

FORM PTO-1594 (Modified)
(Rev. 6-93)
OMB No. 0851-0011 (exp. 4/94)
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TM05/REV03

RECORDATION FORM COVER SHEET

Docket No.:

TRADEMARKS ONLY

458001/313

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
ConocoPhillips Company, successor in interest to Tosco Corporation

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

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

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

Name: **Circle K Stores Inc.**

Internal Address: **1500 North Priest Drive**

Street Address: _____

City: **Tempe** State: **AZ** ZIP: **85281**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **Texas**
 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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **April 3, 2003**

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

A. Trademark Application No.(s)
76/327,612

Additional numbers Yes No

B. Trademark Registration No.(s)

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

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 *Laura E. Goldbard* **May 14, 2003**
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and **TRADEMARK**

ASSIGNMENT OF TRADEMARK

WHEREAS, ConocoPhillips Company, successor in interest to Tosco Corporation, a Delaware corporation, having its principal place of business at 600 North Dairy Ashford, Houston, Texas 77079 (hereinafter referred to as "ASSIGNOR"), is the owner of the trademark and the record owner of the U.S. Trademark Application Serial No. 76/327,612 for the mark ZAPLINK (hereinafter referred to as the "TRADEMARK"); and

WHEREAS, Circle K Stores Inc. a Texas corporation, having a principal place of business at 1500 North Priest Drive, Tempe, Arizona 85281 (hereinafter referred to as "ASSIGNEE"), is desirous of acquiring all of the rights, title and interest of ASSIGNOR in, to and under the TRADEMARK, together with the goodwill of the business associated with the TRADEMARK.

NOW THEREFORE, in consideration of the sum of TEN (\$10.00) DOLLARS and other good and valuable consideration paid by ASSIGNEE to ASSIGNOR, the sufficiency and receipt of which is hereby acknowledged, ASSIGNOR confirms the transfer and hereby transfers and assigns to ASSIGNEE the entire right, title and interest in and to the TRADEMARK together with the goodwill of the business associated with the TRADEMARK and the United States registrations and applications therefor; and

ASSIGNOR, does also hereby sell, assign, transfer and set over unto ASSIGNEE, its successors, legal representatives and assigns all claims for damages by reason of past infringement of the TRADEMARK, the right to sue for and collect the same for its own use and enjoyment and for the use and enjoyment of its successors, assigns or other legal representatives; and

ASSIGNOR, further authorizes the Commissioner of Patents and Trademarks of the United States, whose duty it is to record trademark registrations, applications and title thereto, to record the TRADEMARK and title thereto as the property of the ASSIGNEE, its successors, legal representatives and assigns in accordance with the terms of this instrument; and

IN WITNESS WHEREOF, ASSIGNOR has executed this instrument on this 3rd day of April, 2003.

CONOCOPHILLIPS COMPANY,
successor in interest to Tosco Corporation

By: Patricia A. Meier
Name: Patricia A. Meier
Title: Attorney In Fact