

02-08-2002

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings



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To the Honorable Commissioner of I

attached original documents or copy thereof.

1. Name of conveying party(ies):

Marathon, Inc.

1-24-02

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

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

3. Nature of conveyance:

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

Execution Date: September 30, 2001

2. Name and address of receiving party(ies):

Name: Chem-Aqua, Inc

Internal Address: _____

Street Address: 2727 Chemsearch Blvd.

City: Irving State: TX ZIP: 75062

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Texas
- 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

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,301,078

Additional numbers attached? Yes No

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

Name: Bonnie Bowes Reinke
Attorney at Law

Internal Address: Legal Department

Street Address: 2727 Chemsearch Blvd.

City: Irving State: TX ZIP: 75062

6. Total number of applications and registrations involved: _____

1

7. Total fee (37 CFR 3.41):..... \$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

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

02/07/2002 TBIAZ1 00000077 1301078

01 FC:481

40.00 DP

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.

Bonnie Bowes Reinke

Name of Person Signing

Attorney at Law

Signature

12/14/01

Date

Total number of pages comprising cover sheet: _____

1

TRADEMARK

REEL: 002438 FRAME: 0990

TRADEMARK ASSIGNMENT

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Marathon, Inc., an Indiana corporation, having its principal place of business at 1450 E. Main Street, Brownsburg, Indiana ("Seller"), hereby assigns effective as of September 30, 2001, to Chem-Aqua, Inc., a Texas corporation, having its place of business at 2727 Chemsearch Boulevard, Irving, Texas 75062 ("Buyer"), all of its right, title, and interest in and to the trademarks and registrations thereof identified in Schedule A attached hereto, together with the goodwill of the business symbolized thereby.

For such good and valuable consideration, Seller hereby further sells, assigns and transfers to Buyer, all of its right and interest in, to and arising from any infringement of any of the trademarks referred to in attached Schedule A, including, without limitation, all claims for damages and profits for any infringements which occurred prior to the date of this Assignment, including the rights to sue for any infringements in its own name and stead and for its own benefit.

EXECUTED and EFFECTIVE on the date entered above.

MARATHON, INC.

By: Frank Donovan, Sr.
Frank Donovan, Sr.
Its: President

STATE OF Indiana)
COUNTY OF Hendricks)

SS:

On the 18th day of September, 2001, before me, a Notary Public in and for said County and State, personally appeared Frank Donovan, Sr. and acknowledged that he is the President of Marathon, Inc.; that he is authorized by said corporation to execute the foregoing Assignment on behalf of said corporation; and that he did execute the foregoing Assignment on behalf of said corporation, pursuant to such authority.

Kristin N. Jensen
Notary Public
Kristin N. Jensen
Printed Name

County of Residence: Morgan

My Commission Expires: 4/22/09

Schedule A

Trademark	Jurisdiction	Registration No.	Registration Date
M and Design	United States	1301078	October 23, 1984

INDS01 KDC 457189v1