

04-29-1999

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



101022880

umberland Farms, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: March 14, 1997

2. Name and address of receiving party(ies)

Name: Gulf Oil Limited Partnership

Address: Harbour Executive Park,

151 Everett Ave.

City: Chelsea State: MA Zip: 02150

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- 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) and address(es) attached?
 Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,647,838

1,792,325

Additional numbers attached?

Yes No

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

Name: Joseph D. Garon

BAKER & BOTTS, L.L.P.

Address: 30 Rockefeller Plaza - 44 Fl.

City: New York State: NY Zip: 10112

6. Total number of applications and registrations involved: 2

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

02-4377

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

1 FC:481 40.00 CH
 2 FC:482 25.00 CH

DO NOT USE THIS SPACE

9. Statement and signature

To the best of my knowledge and belief, the foregoing instrumentation is true and correct and any attached copy is a true copy of the original document.

Joseph D. Garon

Name of Person Signing

Signature

4-20-99

Date

Total number of pages including cover sheet, attachments and document: 3

4.23.99

TRADEMARK ASSIGNMENT

WHEREAS, Cumberland Farms, Inc., a Delaware corporation having a principal place of business at 777 Dedham Street, Canton, MA 02021, (hereinafter "Cumberland Farms"), has adopted, used and is using the trademarks ADVENT 21 and FUEL FOR THE NEXT CENTURY, which are the subject of Registration Numbers 1,647,838, registered June 18, 1991 and 1,792,325, registered September 14, 1993; and

WHEREAS, Gulf Oil Limited Partnership, a Delaware limited partnership having a principal place of business at Harbour Executive Park, 151 Everett Avenue, (hereinafter "Gulf Oil LP") is desirous of acquiring the rights of Cumberland Farms to said marks and registrations thereof;

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Cumberland Farms does hereby assign unto Gulf Oil LP, all right, title, and interest in and to the said marks, together with the goodwill of the business symbolized by the marks, and the above-identified registrations thereof.

CUMBERLAND FARMS, INC.

By: *Lily H. Bentas*
Title: *Pres.*

State of Massachusetts
County of Norfolk)

In Canton on the 9th day of March, 1994, before me personally appeared Lily H. Bentas, the President of Cumberland Farms, Inc. to me known and known by me to be the person executing the foregoing instrument and he/she acknowledged said instrument executed by him/her to be his/her free act and deed of the Corporation.

Dorothy G. MacLeod
Notary Public

My commission expires: 3/14/97