

07-14-1998



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To the Honorable Commissioner of Patents and Trademarks, 1000 ... original documents or copy thereof.

1. Name of conveying party(ies):

Emro Marketing Company

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State Delaware, Other

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

2. Name and address of receiving party(ies)

Name: Speedway SuperAmerica LLC

Internal Address:

Street Address: 500 Speedway Drive

City: Eron State: OH ZIP: 45323

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, Other Limited Liability Company - Delaware

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

3. Nature of conveyance:

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

Execution Date: November 17, 1997

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

A. Trademark Application No.(s)

See attached Schedule A

B. Trademark Registration No.(s)

See attached Schedule A

Additional numbers attached? Yes No

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

Name: John H. Stroh, Esq.

Internal Address:

Marathon Ashland Petroleum LLC

Street Address: 539 South Main Street

City: Findlay State: OH ZIP: 45840

6. Total number of applications and registrations involved: 57

7. Total fee (37 CFR 3.41) \$1,440.00

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

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.

John H. Stroh

Name of Person Signing

Signature

Jul 9, 1998

Date

Total number of pages including cover sheet, attachments, and document: 8

Vertical stamp: 07/13/1998 11:01 AM, 01 FEB 1998, 02 FEB 1998

**TRADEMARK REGISTRATIONS**

<u>Mark</u>	<u>U.S. Reg. No.</u>	<u>Our File#</u>
BONDED	881,150	336
BONDED	880,195	337
BONDED design	932,441	338
BONUS ADVANTAGE	1,808,597	589
CHEKER	820,601	311
CHEKER	924,901	315
CHEKER	1,131,584	399
CHEKER and design	1,408,921	503
CHEKMART	1,159,563	482
CHEKMART and design	1,409,031	504
ECOL	1,143,076	361
ECOL	1,170,572	367
ENON SPRINGS	1,841,993	592
Four Square Design	908,426	312

<u>Mark</u>	<u>U.S. Reg. No.</u>	<u>Our File#</u>
Four Square Design	941,739	317
Four Square Design	1,131,583	400
FOUR SQUARE DESIGN	1,018,203	374
GASTOWN	654,022	186
GASTOWN	773,846	255
IT'S A GAS!	1,248,632	343
KWIK SAK	1,928,138	598
KWIK SAK	1,926,135	599
KWIK SAK and design	1,928,137	600
MARVIN'S CHOICE	1,635,636	571
MARVIN'S CHOICE and design	1,646,980	573
MARVIN'S COOL SQUEEZE	1,668,027	575
NO-ICE-ATAL	1,364,063	485
PASSPORT	2,153,706	610

<u>Mark</u>	<u>U.S. Reg. No.</u>	<u>Our File#</u>
PETRO PANTRY and design	1,318,723	548
PORT P and design	1,433,263	517
Racing Stripe Design	1,224,532	329
S Design	1,574,261	534
S Design	1,528,740	532
S Design	1,621,928	568
S SPEEDWAY and Design	1,527,706	533
S SPEEDWAY and design	1,530,104	526
SMOKES FOR LESS & design	2,037,985	603
SPEEDWAY	816,870	264
SPEEDWAY	1,592,374	520
SPEEDWAY design	1,167,946	327
SPEEDWAY design	1,168,689	393
SPEEDWAY design	1,530,103	525

<u>Mark</u>	<u>U.S. Reg. No.</u>	<u>Our File#</u>
SPEEDWAY FUEL CARD and design	1,987,536	596
SPEEDY'S STORE	1,158,317	363
SPEEDY'S STORE design	1,162,295	364
STARVIN' MARVIN	1,145,943	506
STARVIN' MARVIN	1,440,198	516
STARVIN' MARVIN	1,667,905	561
THE CONVENIENCE STORES OF SPEEDWAY	1,867,322	595
TOURNEY	1,528,551	531
YOU ARE THE HEART OF OUR BUSINESS	1,610,783	565
YOU ARE THE HEART OF OUR BUSINESS	1,612,353	566
and design		
WAKE UP and design	1,368,155	601

**TRADEMARK APPLICATIONS**

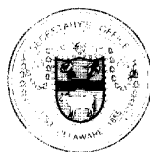
CHILLY DOG	Serial No. 75/323874	613
CHILLY DOG and design	Serial No. 75/122391	607
HMR INC	Serial No. 75/256487	608
THE DRINK DOCK	Serial No. 75/278056	611

State of Delaware  
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"EMRO MARKETING COMPANY", A DELAWARE CORPORATION,

WITH AND INTO "SPEEDWAY SUPERAMERICA LLC" UNDER THE NAME OF "SPEEDWAY SUPERAMERICA LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1997, AT 12:32 O'CLOCK P.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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981239573

AUTHENTICATION:

9151699

DATE:

TRADEMARK

REEL: 1751 FRAME: 0918

06-22-98

12-23-97  
at 12:32

CERTIFICATE OF MERGER  
OF  
EMRO MARKETING COMPANY  
INTO  
SPEEDWAY SUPERAMERICA LLC

The undersigned limited liability company organized and existing under and by virtue of the Limited Liability Company Act of Delaware.

DOES HEREBY CERTIFY:

FIRST: That the name and state of formation of each of the constituent companies of the merger is as follows:

NAME	STATE OF INCORPORATION
Emro Marketing Company	Delaware
Speedway SuperAmerica LLC	Delaware

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent companies in accordance with the requirements of Sections 264 and 251 of the Delaware Corporation Law and Section 18-209 of the Limited Liability Company Act of Delaware, as applicable.

THIRD: That the name of the surviving limited liability company of the merger is Speedway SuperAmerica LLC.

FOURTH: That the Certificate of Formation of Speedway SuperAmerica LLC, a Delaware corporation which will survive the merger, shall be the Certificate of Formation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at a place of business of the surviving company, the address of which is 539 South Main Street, Findlay, Ohio 45840.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving company, on request and without cost, to any stockholder of any constituent company.

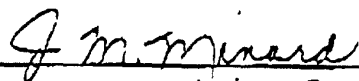
SEVENTH: That this Certificate of Merger shall be effective at 11:55 p.m. on December 31, 1997.

Dated: November 17, 1997

SPEEDWAY SUPERAMERICA LLC

By   
R. N. Yammine President

ATTEST:

By:   
Assistant Secretary

J.M. Minard

[83635]