


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS		FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 99 MAR 17 PM 1:51	
FILING FEE \$ 188.75 Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE					
1. Name and Mailing Address of Limited Liability Company <div style="text-align: center;"> DOCUMENT # M97000000419 </div> MARATHON ASHLAND PETROLEUM LLC 539 SOUTH MAIN STREET FINDLAY OH 45840			1a. Principal Place of Business Address 539 SOUTH MAIN STREET FINDLAY OH 45840		
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country		3. Date Organized or Qualified 07/14/1997 4. FEI Number 31-1537655 5. Date of Last Report 04/24/1998	
				3a. State of Formation DE <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
7. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324			8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code <div style="text-align: center;">FL</div>		
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.					
SIGNATURE _____			DATE _____		
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required with annual report)					
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code		
MGR	BEGHINI, V.G.	5555 SAN FELIPE RD	HOUSTON TX		
MGR	BROTHERS, J.A. FRED	PO BOX 391	ASHLAND KY		
MGR	CHELLGREN, P.W.	PO BOX 391	ASHLAND KY		
MGR	SURMA, J.P.	5555 SAN FELIPE RD	HOUSTON TX		
MGR	USHER, T.J.	600 GRANT ST	PITTSBURGH PA		
MGR	FRANK, J.L.	5555 SAN FELIPE RD	HOUSTON TX		
<i>see attached</i>					
0000028124812 -02/19/99--01099--005 ****188.75 ****188.75					
11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3) (i), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.					
SIGNATURE: _____			3-3-99		