

04 - 11 - 2003



Form PTO-1594
(Rev. 10/02)
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REC 102416391
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):
Sun Company, Inc. (R&M) **4-7 03**
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Pennsylvania
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Sunoco, Inc. (R&M)
Internal Address: _____
Address: _____
Street Address: 1801 Market Street
City: Phila. 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 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: 11/6/98

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) _____
B. Trademark Registration No.(s) 739,191 880,085
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Mindy Ellis Schwartz
Internal Address: Pepper Hamilton LLP
3000 Two Logan Square
Street Address: 18th and Arch Streets
City: Phila. State: PA Zip: 19103-2799

6. Total number of applications and registrations involved: 2
7. Total fee (37 CFR 3.41).....\$ 65.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:
16-1322

DO NOT USE THIS SPACE

9. Signature.
Mindy Ellis Schwartz Mindy Ellis Schwartz April 7, 2003
Name of Person Signing Signature Date
Total number of pages including cover sheet, attachments, and document: 4

04/10/2003 LMUELLER 00000214 161322 739191
01 FC:8521 40.00 CH
02 FC:8522 25.00 CH

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

TRADEMARK
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9876-327

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Entity Number 347600

Shirley K. Kane
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 (RTM)

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:	<u>CT CORPORATION SYSTEM</u>				<u>PHILADELPHIA</u>
	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, 1988,
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. (RTM).

___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 14th day of October, 19 98.

SUN COMPANY, INC. (R/M)
(Name of Corporation)

BY: Eric C Gerner
(Signature) ERIC C GERNER

TITLE: VICE PRESIDENT AND ASSISTANT SECRETARY