

08-01-2001



101795130

ET

Y

Docket No.:

458001/0312

Tab settings

To the Honorable Commissioner of Pat

... you the attached original documents or copy thereof.

1. Name of conveying party(ies):

Sun Company, Inc. (R&M)

08/01/01

2. Name and address of receiving party(ies):

Name: Sunoco, Inc.

Internal Address:

Street Address: 1801 Market Street

City: Philadelphia State: PA ZIP: 19103

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State Pennsylvania

Other

If assignee is not domiciled in the United States, a domestic designation is  Yes  N

(Designations must be a separate document from

Additional name(s) & address(es)  Yes  N

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

Additional names(s) of conveying party(ies)  Yes  No

3. Nature of conveyance:

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

Execution Date: Effective date - November 6, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,034,282

Additional numbers

Yes  No

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

Name: Laura E. Goldbard

Internal Address: Stroock & Stroock & Lavan LLP

Street Address: 180 Maiden Lane

City: New York State: NY ZIP: 10038

6. Total number of applications and registrations involved:.....

1

7. Total fee (37 CFR 3.41):.....\$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

19-4709

08/01/2001 DBYRNE 00000181 194709 2034282  
01 FC:481 40.00 CH

DO NOT USE THIS SPACE

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.

Laura E. Goldbard

Name of Person Signing

*Laura E. Goldbard*

Signature

July 31, 2001

Date

Total number of pages including cover sheet, attachments, and

4

TRADEMARK

REEL: 002337 FRAME: 0701

C O M M O N W E A L T H   O F   P E N N S Y L V A N I A

D E P A R T M E N T   O F   S T A T E

OCTOBER 18, 2000

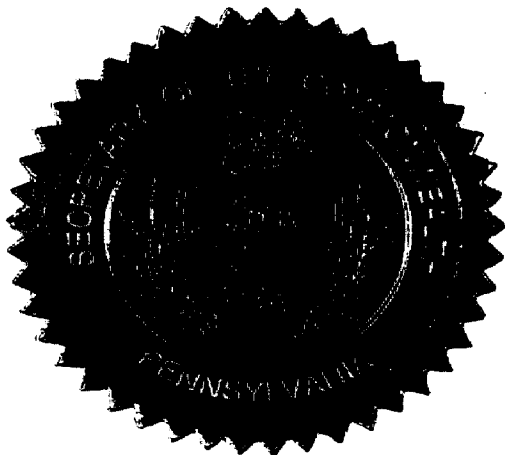
TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

SUNOCO, INC. (R&M)

I, Kim Pizzingrilli, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Amendment

which appear of record in this department

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.



*Kim Pizzingrilli*

Secretary of the Commonwealth

<sup>JSOW</sup>  
**TRADEMARK**  
**REEL: 002337 FRAME: 0702**

9876-500  
Microfilm Number

Entity Number 347600

Filed with the Department of State on 08/15/98

[Signature]  
Secretary of the Commonwealth JK

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION  
DSCB:15-1915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: SUN COMPANY, INC. (R1M)

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) \_\_\_\_\_  
Number and Street City State Zip County  
(b) c/o: CT CORPORATION SYSTEM PHILADELPHIA  
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: PENNSYLVANIA BUSINESS CORPORATION LAW ACT OF  
4. The date of its incorporation is: August 4, 1971 December 21, 1985,  
as amended

5. (Check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on NOVEMBER 6, 1998 at 5:30 p.m.  
Date Hour

6. (Check one of the following):

The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

The amendment adopted by the corporation, set forth in full, is as follows:

THE NAME OF THE CORPORATION IS SUNOCO, INC. (R1M).

(PA. - 1427 - 10/9/97)  
98 OCT 15 PM 12:48

PA DEPT. OF STATE

9076-528

DSCB:15-1915 (Rev 90)-2

The amendment adopted by the corporation as set forth in full in Exhibit A attached hereto and made a part hereof.

8.  The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 14<sup>th</sup> day of October, 1998.

SUN COMPANY, INC. (RIM)

(Name of Corporation)

BY:

Eric C. Gerner

(Signature) ERIC C. GERNER

TITLE: VICE PRESIDENT AND ASSISTANT SECRETARY