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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office Client/Matter: 458001/313

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

1. Name of conveying party(ies):

Tosco Corporation

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

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Circle K Stores Inc.

Internal

Address:

Street Address: 1500 North Priest Drive

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 representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: December 30, 2002

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

A. Trademark Application No.(s)

76/327,487

B. Trademark Registration No.(s)

Additional number(s) attached 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

01/24/2003 TBIAZ1 00000203 194709 76327487

40.00 CH

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

(Attach duplicate copy of this page if paying by deposit account)

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

Signature

January 22, 2003

Date

Total number of pages including cover sheet, attachments, and document:

3

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

SSL-DOCS1

TRADEMARK REEL: 002654 FRAME: 0750

ASSIGNMENT OF TRADEMARKS

WHEREAS, Tosco Corporation, a Nevada corporation, having its principal place of business at 1500 North Priest Drive, Tempe, Arizona 85281 (hereinafter referred to as "ASSIGNOR"), is the owner of the trademark and the record owner of the U.S. Trademark Application Serial No. 76/327,487 for the mark ZOOMFEST (stylized) (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 30th day of December, 2002.

TOSCO CORPORATION

By: W. Thomas Skok
Name: W. THOMAS SKOK
Title: Assistant Secretary