

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Atlantic Richfield Company		06/01/2013	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Tesoro Refining & Marketing Company LLC
Street Address:	19100 Ridgewood Parkway
City:	San Antonio
State/Country:	TEXAS
Postal Code:	78259
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 48

Property Type	Number	Word Mark
Registration Number:	1975253	1-800-SMOGPROS
Registration Number:	2269628	ARCO
Registration Number:	0837783	ARCO
Registration Number:	1421446	ARCO
Registration Number:	1496212	ARCO
Registration Number:	2378072	ARCO
Registration Number:	2341706	ARCO
Registration Number:	1495419	ARCO
Registration Number:	1411681	ARCO
Registration Number:	3723216	ARCO
Registration Number:	1411680	ARCO
Registration Number:	1557559	ARCO
Registration Number:	2255947	ARCO ARENA
Registration Number:	1559511	ARCO ATF

OP \$1215.00 1975253

Registration Number:	2451354	ARCO EMPLOYEE PREMIER CLUB CARD
Registration Number:	2398440	
Registration Number:	1525021	ARCONATE
Registration Number:	1848893	ARCOPLUS
Registration Number:	1740457	ARCOPURE
Registration Number:	1603270	ARCOSOLV
Registration Number:	2343937	CLEANTECH
Registration Number:	2421772	GASPRO PLUS
Registration Number:	2480187	PAYQUICK
Registration Number:	2487772	PAYQUICK
Registration Number:	2502198	PUMPPASS
Registration Number:	2055924	RICHFIELD
Registration Number:	1854233	SMOGPROS
Registration Number:	1642477	SMOGPROS
Registration Number:	1752887	SMOGPROS
Registration Number:	1752888	SMOGPROS
Registration Number:	2530505	SMOGPROS
Registration Number:	2576536	SMOGPROS
Registration Number:	2553495	SMOGPROS
Registration Number:	1650345	SMOGPROS
Registration Number:	1655780	SMOGPROS
Registration Number:	1660097	SMOGPROS EXPRESS TEST & REPAIR
Registration Number:	1670925	
Registration Number:	2394021	
Registration Number:	2001162	
Registration Number:	1559940	
Registration Number:	1499940	
Registration Number:	0837784	
Registration Number:	1484621	
Registration Number:	3661826	
Registration Number:	1425962	
Registration Number:	1612588	
Registration Number:	3672562	STRAIGHT UP GAS
Registration Number:	2559199	

Fax Number: 2102268395
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 2105545473
Email: ipdocket@coxsmith.com
Correspondent Name: Pamela B. Huff
Address Line 1: Cox Smith Matthews Incorporated
Address Line 2: 112 East Pecan Street, Suite 1800
Address Line 4: San Antonio, TEXAS 78205

ATTORNEY DOCKET NUMBER:	17829.802
NAME OF SUBMITTER:	Pamela B. Huff
Signature:	/pbhuff35901/
Date:	06/07/2013

Total Attachments: 11
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TRADEMARK ASSIGNMENT

THIS ASSIGNMENT OF TRADEMARKS ("Assignment"), entered into as of this 1st day of June, 2013 ("Effective Date"), is by and between Atlantic Richfield Company, a Delaware corporation, having a principal place of business at 501 Westlake Park Blvd., Houston, TX 77079 ("Assignor"), and Tesoro Refining & Marketing Company LLC, a Delaware limited liability company, having a principal place of business at 19100 Ridgewood Parkway, San Antonio, Texas 78259 ("Assignee").

WHEREAS, Assignor has used, adopted or acquired rights to the trademarks identified in Schedule A and Schedule B attached hereto and made a part of this Assignment, including all applications, registrations and rights to sue and recover for past infringement; and


WHEREAS, Assignee is desirous of acquiring the entire right, title and interest in and to the trademarks identified in Schedule A and Schedule B;

NOW THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor, does hereby sell, assign, transfer and convey to Assignee, its successors, legal representatives and assigns, and Assignee accepts, the entire right, title and interest in and to the applications and registrations identified in Schedule A and Schedule B, together with the goodwill of the business symbolized by the marks.

This Assignment is delivered pursuant to and is subject to the terms and conditions of the Purchase and Sale Agreement by and among Assignor, BP West Coast Products LLC, ARCO Midcon LLC, ARCO Terminal Services Corporation, ARCO Material Supply Company, CH-Twenty, Inc., Products Cogeneration Company and Energy Global Investments (USA) Inc., as the Sellers, and Assignee, as the Buyer, effective August 8, 2012.

