

# SECURITIES AND EXCHANGE COMMISSION

## FORM S-8

Initial registration statement for securities to be offered to employees pursuant to employee benefit plans

Filing Date: **1999-09-10**  
SEC Accession No. **0000101778-99-000010**

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### FILER

#### **USX CORP**

CIK: **101778** | IRS No.: **250996816** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **S-8** | Act: **33** | File No.: **333-86847** | Film No.: **99709043**  
SIC: **2911** Petroleum refining

Business Address  
600 GRANT ST  
PITTSBURGH PA 15219-4776  
4124331121

As filed with the Securities and Exchange Commission on September 10, 1999

Registration No. \_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT

Under  
The Securities Act of 1933

USX CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware  
(State of Incorporation)

25-0996816  
(IRS Employer  
Identification No.)

1990 STOCK PLAN  
(Full title of the Plan)

Dan D. Sandman, General Counsel and Secretary  
USX CORPORATION  
600 Grant Street, Pittsburgh, PA 15219-4776  
(412) 433-1121  
(Name, Address and Telephone No. of Agent for Service)

Calculation of Registration Fee

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Title of Securities being Registered	Amount being Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
USX-Marathon Group Common Stock,	4,500,000	\$31.1875	\$140,343,750	

par value \$1.00 per share

USX-U. S. Steel	2,400,000	\$27.71875	\$ 66,525,000	
Group Common Stock, par value \$1.00 per share				
			<hr/>	<hr/>
			\$206,868,750	\$57,510(1)

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(1) Calculated in accordance with Rule 457(c) based upon the average of the high and low prices as of September 7, 1999.

## PART II.

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference

The following documents filed with the Commission (File No. 1-5153) by USX Corporation (hereinafter "USX," the "Company" or the "Corporation") are incorporated herein by reference:

1. Annual Report on Form 10-K for the year ended December 31, 1998.
2. Quarterly Reports on Form 10-Q for the periods ended March 31 and June 30, 1999.
3. Current Reports on Form 8-K dated January 22, January 26 and January 27, 1999.
4. Current Report on Form 8-K/A dated January 22, 1999.
5. The description of the USX-Marathon Group Common Stock included in USX's Form 8 Amendment to a Registration Statement on Form 8-B filed on April 11, 1991.
6. The description of the USX-U. S. Steel Group Common Stock contained in USX's Registration Statement on Form 8-A dated April 11, 1991.
7. The Amended and Restated Rights Plan included in USX's Form 8 Amendment to Form 8-A filed on October 9, 1992.

All documents subsequently filed by USX pursuant to Section 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such

documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities

Inapplicable.

Item 5. Interests of Named Experts and Counsel

The validity of the issuance of the Securities being registered has been passed upon for the Company by J. A. Hammerschmidt, Assistant General Counsel-Corporate for the Company. Mr. Hammerschmidt in his capacity as Assistant General Counsel-Corporate is paid a salary by the Company and participates in various employee benefit plans offered to employees of the Company generally.

Item 6. Indemnification of Directors and Officers

Article V of USX's By-laws provides that USX shall indemnify to the fullest extent permitted by law any person who is made or is threatened to be made a party or is involved in any action, suit, or proceeding whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director, officer, employee or agent of USX or is or was serving at the request of USX as an officer, director, employee or agent of another corporation, partnership, joint venture, trust, enterprise or nonprofit entity.

USX is empowered by Section 145 of the Delaware General Corporation Law, subject to the procedures and limitations stated therein, to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of USX) by reason of the fact that such person is or was an officer, employee, agent or director of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and

reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The Corporation may indemnify any such person against expenses (including attorney's fees) in an action by or in the right of the Corporation under the same conditions, except that no indemnification is permitted without judicial approval if such person is adjudged to be liable to the Corporation. To the extent such person is successful on the merits or otherwise in the defense of any action referred to above, the Corporation must indemnify such person against the expenses which are actually and reasonably incurred in connection therewith.

Policies of insurance are maintained by the Corporation under which directors and officers of USX are insured, within the limits and subject to the limitations of the policies, against certain expenses in connection with the defense of actions, suits or proceedings, and certain liabilities which might be imposed as a result of such actions, suits or proceedings, to which they are parties by reason of being or having been such directors or officers.

The Corporation's Certificate of Incorporation provides that no director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director, except (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

Item 7. Exemption from Registration Claimed  
Inapplicable.

