOR:

Date Oct 22/03

TAMAREX HOLDING CORPORATION

By: [Signature]
I have authority to bind the corp.
Name: Loren Breithard

Title: Pres.

WITNESS:

Date Oct 22/03

By: [Signature]
Name: RICHARD SIBLEY

Title: _____