[Signatures appear on following page]

Atlantic Richfield Company

By: 

Name: Mark E. Frena

Title: Authorized Person

CERTIFICATE OF ACKNOWLEDGEMENT OF NOTARY PUBLIC

STATE OF CALIFORNIA
COUNTY OF LOS ANGELES)

On May 29, 2013, before me, Linda Karen Williams, notary public, personally appeared Mark E. Frena, of ATLANTIC RICHFIELD COMPANY, a Delaware corporation, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he/~~she~~ executed the same in his/~~her~~ authorized capacity, and that by his/~~her~~ signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Linda Karen Williams (Seal)
Print Name: Linda Karen Williams
My commission expires: Oct. 11, 2014

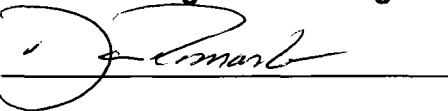


[Signature page to Trademark Assignment]

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TRADEMARK
REEL: 005042 FRAME: 0398

Tesoro Refining & Marketing Company LLC

By: 

Name: Daniel R. Romasko

Title: Executive Vice President, Operations

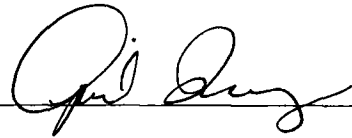
CERTIFICATE OF ACKNOWLEDGEMENT OF NOTARY PUBLIC

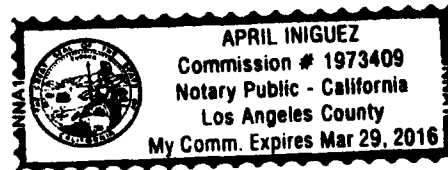
STATE OF CALIFORNIA
COUNTY OF LOS ANGELES)

On May 30, 2013, before me, April Iniguez, notary public, personally appeared Daniel R. Romasko, of **TESORO REFINING & MARKETING COMPANY LLC**, a Delaware limited liability company, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he/~~she~~ executed the same in his/~~her~~ authorized capacity, and that by his/~~her~~ signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature 
(Seal)
Print Name: APRIL Iniguez
My commission expires: 3/29/16



SCHEDULE A – U.S. Registrations

Trademark	Country	Reg. No.	Reg. Date
1-800-SMOGPROS	United States of America	1975253	21-May-1996
ARCO	United States of America	2269628	10-Aug-1999
ARCO	United States of America	837783	31-Oct-1967
ARCO	United States of America	1421446	16-Dec-1986
ARCO	United States of America	1496212	12-Jul-1988
ARCO & SPARK POLE DESIGN	United States of America	2378072	15-Aug-2000
ARCO AND SPARK DESIGN	United States of America	2341706	11-Apr-2000
ARCO AND SPARK DESIGN LOGO (BLACK AND WHITE)	United States of America	1495419	5-Jul-1988
ARCO AND SPARK DESIGN LOGO (BLACK AND WHITE)	United States of America	1411681	30-Sep-1986
ARCO AND SPARK DESIGN LOGO (BLACK AND WHITE)	United States of America	3723216	8-Dec-2009
ARCO AND SPARK DESIGN LOGO (COLOR)	United States of America	1411680	30-Sep-1986
ARCO AND SPARK DESIGN WITH STRIPES	United States of America	1557559	26-Sep-1989
ARCO ARENA	United States of America	2255947	22-Jun-1999
ARCO ATF	United States of America	1559511	10-Oct-1989
ARCO EMPLOYEE PREMIER CLUB CARD	United States of America	2451354	15-May-2001
ARCO PUMP AND TWO SPARKS DESIGN	United States of America	2398440	24-Oct-2000
ARCONATE	United States of America	1525021	21-Feb-1989
ARCOPLUS	United States of America	1848893	9-Aug-1994
ARCOPURE	United States of America	1740457	15-Dec-1992
ARCOSOLV	United States of America	1603270	21-Jun-1990
CLEANTECH	United States of America	2343937	18-Apr-2000
GASPRO PLUS	United States of America	2421772	16-Jan-2001
PAYQUICK	United States of America	2480187	21-Aug-2001
PAYQUICK	United States of America	2487772	11-Sep-2001