Item 8. Exhibits  
Refer to Exhibit Index following

Item 9. Undertakings

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) to include any prospectus required by Section

10(a)(3) of the Securities Act of 1933;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represents a fundamental change in the information set forth in the registration statement;

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant

pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer, or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

#### SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, Commonwealth of Pennsylvania, on the 10th day of September, 1999.

#### USX CORPORATION

By: /s/ Kenneth L. Matheny  
Kenneth L. Matheny  
Vice President and Comptroller

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and as of the 10th day of September, 1999.

\*Thomas J. Usher  
Thomas J. Usher, Chairman of the  
Board of Directors, Chief  
Executive Officer and Director  
(Principal Executive Officer)

\*Robert M. Hernandez  
Robert M. Hernandez  
Vice Chairman & Chief Financial

Officer and Director  
(Principal Financial Officer)

/s/ Kenneth L. Matheny  
Kenneth L. Matheny  
Vice President & Comptroller  
(Principal Accounting Officer)

\*Neil A. Armstrong  
Neil A. Armstrong, Director

\*Victor G. Beghini  
Victor G. Beghini, Director

\*Jeanette G. Brown  
Jeanette G. Brown, Director

\*J. Gary Cooper  
J. Gary Cooper, Director

\*Charles A. Corry  
Charles A. Corry, Director

\*Charles R. Lee  
Charles R. Lee, Director

\*Paul E. Lego  
Paul E. Lego, Director

\*Ray Marshall  
Ray Marshall, Director

\*John F. McGillicuddy  
John F. McGillicuddy, Director

\*John M. Richman  
John M. Richman, Director

\*Seth E. Schofield  
Seth E. Schofield, Director



\*John W.Snow  
John W. Snow, Director

\*Paul J. Wilhelm  
Paul J. Wilhelm, Director

Douglas C. Yearley, Director

/s/ Kenneth L. Matheny  
\*By: Kenneth L. Matheny  
Attorney-in-Fact

EXHIBIT INDEX

- 4(a) The Fourth Article of USX's Restated Certificate of Incorporation dated May 1, 1999 defines the rights of holders of USX Capital Stock. (Incorporated by reference to Exhibit 3.1 to USX's Quarterly Report on Form 10-Q for the quarter ended June 30, 1999.)
- 4(b) Form 8 Amendment to Registration Statement on Form 8-A filed on October 9, 1992 with respect to the Amended and Restated Rights Agreement. (Incorporated by reference to Form 8 Amendment.)
- 5 Opinion of J. A. Hammerschmidt, Assistant General Counsel-Corporate of USX Corporation.
- 23(a) Consent of PricewaterhouseCoopers LLP.
- 23(b) Consent of J. A. Hammerschmidt, Assistant General Counsel-Corporate of USX Corporation (contained in his opinion annexed hereto as Exhibit 5).
- 24 Powers of Attorney for Directors of USX Corporation.

September 10, 1999

Board of Directors  
USX Corporation  
600 Grant Street  
Pittsburgh, Pennsylvania 15219-4776

Attention: Mr. Thomas J. Usher  
Chairman, Board of Directors

To the Board of Directors:

I am Assistant General Counsel-Corporate of USX Corporation, a Delaware corporation ("USX"). I have served as counsel to USX in connection with the proposed issuance of up to 4.5 million shares of USX-Marathon Group Common Stock and 2.4 million shares of USX-U. S. Steel Group Common Stock (the "Shares"), pursuant to the 1990 Stock Plan ("Plan") and in the preparation and filing with the Securities and Exchange Commission of a Registration Statement on Form S-8 ("Registration Statement").

As Assistant General Counsel-Corporate of USX, I am familiar with USX's Restated Certificate of Incorporation and By-laws. I am also familiar with the resolutions adopted by USX's Board of Directors on July 27, 1999 authorizing the issuance of the Shares. I, or persons subject to my supervision, have examined the Registration Statement and such other documents, corporate records and certificates of corporate officers and public officials as I have deemed relevant or necessary to giving the opinion set forth below.

Based on the foregoing, I am of the opinion that the issuance of the Shares has been approved by all necessary corporate action and that when the Shares are sold they will be legally issued, fully paid and non-assessable.

I hereby consent to the filing of this opinion as an Exhibit to the Registration Statement.

