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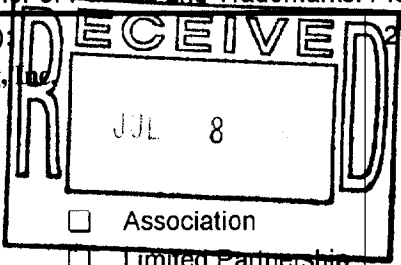


Docket No.:
109107.22636

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.



1. Name of conveying party(ies):
Clark Refining & Marketing, Inc.
 8182 Maryland Avenue
 Clayton, MO 63105-3721

Individual(s)
 General Partnership
 Corporation-State **Delaware**
 Other

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

2. Name and address of receiving party(ies):
 Name: **OTG, Inc.**
 Internal Address: **Building E, 2nd Floor**
 Street Address: **800 Roosevelt**
 City: **Glen Ellyn** State: **IL** ZIP: **60137**

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State
 Other **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: **July 8, 1999**

4. Application number(s) or registration numbers(s):
 A. Trademark Application No.(s)
 See Attachment

B. Trademark Registration No.(s)
 See Attachment

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: **Lewis, Rice & Fingersh, L.C. ;C/O Ari M. Bai**
 Internal Address: **Suite 200**
 Street Address: **500 N. Broadway**
 City: **St. Louis** State: **MO** ZIP: **63102**

6. Total number of applications and registrations involved: **37**

7. Total fee (37 CFR 3.41):.....\$ **\$940.00**
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
50-0975

07/12/1999 **DNHUYEN** 00000201 75632219 DO NOT USE THIS SPACE
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 02 FC:482 900.00 OP

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.

Ari M. Bai
 Name of Person Signing

Signature

7/8/99
 Date

Total number of pages including cover sheet, attachments, and document: **3**

APPENDIX A

PENDING APPLICATIONS

TRADEMARK	SERIAL NO.
BULK ZONE	75/632,219
CLARK EXPRESS	75/076,930
EXPRESS TRIP	75/303,920
FOUR CORNERS COFFEE	75/484,468
FOUR CORNERS COFFEE	75/484,201
FRESH ZONE	75/632,207
FULL CIRCLE	75/555,785
GREAT GAS, GREAT PRICE	75/326,773
GREAT GAS, GREAT PRICE	75/327,725
MILES PER DOLLAR	75/360,472
MILES PER DOLLAR	75/360,473
MORE MILES PER DOLLAR	75/521,631
MORE SMILES PER DOLLAR	75/521,630
OH!ZONE	75/560,043
OH!ZONE (Design)	75/632,385
ON THE GO	75/098,637
SPEED STATION	75/303,955
SPEED ZONE	75/303,998
VALUE ZONE	75/633,692
LIGHT HOUSE & Design	75/508,377
WASH ON THE GO	75/521,635

REGISTERED MARKS

MARK	REGISTRATION NO.
CHANGING THE WAY AMERICA FUELS	2,136,209
CLARK & Design	716,347
CLARK & Design	1,677,302
CLARK & Design	1,677,303
CLARK & Design	1,933,736
CLARK & Design	2,000,786
CLARK & Design	2,165,106
HOP-IN FOOD STORES & Design	981,750
ON THE GO	1,895,329
ON THE GO	2,002,622
ON THE GO & Design	2,059,482
ON THE GO	2,106,742
OWENS & Design	1,080,135
OWENS	1,293,459
ROAD PILOT & Design	1,417,727
VALUE DRIVEN	1,828,650

ASSIGNMENT OF TRADEMARKS

WHEREAS, CLARK REFINING & MARKETING, INC., a Delaware Corporation, having its principal offices at 8182 Maryland Avenue, Clayton, Missouri 63105-3721, is the owner of the issued U.S. trademark registrations and pending U.S. trademark applications listed on the attached Appendix A; and

WHEREAS, OTG, INC., a Delaware Corporation, having its principal place of business at 800 Roosevelt, Bldg. E, 2nd Floor, Glen Ellyn, Illinois 60137, has succeeded to the retail portion of the business, assets and appurtenant goodwill of said CLARK REFINING & MARKETING, INC.

NOW, THEREFORE, in consideration of the sum of one dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, CLARK REFINING & MARKETING, INC., hereby assigns to OTG, INC. all right, title and interest in and to the trademarks, registrations, and pending trademark applications listed on the attached Appendix A, together with the goodwill of the business symbolized by such marks, registrations and pending trademark applications, and the ongoing and existing businesses associated with the marks.

Signed at St. Louis, Missouri this 8th day of July, 1999.

CLARK REFINING & MARKETING, INC.

By: Dennis R. Eichholz
Name DENNIS R. EICHHOLZ
Title CONTROLLER

STATE OF MISSOURI)
CITY) ss:
COUNTY OF ST. LOUIS)

On this 8th day of July, 1999 personally appeared Dennis R. Eichholz, to me known and known to me to be Controller of CLARK REFINING & MARKETING, INC., the assignor above named, and acknowledged that he executed the foregoing Assignment on behalf of its successor and assignee OTG, INC. and pursuant to authority duly received.

My commission expires

Kathleen Daly Winschel
Notary Public

KATHLEEN DALY WINSCHER
Notary Public of Missouri
Qualified in Jefferson County
My Commission Expires June 5, 2001