Trademark	Country	Reg. No.	Reg. Date
PUMPPASS	United States of America	2502198	30-Oct-2001
RICHFIELD	United States of America	2055924	22-Apr-1997
SMOGPROS	United States of America	1854233	13-Sep-1994
SMOGPROS	United States of America	1642477	23-Apr-1991
SMOGPROS (STYLIZED IN BLUE)	United States of America	1752887	16-Feb-1993
SMOGPROS (STYLIZED WITH BAR, BLUE)	United States of America	1752888	16-Feb-1993
SMOGPROS (STYLIZED) & DESIGN	United States of America	2530505	15-Jan-2002
SMOGPROS (STYLIZED) & DESIGN (2)	United States of America	2576536	4-Jun-2002
SMOGPROS (STYLIZED) & DESIGN (3)	United States of America	2553495	26-Mar-2002
SMOGPROS AND DESIGN	United States of America	1650345	9-Jul-1991
SMOGPROS AND DESIGN (COLOR)	United States of America	1655780	3-Sep-1991
SMOGPROS EXPRESS TEST AND REPAIR	United States of America	1660097	8-Oct-1991
SMOGPROS STRIPING DESIGN	United States of America	1670925	31-Dec-1991
SPARK AND STRIPE DESIGN	United States of America	2394021	10-Oct-2000
SPARK DESIGN	United States of America	2001162	17-Sep-1996
SPARK DESIGN	United States of America	1559940	10-Oct-1989
SPARK DESIGN	United States of America	1499940	9-Aug-1988
SPARK DESIGN	United States of America	837784	31-Oct-1967
SPARK DESIGN	United States of America	1484621	12-Apr-1988
SPARK DESIGN	United States of America	3661826	28-Jul-2009
SPARK DESIGN (RED)	United States of America	1425962	20-Jan-1987
SPARK DESIGN (RED)	United States of America	1612588	11-Sep-1990
STRAIGHT UP GAS	United States of America	3672562	25-Aug-2009
STRIPE DESIGN (ARCO)	United States of America	2559199	9-Apr-2002
ARCO	United States of America – Arizona	36092	16-Aug-1995

SCHEDULE B – Foreign Registrations

Trademark	Country	Reg. No.	Reg. Date
ARCO	Australia	A233954	11-Nov-1969
ARCONATE	Australia	577829	9-Mar-1994
ARCOSOLV	Australia	577830	14-Mar-1994
SPARK DESIGN	Australia	A386867	13-Dec-1994
ARCO	Austria	77964	1-Aug-1974
ARCO	Austria	99305	29-Mar-1982
ARCO AND SPARK DESIGN	Austria	154856	23-Jul-2003
SPARK DESIGN	Austria	108059	28-Jan-1985
SPARK DESIGN	Austria	154989	11-Jan-1999
ARCO AND SPARK DESIGN	Bahamas	20837	14-Oct-1999
SPARK DESIGN	Bahamas	20839	25-Oct-1999
ARCO	Benelux	105660	31-Dec-1993
ARCO AND SPARK DESIGN	Benelux	154856	23-Jul-2003
ARCOSOLV	Benelux	540005	1-Jul-1994
SPARK DESIGN	Benelux	154989	11-Jan-1999
SPARK DESIGN	Benelux	397122	23-Dec-1983
ARCOSOLV	Brazil	811960820	5-Aug-1986
ARCO AND SPARK DESIGN	Bulgaria	154856	23-Jul-2003
SPARK DESIGN	Bulgaria	154989	11-Jan-1999
ARCO	Canada	567205	11-Sep-2002
ARCO	Canada	216871	29-Oct-1976
ARCO	Canada	TMA549306	3-Aug-2001
ARCO	Canada	TMA408178	12-Feb-1993
ARCO AND SPARK DESIGN	Canada	TMA557484	5-Feb-2002
ARCOSOLV	Canada	TMA321826	19-Dec-2001
RICHFIELD	Canada	TMA169142	15-May-2000
SPARK DESIGN	Canada	TMA483438	1-Oct-1997
SMOGPROS	Canada	TMA417808	8-Oct-1993
ARCO	China	209912	30-Jun-1984
ARCO	China	208158	15-May-1984
ARCO AND SPARK DESIGN	China	1298049	28-Jul-1999
ARCO IN CHINESE CHARACTERS	China	1270531	7-May-1999
ARCOSOLV	China	644384	7-Jun-1993
SPARK DESIGN	China	209903	30-Jun-1984
ARCOSOLV	Colombia	124245	11-May-1993
ARCO AND SPARK DESIGN	CTM	154856	23-Jul-2003
ARCO WORLDWIDE	CTM	910703	22-Jul-2003
SPARK DESIGN	CTM	154989	11-Jan-1999
ARCO AND SPARK DESIGN	Cyprus	154856	23-Jul-2003
SPARK DESIGN	Cyprus	154989	11-Jan-1999
ARCO AND SPARK DESIGN	Czech Republic	154856	23-Jul-2003
SPARK DESIGN	Czech Republic	154989	11-Jan-1999
ARCO	Denmark	VA1987/1974	21-Jun-1974