Very truly yours,

/s/ John A. Hammerschmidt



CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 9, 1999 relating to the consolidated financial statements of USX Corporation, the financial statements of the Marathon Group, and the financial statements of the U. S. Steel Group, appearing on pages U-1, M-1, and S-1, respectively, in USX Corporation's Annual Report on Form 10-K for the year ended December 31, 1998.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

Pittsburgh, Pennsylvania  
September 10, 1999

Exhibit 24

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned does hereby make, constitute and appoint Robert M. Hernandez, Edward F. Guna, and Kenneth L. Matheny, or any one of them, my true and lawful attorneys-in-fact to sign and execute for me and on my behalf a registration statement on Form S-8 to be filed by USX Corporation ("USX") with the Securities and Exchange Commission in connection with the issuance of additional Marathon Stock and Steel Stock, pursuant to the 1990 Stock Plan, and any and all amendments to such registration statement to be filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, in such form as they or any one or more of them may approve, and to do any and all other acts which said attorneys-in-fact may deem necessary or desirable to enable USX Corporation to comply with said Act and the rules and regulations thereunder.

IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of July, 1999.

By: /s/ Thomas J. Usher

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned does hereby make, constitute and appoint Robert M. Hernandez, Edward F. Guna, and Kenneth L. Matheny, or any one of them, my true and lawful attorneys-in-fact to sign and execute for me and on my behalf a registration statement on Form S-8 to be filed by USX Corporation ("USX") with the Securities and Exchange Commission in connection with the issuance of additional Marathon Stock and Steel Stock, pursuant to the 1990 Stock Plan, and any and all amendments to such registration statement to be filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, in such form as they or any one or more of them may approve, and to do any and all other acts which said attorneys-in-fact may deem necessary or desirable to enable USX Corporation to comply with said Act and the rules and regulations thereunder.

IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of July, 1999.

By: /s/ Robert M. Hernandez

#### POWER OF ATTORNEY

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That the undersigned does hereby make, constitute and appoint Robert M. Hernandez, Edward F. Guna, and Kenneth L. Matheny, or any one of them, my true and lawful attorneys-in-fact to sign and execute for me and on my behalf a registration statement on Form S-8 to be filed by USX Corporation ("USX") with the Securities and Exchange Commission in connection with the issuance of additional Marathon Stock and Steel Stock, pursuant to the 1990 Stock Plan, and

any and all amendments to such registration statement to be filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, in such form as they or any one or more of them may approve, and to do any and all other acts which said attorneys-in-fact may deem necessary or desirable to enable USX Corporation to comply with said Act and the rules and regulations thereunder.

IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of July, 1999.

By: /s/ Neil A. Armstrong

#### POWER OF ATTORNEY

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That the undersigned does hereby make, constitute and appoint Robert M. Hernandez, Edward F. Guna, and Kenneth L. Matheny, or any one of them, my true and lawful attorneys-in-fact to sign and execute for me and on my behalf a registration statement on Form S-8 to be filed by USX Corporation ("USX") with the Securities and Exchange Commission in connection with the issuance of additional Marathon Stock and Steel Stock, pursuant to the 1990 Stock Plan, and any and all amendments to such registration statement to be filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, in such form as they or any one or more of them may approve, and to do any and all other acts which said attorneys-in-fact may deem necessary or desirable to enable USX Corporation to comply with said Act and the rules and

regulations thereunder.

IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of July,  
1999.

By: /s/ Victor G. Beghini

POWER OF ATTORNEY

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IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of July,  
1999.

By: /s/ Jeanette G. Brown



POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

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IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of July, 1999.

By: /s/ J. Gary Cooper

POWER OF ATTORNEY

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That the undersigned does hereby make, constitute and appoint Robert M. Hernandez, Edward F. Guna, and Kenneth L. Matheny, or any one of them, my true and lawful attorneys-in-fact to sign and execute for me and on my behalf a

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IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of July, 1999.

By: /s/ Charles A. Corry

#### POWER OF ATTORNEY

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any and all other acts which said attorneys-in-fact may deem necessary or desirable to enable USX Corporation to comply with said Act and the rules and regulations thereunder.

IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of July, 1999.

