

Handwritten: 12-29-99

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

02-09-2000



101262590

To the Honorable Commissioner of Patents and Trademarks



of documents or copy thereon

1. Name of conveying party(ies):

Petro Vend, Inc.
6900 Santa Fe Drive
Hodgkins, Illinois 60525

12-29-1999

U.S. Patent & TMO/TM Mail Rcpt Dt. #31

Address of receiving party(ies):

re Capitol Formation, Inc.
: 1403 Foulk Road, Suite 102
Location State: Delaware Zip: 19803

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

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Delaware
- Other

Additional name(s) of conveying party(ies) attached? yes no

3. Nature of conveyance:

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: yes no
(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? yes no

Execution Date: December 28, 1999

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

A. Trademark Application No.(s)

74/579,261

B. Trademark Registration No.(s)

953,120	1,376,952
1,143,168	1,431,821
1,143,752	1,486,741
1,228,412	1,769,132
1,291,965	1,994,925

Additional numbers attached? yes no

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

Name: Phillip A. Rotman II
Internal Address: Dinsmore & Shohl LLP
2900 Chemed Center
Street Address: 255 East Fifth Street
City: Cincinnati State: Ohio Zip: 45202

6. Total number of applications and registrations involved: 11

7. Total fee (37 CFR 3.41): \$290.00

- Enclosed
- Authorized to be charged to deposit account
- Please charge any deficiencies or credit any overpayment to deposit account

8. Deposit account number: 04-1133
(Attached duplicate copy of this page if paying by deposit account)

02/03/2000 DM6UYEN 00000272 953120

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01 FC:481 40.00 OP
02 FC:482 250.00 OP

9. 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.

Phillip A. Rotman II

Name of Person Signing

Signature

December 29, 1999

Date

Total number of pages including cover sheet: 4

CERTIFICATE OF EXPRESS MAIL

"Express Mail" mailing label number: EL531017146US

Date of Deposit: December 29, 1999

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Assistant Commissioner for Trademarks: 2900 Crystal Drive, Arlington, VA 22202-3513

Handwritten signature

EXHIBIT A

<u>Reg./Serial No.</u>	<u>Mark</u>	<u>Registration Date</u>	<u>Filing Date</u>
1,994,925	PETROPRO	8-20-96	4-21-95
74/579,261	ART		9-27-94
1,769,132	SITSENTINAL	5-4-93	11-8-90
1,486,741	CHIPKEY	5-3-88	4-10-87
1,376,952	PV PETRO VEND	1-7-86	5-7-84
1,291,965	PETRO-AFM	8-28-84	3-7-83
1,228,412	TIME:GARD	2-22-83	8-19-81
1,143,752	PETRO VEND	12-16-80	8-30-78
1,431,821	COMPACT COUNT	3-10-87	7-18-86
1,143,168	PETRO VEND	12-16-80	8-30-78
0,953,120	KEEGARD	2-13-73	9-23-71

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**NUNC PRO TUNC ASSIGNMENT OF REGISTERED TRADEMARKS AND PENDING
TRADEMARK APPLICATIONS**

WHEREAS, Petro Vend, Inc. (hereinafter "ASSIGNOR"), a Delaware corporation, having a principal place of business at ~~280 Park Avenue, New York, New York, 10017~~ ^{600 - 5000 - 6000, HOSAKUMI, IL 60125 (S) 11 73 27}, has adopted, used and is using, or is the owner of the trademarks listed on Exhibits A and B ("said Trademarks") for which either applications are pending in the United States Patent and Trademark Office, or registrations have been issued from the United States Patent and Trademark Office;

WHEREAS, Delaware Capitol Formation, Inc., (hereinafter "ASSIGNEE"), a Delaware corporation, having a principal place of business at 1403 Foulk Road, Suite 102, Wilmington, Delaware 19803, is desirous of acquiring said Trademarks, including all federal applications or registrations thereof;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged,

The ASSIGNOR does hereby assign to said ASSIGNEE its rights, title, and interest in and to said Trademarks, together with the goodwill of the business symbolized by said Trademarks, and all the applications to register or registrations of said Trademarks, including the right to apply for and secure registrations or other statutory protection for said Trademarks, the right to sue for and recover damages and profits in ASSIGNEE's own name for any and all past and future infringements of said Trademarks, *nunc pro tunc*, effective as of January 1, 1999.

The ASSIGNOR hereby further covenants and agrees that it will communicate to said ASSIGNEE, its successors, legal representatives and assigns, any facts known to it respecting said Trademarks, and testify in any legal proceeding, sign all lawful papers, execute all applications,

make all rightful oaths, and generally do everything possible to aid said ASSIGNEE, its successors,
legal representatives and assigns, to obtain and enforce proper protection for said Trademarks in all
countries.

PETRO VEND, INC.

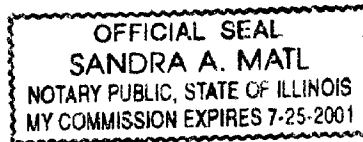
Dated: December 28, 1999

Scott F. Burkhard
Scott F. Burkhard
Title: Treasurer

State of Illinois)
County of Cook) ss.

Sworn to and subscribed by me this 28 day of December, 1999.

Sandra A. Matl
Notary Public



CINTL:515189:1