Trademark	Country	Reg. No.	Reg. Date
ARCO	Denmark	03886/1985	15-Nov-1985
ARCO AND SPARK DESIGN	Denmark	154856	23-Jul-2003
SPARK DESIGN	Denmark	154989	11-Jan-1999
SPARK DESIGN	Denmark	VR3175/1984	31-Aug-1984
ARCO AND SPARK DESIGN	Estonia	154856	23-Jul-2003
SPARK DESIGN	Estonia	154989	11-Jan-1999
ARCO	Finland	28580	19-Jan-1955
ARCO	Finland	65523	6-Sep-1996
ARCO AND SPARK DESIGN	Finland	154856	23-Jul-2003
SPARK DESIGN	Finland	154989	11-Jan-1999
SPARK DESIGN	Finland	94842	20-Jan-1986
ARCO	France	1485691	29-Aug-1998
ARCO AND SPARK DESIGN	France	154856	23-Jul-2003
ARCOSOLV	France	93482379	3-Sep-1993
SPARK DESIGN	France	154989	11-Jan-1999
SPARK DESIGN	France	1261117	22-Dec-1983
ARCO	Germany	2103141	6-Mar-1997
ARCO	Germany	838245	12-Aug-1977
ARCO AND SPARK DESIGN	Germany	154856	23-Jul-2003
ARCOSOLV	Germany	2078341	21-Sep-1994
SPARK DESIGN	Germany	1074792	29-Dec-1983
SPARK DESIGN	Germany	154989	11-Jan-1999
ARCO AND SPARK DESIGN	Gibraltar	154856	23-Jul-2003
SPARK DESIGN	Gibraltar	154989	11-Jan-1999
ARCO	Greece	43126	10-Dec-1969
ARCO	Greece	71617	14-Apr-1982
ARCO AND SPARK DESIGN	Greece	154856	23-Jul-2003
SPARK DESIGN	Greece	154989	11-Jan-1999
SPARK DESIGN	Greece	77468	3-Jul-1984
ARCO	Guinea	57	23-Mar-1970
ARCO	Hong Kong	414/1980	27-Feb-1999
ARCO AND SPARK DESIGN	Hong Kong	3514/1994	9-Jul-1999
ARCO AND SPARK DESIGN	Hong Kong	9426/95	9-Jul-1999
ARCOSOLV	Hong Kong	00994/1994	11-May-1999
ARCO AND SPARK DESIGN	Hungary	154856	23-Jul-2003
SPARK DESIGN	Hungary	154989	11-Jan-1999
ARCO	Ireland	B76632	11-Nov-1969
ARCO AND SPARK DESIGN	Ireland	154856	23-Jul-2003
ARCOSOLV	Ireland	159783	20-Feb-1996
ATLANTIC RICHFIELD	Ireland	168726	24-Apr-1997
SPARK DESIGN	Ireland	154989	11-Jan-1999
SPARK DESIGN	Ireland	135807	9-Aug-1996
ARCO	Italy	696568	26-Apr-1974
ARCO	Italy	443510	8-Sep-1986
ARCO AND SPARK DESIGN	Italy	154856	23-Jul-2003
ARCOSOLV	Italy	676692	24-Apr-1996
SPARK DESIGN	Italy	154989	11-Jan-1999

