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

05-27-1999

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

RECORDATION FORM COVER SHEET

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TO: The Commissioner of Patents and Trademarks:	Please record the attached original document(s) or copy(les).
Submission Type	Conveyance Type
X New	X Assignment License
Resubmission (Non-Recordation) Document ID #	Security Agreement Nunc Pro Tunc Assignment Effective Date
Correction of PTO Error Reel # Frame #	Merger Month Day Year
Corrective Document	Change of Name
Reel # Frame #	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 X Corporation Association
Other	
X Citizenship/State of Incorporation/Organiza	tion 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 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
X Corporation Association	appointment of a domestic representative should be attached.
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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 Practice. 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

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FORM PTO-1618B Page 2	U.S. Department of Commerce Patient and Trademark Office TRADEMARK			
Domestic Representative Name and Address Enter	for the first Receiving Party only.			
Name	To the massessing sate, only.			
Address (line 1)				
Address (line 2)				
Address (line 3)				
Address (line 4)				
Correspondent Name and Address Area Code and Telephone Number 215-981-4714				
Name Mindy Ellis Schwartz				
Address (line 1) Pepper Hamilton LLP				
Address (line 2) 3000 Two Logan Square				
Address (line 3) 18th and Arch Streets				
Address (line 4) Philadelphia, PA 19103-2799				
Pages Enter the total number of pages of the attached of including any attachments.	onveyance document # 4			
Trademark Application Number(s) or Registration Nu	mber(s) X Mark if additional numbers attached			
Enter either the Trademark Application Number or the Registration Number (De	NOT ENTER BOTH numbers for the same property).			
Trademark Application Number(s)	Registration Number(s)			
75674196	05257 0752369 0692693			
	1104607 1252675			
	99257 [1842628 1274731]			
Number of Properties Enter the total number of properties	s involved. # 32			
Fee Amount Fee Amount for Properties Listed	37 CFR 3.41): \$ 815.00			
Method of Payment: Enclosed Deposit Account X				
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: # 16-1322				
Authorization to charge additional fees: Yes X 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 Minds Ellis Schwarz May 20 1999				
Name of Person Signing Signatu				

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RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

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

Company Bowles			
Conveying Party Enter Additional Conveying Party Mark if additional names of conveying parties attached Execution Day Month Day			
Name SUNOCO, INC. (R&M)			
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Individual General Partnership Limited Partnership X Corporation Association	1		
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Address (line 3) Claymont Delaware 19703-039	8		
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RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

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

OMB 0051-0021	TRADEMARKS ONLY	- INADEMAKK
Conveying Enter Additiona	g Party Mark if additional names al Conveying Party	of conveying parties attached Execution Date Month Day Year
Name [SUNOCO, INC. (R&M)	
Formerly [
Individu	al General Partnership Limited Partnership	Corporation Association
Other		
	hip State of Incorporation/Organization Pennsylvania	
Receiving Enter Additional	Party Mark if additional names of rec	eiving parties attached
Name	SUNMARKS, INC.	
DBA/AKA/TA		
Composed of	f	
Address (line 1)		
Address (line 2)	P.O. Box 398	
Address (line 3)	Claymont Delaware	19703-0398
	Clair County	
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TRADEMARK

REEL: 001902 FRAME: 0485

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").

WITNESSETH

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. <u>Assignment</u>. 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. <u>Acceptance of Assignment</u>. Assignee hereby accepts the foregoing assignment.

3. Miscellaneous.

- a. <u>Controlling Law</u>. 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. <u>Binding Nature of Agreement</u>. This Assignment Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

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

SUNOCO, INC. (R & M)

Sworn to and Subscribed before me this 18th day of

Notarial Seal Jean M. Jones, Notary Public Philadelphia, Philadelphia County My Commission Expres Aug. 13, 2001

Memher, Pennsylvania Association of Notaries

SUNMARKS, INC.

Title:_

Sworn to and Subscribed before me this 18th day of

Notary Public

Jean M. Jones, Notary Public Philadelphia, Philadelphia County My Commission Expires Aug. 13, 2001

Member Pennsylvania Association of Notation

-2-

PHLEGAL: #694292 v1 (#vpw01!.wpd)

RECORDED: 05/21/1999

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