

11-17-1998



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Handwritten: *neo*
11-9-98

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
01 01 1998

Conveying Party

Mark if additional names of conveying parties attached

Name Marathon Oil Company

Execution Date
Month Day Year
10 28 1998

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name Marathon Ashland Petroleum LLC

DBA/AK/A/T/A _____

Composed of _____

Address (line 1) 539 South Main Street

Address (line 2) _____

Address (line 3) Findlay

Ohio

45840

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

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.)

11/13/1998 SBURNS 00000152 75324329

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 650.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20503

REEL: 1813 FRAME: 0813

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" value="75/324329"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/263605"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2053709"/>	<input type="text" value="2059118"/>	<input type="text" value="886195"/>
<input type="text" value="1590372"/>	<input type="text" value="2059119"/>	<input type="text" value="1432317"/>
<input type="text" value="1590373"/>	<input type="text" value="1465114"/>	<input type="text" value="1479211"/>

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.)

Deposit Account Number:

#

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.

John H. Stroh

Name of Person Signing



Signature

11/4/98

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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

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

Mark if additional numbers attached

Trademark Application Number(s)

Registration Number(s)

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1572790	1861557	1523129
869614	608222	676587
1857452	883660	
594437	367432	
717751	1816470	
1519209	118702	
1186341	652617	

ASSIGNMENT

Marathon Oil Company, an Ohio corporation, has adopted, used and is using the following trademark and service mark registrations:

MARK	U.S. REG. NO.	ISSUE DATE	OUR FILE NO.
AMARACLEAN	2,053,709	04-22-1997	570
AN AMERICAN COMPANY SERVING AMERICA	1,590,372	04-03-1990	559
AN AMERICAN COMPANY SERVING AMERICA	1,590,373	04-03-1990	560
AN AMERICAN COMPANY SERVING AMERICA	2,059,118	05-06-1997	605
AN AMERICAN COMPANY SERVING AMERICA	2,059,119	05-06-1997	606
BEST IN THE LONG RUN	1,465,114	11-17-1987	511
BEST IN THE LONG RUN	1,432,317	03-10-1987	512
BEST IN THE LONG RUN	1,479,211	03-08-1988	514
ENDURANCE	886,195	02-17-1970	292
EXTRA-M	1,572,790	12-26-1989	547
MARAFUID	869,614	05-20-1969	284
MARAFUID	1,857,452	10-11-1994	593
MARAFUEL	594,437	08-31-1954	40
MARALUBE	717,751	07-04-1961	145
MARALUBE EXPRESS	1,519,209	01-03-1989	521
MARAPLEX	1,186,341	01-19-1982	368
MARECYCLE	1,861,557	11-08-1994	594
MILEMAKER	608,222	07-05-1955	41
MULTIPOWER	883,660	01-06-1970	291
MULTIPOWER MOTOR OIL design	367,432	05-16-1939	53

MARK	U.S. REG. NO.	ISSUE DATE	OUR FILE NO.
RED, WHITE, AND BLUE, AND PROUD OF IT!	1,816,470	01-11-1994	585
Runner design	118,702	09-25-1917	36
SUPER-M	652,617	10-08-1957	44
SUPER MARAPLEX	1,523,129	02-07-1989	530
V.E.P.	676,587	04-07-1959	66

TRADEMARK APPLICATIONS

MARK	SERIAL NO.	OUR FILE NO.
MARATECH	75/324329	612
MARATRAC	75/263605	609

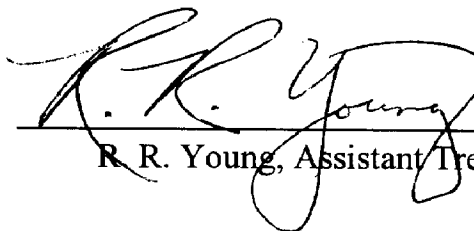
Marathon Ashland Petroleum LLC, a Delaware limited liability company of 539 South Main Street, Findlay, Ohio 45840, desires to acquire said marks and the registrations thereof.

For good and valuable consideration, the receipt of which is hereby acknowledged, Marathon Oil Company does hereby assign to Marathon Ashland Petroleum LLC all right, title and interest in and to the said marks, together with the good will of the business symbolized by the marks, and the above identified registrations thereof.

Dated this 28th day of October, 1998.

MARATHON OIL COMPANY

By:



R. R. Young, Assistant Treasurer



CERTIFICATION

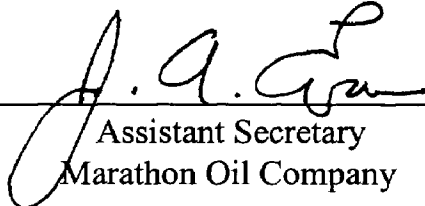
I, J. A. Evans, Assistant Secretary of Marathon Oil Company, an Ohio corporation, hereby certify that the following is a true and correct copy of a resolution unanimously adopted at a meeting of the Board of Directors of Marathon Oil Company, duly called and held at 5555 San Felipe Road, Houston, Texas on Monday, July 13, 1998, at which meeting a quorum of the Board was present:

"RESOLVED: That R. R. Young, Assistant Treasurer of the Company, is hereby authorized in the ordinary course of business of the Company to enter into transactions pertaining to the business of the Company or to the acquisition, development, care, operation, management, sale, lease or other disposition of property of the Company consistent with the fiscal controls and authorities established by the Senior Vice President of Finance and Administration and upon such terms and conditions as R. R. Young may deem advisable, and to execute and deliver any and all written instruments in connection with any such transaction including, but not limited to, contracts, deeds and other instruments of conveyance and any bids, applications, notices, permits, reports or other documents relating thereto; and

"FURTHER RESOLVED: That the resolution of similar nature adopted by the Executive Committee of this Company on April 16, 1991 is hereby superseded."

This is to further certify that the foregoing resolution is still in full force and effect on this 28th day of October, 1998, and that R. R. Young was elected Assistant Treasurer of this Company on the 13th day of July, 1998 and he is still serving in such office on this date.

IN WITNESS WHEREOF, I have hereunto affixed my signature and the seal of the Company this 28th day of October, 1998.


Assistant Secretary
Marathon Oil Company