Trademark	Country	Reg. No.	Reg. Date
SPARK DESIGN	Italy	703926	2-Feb-1994
ARCO AND SPARK DESIGN	Japan	4549716	8-Mar-2002
ARCO AND SPARK DESIGN	Japan	4389326	2-Jun-2000
ARCOSOLV WITH KATAKANA EQUIVALENT	Japan	2504351	26-Feb-1993
ARCONATE	Korea (South)	275297	25-Sep-1993
ARCOSOLV WITH KOREAN EQUIVALENT	Korea (South)	128143	5-Aug-1986
ARCO AND SPARK DESIGN	Latvia	154856	23-Jul-2003
SPARK DESIGN	Latvia	154989	11-Jan-1999
ARCO	Lebanon	81992	19-Nov-1969
ARCO AND SPARK DESIGN	Lithuania	154856	23-Jul-2003
SPARK DESIGN	Lithuania	154989	11-Jan-1999
ARCOSOLV	Malaysia	92003164	14-May-1999
ARCO	Malta	10297	17-Jan-1970
ARCO AND SPARK DESIGN	Malta	154856	23-Jul-2003
SPARK DESIGN	Malta	154989	11-Jan-1999
ATLANTIC IN RECTANGLE	Morocco	48749	11-May-1993
ARCO AND SPARK DESIGN	New Zealand	216324	8-Mar-1996
ARCOSOLV	New Zealand	218023	26-Jul-1995
SPARK DESIGN	New Zealand	216185	12-Mar-1996
SPARK DESIGN	New Zealand	216323	11-Jan-1996
ARCO	Norway	126699	23-Oct-1986
ARCOSOLV	Norway	174144	13-Jun-1996
SPARK DESIGN	Norway	129038	11-Jun-1987
ARCOSOLV	Peru	58696	12-Sep-1995
ARCO	Poland	R60991	24-Nov-1981
ARCO AND SPARK DESIGN	Poland	154856	23-Jul-2003
SPARK DESIGN	Poland	154989	11-Jan-1999
ARCO	Portugal	222460	28-Mar-1990
ARCO AND SPARK DESIGN	Portugal	154856	23-Jul-2003
SPARK DESIGN	Portugal	154989	11-Jan-1999
ARCO AND SPARK DESIGN	Romania	154856	23-Jul-2003
SPARK DESIGN	Romania	154989	11-Jan-1999
SPARK DESIGN	Russian Federation	164731	29-May-1998
ARCOSOLV	Singapore	T92/03369Z	7-May-2002
ARCO AND SPARK DESIGN	Slovakia	154856	23-Jul-2003
SPARK DESIGN	Slovakia	154989	11-Jan-1999
ARCO AND SPARK DESIGN	Slovenia	154856	23-Jul-2003
SPARK DESIGN	Slovenia	154989	11-Jan-1999
ARCO AND SPARK DESIGN	Spain	154856	23-Jul-2003
ARCOSOLV	Spain	1778336	3-Mar-1996
SPARK DESIGN	Spain	154989	11-Jan-1999
SPARK DESIGN	Spain	1075422	5-Oct-1985
ARCO	Sweden	151646	6-Jun-1975
ARCO AND SPARK DESIGN	Sweden	154856	23-Jul-2003
ARCOSOLV	Sweden	304746	29-Sep-1995

Trademark	Country	Reg. No.	Reg. Date
SPARK DESIGN	Sweden	1990529	13-Dec-1985
SPARK DESIGN	Sweden	154989	11-Jan-1999
ARCOSOLV	Switzerland	414932	31-Aug-1993
ATLANTIC IN RECTANGLE	Switzerland	401543	25-Apr-1992
ARCOSOLV	Taiwan	334783	16-Aug-1986
ARCO & SPARK IN RECTANGLE	Thailand	KOR19398	13-Jun-1994
ARCOSOLV	Thailand	KOR4186	15-Aug-1993
SPARK DESIGN	Thailand	KOR3443	1-Apr-1993
ARCO	Tunisia	EE981227	5-Aug-1998
ARCO	Turkey	138477	19-Apr-2002
SPARK DESIGN	Turkey	83000	3-Jul-1984
ARCO	United Kingdom	2165350	30-Apr-1999
ARCO & SPARK IN RECTANGLE	United Kingdom	B951085	14-Nov-1969
ARCO AND SPARK DESIGN	United Kingdom	154856	23-Jul-2003
ARCO AND SPARK DESIGN	United Kingdom	1585539	29-Dec-1995
ARCO AND SPARK DESIGN	United Kingdom	1585540	29-Dec-1995
ARCOSOLV	United Kingdom	1544493	10-Aug-1993
SPARK DESIGN	United Kingdom	154989	11-Jan-1999
SPARK DESIGN	United Kingdom	1366259	30-Nov-1990