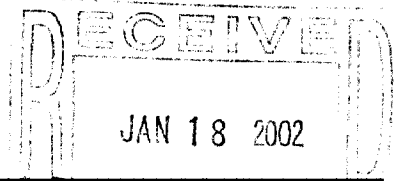


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TRADEMARKS ONLY



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies): Shell Oil Company, Texaco Inc., Saudi Refining, Inc. [] Individual(s), [] Association, [] General Partnership, [] Limited Partnership, [x] Corporation-State, [] Other. Additional name(s) of conveying party(ies) attached? [] Yes [x] No

1.19.02

2. Name and address of receiving party(ies) Name: Motiva Enterprises LLC Internal Address: Street Address: 1100 Louisiana City: Houston State: TX Zip: 77002 [] Individual(s) citizenship, [] Association, [] General Partnership, [] Limited Partnership, [] Corporation-State, [x] Other Delaware Limited Liability Corp. 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: [x] Assignment, [] Merger, [] Security Agreement, [] Change of Name, [] Other. Execution Date:

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 75/441,712 B. Trademark Registration No.(s) Additional number(s) attached [] Yes [x] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Michael S. Metteauer Internal Address: Fulbright & Jaworski L.L.P. Street Address: 600 Congress Suite 2400 City: Austin State: TX Zip: 78701

6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41): \$ 40.00 [x] Enclosed, [] Authorized to be charged to deposit account 8. Deposit account number: 50-1212/10012443/EQVA:006

DO NOT USE THIS SPACE

9. Signature: Laura D. Robertson Name of Person Signing Signature Date 12.18.01

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

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

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TRADEMARK REEL: 002435 FRAME: 0648

TRADEMARK ASSIGNMENT

WHEREAS, Shell Oil Company, a Delaware corporation having a business address of One Shell Plaza, Room 4794, 900 Louisiana Avenue, Houston, Texas 77002; Texaco Inc., a Delaware corporation having a business address of 2000 Westchester Avenue, White Plains, New York 10650; and Saudi Refining, Inc., a Delaware corporation having a business address of 9009 West Loop South, Houston, Texas 77096 (collectively "Assignors") have filed, as joint applicants, the U.S. application for the mark MOTIVA listed in Attachment A; and

WHEREAS, Motiva Enterprises LLC ("Motiva Enterprises"), a Delaware limited liability corporation, having a business address of 1100 Louisiana, Houston, Texas 77002, was created by Assignors as a joint venture; and

WHEREAS, Assignors have adopted and begun using the mark MOTIVA through Motiva Enterprises; and

WHEREAS, Motiva Enterprises desires to acquire from Assignors all rights and goodwill associated with the mark MOTIVA, including all rights in the application listed in Attachment A;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignors do hereby assign unto Motiva Enterprises all of their right, title, and interest in and to the mark MOTIVA, together with the goodwill of the business associated with this mark.

SHELL OIL COMPANY

By: A. Y. Noojin III

Name: AUGUST NOOJIN III

Title: President Shell Oil Products Co.

Date: 12/12/01

TEXACO INC.

By: Calli Checki

Name: Calli Checki

Title: Assistant Secretary

Date: October 17, 2001

SAUDI REFINING, INC.

By: Sharaf Salamah

Name: Sharaf Salamah

Title: President & CEO

Date: November 13, 2001

ATTACHMENT A

Mark	Serial Number	Goods Services
MOTIVA	75/441,712	Class 4: Petroleum products, namely, gasoline, diesel fuel, aircraft fuel, and propane.

FULBRIGHT & JAWORSKI L.L.P.

A REGISTERED LIMITED LIABILITY PARTNERSHIP

600 CONGRESS AVENUE, SUITE 2400

AUSTIN, TEXAS 78701

TELEPHONE: 512/474-5201
FACSIMILE: 512/536-4598

WRITER'S INTERNET ADDRESS:
CCOOKSEY@FULBRIGHT.COM

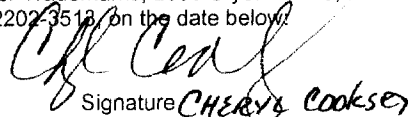
WRITER'S DIRECT DIAL NUMBER:
512/536-3196

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LOS ANGELES
MINNEAPOLIS
LONDON
HONG KONG

December 19, 2001

FILE: EQVA:006

Commissioner of Patent & Trademarks
Box Assignments
Washington, D.C. 20231

CERTIFICATE OF MAILING 37 C.F.R 1.8	
I hereby certify that this correspondence is being deposited with the U.S. Postal Service with sufficient postage as First Class Mail in an envelope addressed to: Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3512, on the date below:	
12/19/01 Date	 Signature CHERYL COOKSEY

RE: U.S. Trademark Application Serial No. 75/441,712 for the Mark **MOTIVA**

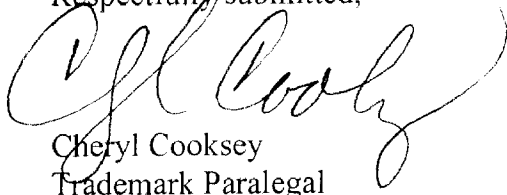
Commissioner:

Enclosed for filing in connection with the above-identified trademark application are the following items:

- (1) Recordation Form Cover Sheet;
- (2) Trademark Assignment and Attachment A;
- (3) Our firm check in the amount of \$40 to cover the filing fee for the Recordation; and
- (3) A return postcard to acknowledge receipt of these materials. Please date-stamp and return this postcard.

In the event this check is missing or insufficient, or should any additional fees be required relating to the enclosed materials, or should an overpayment be included herein, please deduct or credit said fees from or to Fulbright & Jaworski L.L.P. Account No.: 50-1212/10012443/EQVA:006/MSM.

Respectfully submitted,


Cheryl Cooksey
Trademark Paralegal

CRC:gmw

Commissioner for Trademarks

December 19, 2001

Page 2

Encl: Recordation Form Cover Sheet
 Trademark Assignment with Attachment A
 Firm Check
 Postcard

25106351.1

RECORDED: 01/18/2002

**TRADEMARK
REEL: 002435 FRAME: 0652**