By: /s/ Charles R. Lee

POWER OF ATTORNEY

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That the undersigned does hereby make, constitute and appoint Robert M. Hernandez, Edward F. Guna, and Kenneth L. Matheny, or any one of them, my true and lawful attorneys-in-fact to sign and execute for me and on my behalf a registration statement on Form S-8 to be filed by USX Corporation ("USX") with the Securities and Exchange Commission in connection with the issuance of additional Marathon Stock and Steel Stock, pursuant to the 1990 Stock Plan, and any and all amendments to such registration statement to be filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, in such form as they or any one or more of them may approve, and to do any and all other acts which said attorneys-in-fact may deem necessary or desirable to enable USX Corporation to comply with said Act and the rules and regulations thereunder.

IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of July, 1999.

By: /s/ Paul E. Lego

POWER OF ATTORNEY

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IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of July, 1999.

By: /s/ Ray Marshall

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned does hereby make, constitute and appoint Robert M. Hernandez, Edward F. Guna, and Kenneth L. Matheny, or any one of them, my true and lawful attorneys-in-fact to sign and execute for me and on my behalf a registration statement on Form S-8 to be filed by USX Corporation ("USX") with the Securities and Exchange Commission in connection with the issuance of additional Marathon Stock and Steel Stock, pursuant to the 1990 Stock Plan, and any and all amendments to such registration statement to be filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, in such form as they or any one or more of them may approve, and to do any and all other acts which said attorneys-in-fact may deem necessary or desirable to enable USX Corporation to comply with said Act and the rules and regulations thereunder.

IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of July, 1999.

By: /s/ John F. McGillicuddy

#### POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned does hereby make, constitute and appoint Robert M. Hernandez, Edward F. Guna, and Kenneth L. Matheny, or any one of them, my true and lawful attorneys-in-fact to sign and execute for me and on my behalf a registration statement on Form S-8 to be filed by USX Corporation ("USX") with the Securities and Exchange Commission in connection with the issuance of additional Marathon Stock and Steel Stock, pursuant to the 1990 Stock Plan, and

any and all amendments to such registration statement to be filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, in such form as they or any one or more of them may approve, and to do any and all other acts which said attorneys-in-fact may deem necessary or desirable to enable USX Corporation to comply with said Act and the rules and regulations thereunder.

IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of July, 1999.

By: /s/ John M. Richman

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned does hereby make, constitute and appoint Robert M. Hernandez, Edward F. Guna, and Kenneth L. Matheny, or any one of them, my true and lawful attorneys-in-fact to sign and execute for me and on my behalf a registration statement on Form S-8 to be filed by USX Corporation ("USX") with the Securities and Exchange Commission in connection with the issuance of additional Marathon Stock and Steel Stock, pursuant to the 1990 Stock Plan, and any and all amendments to such registration statement to be filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, in such form as they or any one or more of them may approve, and to do any and all other acts which said attorneys-in-fact may deem necessary or desirable to enable USX Corporation to comply with said Act and the rules and

regulations thereunder.

IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of July,  
1999.

By: /s/ Seth E. Schofield

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned does hereby make, constitute and appoint Robert M. Hernandez, Edward F. Guna, and Kenneth L. Matheny, or any one of them, my true and lawful attorneys-in-fact to sign and execute for me and on my behalf a registration statement on Form S-8 to be filed by USX Corporation ("USX") with the Securities and Exchange Commission in connection with the issuance of additional Marathon Stock and Steel Stock, pursuant to the 1990 Stock Plan, and any and all amendments to such registration statement to be filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, in such form as they or any one or more of them may approve, and to do any and all other acts which said attorneys-in-fact may deem necessary or desirable to enable USX Corporation to comply with said Act and the rules and regulations thereunder.

IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of July,  
1999.

By: /s/ John W. Snow

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned does hereby make, constitute and appoint Robert M. Hernandez, Edward F. Guna, and Kenneth L. Matheny, or any one of them, my true and lawful attorneys-in-fact to sign and execute for me and on my behalf a registration statement on Form S-8 to be filed by USX Corporation ("USX") with the Securities and Exchange Commission in connection with the issuance of additional Marathon Stock and Steel Stock, pursuant to the 1990 Stock Plan, and any and all amendments to such registration statement to be filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, in such form as they or any one or more of them may approve, and to do any and all other acts which said attorneys-in-fact may deem necessary or desirable to enable USX Corporation to comply with said Act and the rules and regulations thereunder.

IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of July, 1999.

By: /s/ Paul J. Wilhelm