

mkb 5-21-99

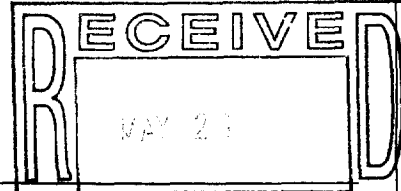
FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

05-27-1999



101047798

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year _____
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached
Execution Date
Month Day Year _____

Name SUNOCO, INC. (R&M)

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization Pennsylvania

Receiving Party

Mark if additional names of receiving parties attached

Name SUNMARKS, INC.

DBA/AKA/TA _____

Composed of _____

Address (line 1) _____

Address (line 2) P.O. Box 398

Address (line 3) Claymont Delaware 19703-0398
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association

(05/26/1999 MTH011 00000127 161322 1905257)
Other _____

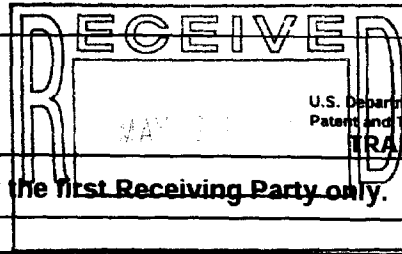
01 FC:481 40.00 CH
02 FC:482 775.00 CH
 Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practices. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

REEL: 001902 FRAME: 0482



Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Mindy Ellis Schwartz

Mindy Ellis Schwartz

May 20 1995

Name of Person Signing

Signature

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

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Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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Registration Number(s)

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ASSIGNMENT OF UNITED STATES TRADEMARKS

THIS ASSIGNMENT AGREEMENT is made as of the 18th day of May, 1999, between Sunoco, Inc. (R & M), a corporation organized and existing under the laws of the Commonwealth of Pennsylvania, having its principal place of business at 1801 Market Street, Philadelphia, Pennsylvania 19103-1699 (“Assignor”) and Sunmarks, Inc., a corporation organized and existing under the laws of the State of Delaware, having its principal place of business at P.O. 398, Clayton, Delaware 19703-0398 (“Assignee”).

W I T N E S S E T H

WHEREAS, Assignor owns the trademarks listed in Schedule A (hereinafter the “Trademarks”);

WHEREAS, Assignor desires to assign the Assignee all of Assignor’s right, title and interest in and to the Trademarks and the goodwill associated therewith;

WHEREAS, Assignee desires to acquire and accept all of Assignor’s right, title and interest in and to the Trademarks and the goodwill associated therewith.

NOW, THEREFORE, in consideration of the mutual covenants contained herein and other good and valuable consideration, the sufficiency of which is hereby acknowledged, the parties hereto, intending to be legally bound hereby, agree as follows:

1. Assignment. Assignor hereby assigns, transfers and conveys to Assignee all of Assignor’s right, title and interest in and to the Trademarks, together with the goodwill of the business which is symbolized by the Trademarks and the right to sue and recover any damages and profits and all other remedies for future infringements thereof.

2. Acceptance of Assignment. Assignee hereby accepts the foregoing assignment.

3. Miscellaneous.

a. Controlling Law. This Assignment Agreement and all questions relating to its validity, interpretation, performance and enforcement shall be governed and construed in accordance with the laws of the Commonwealth of Pennsylvania.

b. Binding Nature of Agreement. This Assignment Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Assignment Agreement as of the date first written above.

SUNOCO, INC. (R & M)

By: Judith A. Fritsch
Name: JUDITH A. FRITSCH
Title: ASSISTANT SECRETARY

Sworn to and Subscribed
before me this 15th day of
May, 1999.

Jean M. Jones
Notary Public
Notarial Seal
Jean M. Jones, Notary Public
Philadelphia, Philadelphia County
My Commission Expires Aug. 13, 2001
Member, Pennsylvania Association of Notaries

SUNMARKS, INC.

By: P.A. Mulholland
Name: P.A. Mulholland
Title: President

Sworn to and Subscribed
before me this 18th day of
May, 1999.

Jean M. Jones
Notary Public
Notarial Seal
Jean M. Jones, Notary Public
Philadelphia, Philadelphia County
My Commission Expires Aug. 13, 2001
Member, Pennsylvania Association of Notaries