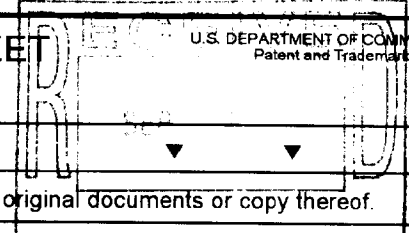


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09-07-1999

R SHEET -Y



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Tab settings

To the Honorable Commissioner of Patents and Trademarks, please return the attached original documents or copy thereof.

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

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: OTG, Inc.
 Internal Address: _____
 Street Address: 800 Roosevelt, Building F, 2nd Floor
 City: Glen Ellyn State: Illinois ZIP: 60137

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

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 Merger
 Security Agreement Change of Name
 Other _____

Execution Date: July 8, 1999

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

A. Trademark Application No (s)
See attached.

B. Trademark Registration No.(s)
See attached.

Additional numbers attached? Yes No

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

Name: Andrew B. Mayfield
 Internal Address: Armstrong Teasdale LLP

 Street Address: One Metropolitan Square, Suite 2600

 City: St. Louis State: MO ZIP: 63102-2740

6. Total number of applications and registrations involved: 34

7. Total fee (37 CFR 3.41)..... \$ \$865.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

09/03/1999 DNGUYEN 00000148 75632219

03 EC:481
03 EC:482

48-00 OP
25-00 OP

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.

Andrew B. Mayfield Andrew B. Mayfield 8/27/99
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents & Trademarks, Box Assignments
 Washington, D.C. 20231

TRADEMARK APPLICATION NOS.

75/632,219
75/076,930
75/303,920
75/484,468
75/484,201
75/632,207
75/555,785
75/326,773
75/327,725
75/360,472
75/360,473
75/521,631
75/521,630
75/560,043
75/632,385
75/098,637
75/303,955
75/303,998
75/633,692
75/508,377
75/521,635

TRADEMARK REGISTRATION NOS.

2,136,209
716,347
1,933,736
2,000,786
2,165,106
981,750
1,895,329
2,002,622
2,059,482
2,106,742
1,293,459
1,417,727
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 22 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 22 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 Only Wirschel
Notary Public

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