

09-08-2003



Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

102533598 TRADEMARK

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

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):

Stop-N-Go Foods, Inc.

4-765

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 9/30/97

2. Name and address of receiving party(ies)

Name: Sun Company, Inc. (R&M)

Internal

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

0739,191 0880,085

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: 3000 Two Logan Square

Pepper Hamilton LLP

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

Name of Person Signing

Mindy Ellis Schwartz Signature

April 7, 2003 Date

04/10/2003 LMJELLER 00000215 161322 739191

Total number of pages including cover sheet, attachments, and document: 69

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

01 FC:8521 02 FC:8522

40.00 CH 25.00 CH

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

"STOP-N-GO FOODS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "SUN COMPANY, INC. (R&M)" UNDER THE NAME OF "SUN COMPANY, INC. (R&M)", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF PENNSYLVANIA, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF SEPTEMBER, A.D. 1997, AT 4:01 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel
Edward J. Freel, Secretary of State

2802995 8100M

AUTHENTICATION: 8680702

DATE:

971330151

10-01-97
TRADEMARK

REEL: 002713 FRAME: 0149

AGREEMENT AND PLAN OF MERGER

* * * *

FIRST: Sun Company, Inc. (R&M), a corporation organized under the laws of the State of Pennsylvania, shall merge with Stop-N-Go Foods, Inc., a corporation organized under the laws of the State of Delaware, and assume the liabilities and obligations of Stop-N-Go Foods, Inc. The name of the surviving corporation is Sun Company, Inc. (R&M), a Pennsylvania corporation, a wholly owned subsidiary of Sun Company, Inc., a Pennsylvania corporation.

SECOND: Since all of the issued and outstanding shares of Sun Company, Inc. (R&M), the surviving corporation, and all of the issued and outstanding shares of Stop-N-Go Foods, Inc., the merging corporation, are owned by Sun Company, Inc., a Pennsylvania corporation, on October 1, 1997, the effective date of the merger, all of the issued and outstanding shares of Stop-N-Go Foods, Inc., the merging corporation, shall be canceled and no shares of the surviving corporation shall be issued in exchange therefor.

THIRD: The Articles of Incorporation of Sun Company, Inc. (R&M) shall be the Articles of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Articles of Incorporation because of the merger.

FOURTH: The Bylaws of Sun Company, Inc. (R&M) shall be the Bylaws of the corporation surviving the merger. No changes or amendments shall be made to the Bylaws because of the merger.

FIFTH: The directors and officers of Sun Company, Inc. (R&M) shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.

SIXTH: The officers of each corporation party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

SEVENTH: The merger shall be effective on October 1, 1997.

EIGHTH: That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is 1801 Market Street, Philadelphia, PA 19103. A copy will be furnished, on request and without cost, to any stockholder of any constituent corporation.

NINTH: That Sun Company, Inc. (R&M) survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent Delaware corporation as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of Delaware, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State is 1801 Market Street, Philadelphia, PA 19103 until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose.

Dated: September 29, 1997.

Sun Company, Inc. (R&M)

(Name of Corporation)

BY:

Elvis A. Stone

(Signature)

TITLE: Vice President and Assistant Secretary

Stop-N-Go Foods, Inc.

(Name of Corporation)

BY:

John J. McKeever

(Signature)

TITLE: Assistant Secretary
and Assistant Treasurer

**WRITTEN CONSENT OF SUN COMPANY, INC.
AS THE SOLE SHAREHOLDER OF STOP-N-GO FOODS, INC.**

The undersigned, being a duly elected Assistant Secretary of Sun Company, Inc., a Pennsylvania corporation, and as an Assistant Corporate Officer, acting as an authorized representative of Sun Company, Inc., the sole shareholder of Stop-N-Go Foods, Inc., a Delaware corporation, does hereby consent to the actions set forth in the following resolutions of the Board of Directors of Stop-N-Go Foods, Inc. and also of the Board of Directors of Stop-N-Go Foods of Dayton, Inc., an Ohio corporation, which is a wholly-owned subsidiary of Stop-N-Go Foods, Inc.:

RESOLVED, That all of the company operated stores presently operated under Stop-N-Go Foods of Dayton, Inc. be transferred to Mascot Petroleum Company, Inc. to continue to be operated as Sunoco Food Markets.

FURTHER RESOLVED, That Mascot Petroleum Company, Inc. shall assume all lease or occupancy obligations of Stop-N-Go Foods of Dayton, Inc. and assume all other outstanding obligations relating to the operation of the stores. Such transfer shall be complete upon the transfer of the carryout liquor permits issued to each of the said Stop-N-Go Foods of Dayton, Inc. locations.

As a result of the changes in the business operations contained in the above resolutions adopted by the Board of Directors of Stop-N-Go Foods, Inc. and by the Board of Directors of Stop-N-Go Foods of Dayton, Inc. on September 11, 1997, Sun Company, Inc., as the sole shareholder of Stop-N-Go Foods, Inc., and also as the sole shareholder of Sun Company, Inc. (R&M), a Pennsylvania corporation, approves the Articles of Merger by and between Stop-N-Foods, Inc., and Sun Company, Inc. (R&M) effective as of

w:\ecg\stopngo\agreements\mergr1

October 1, 1997 as fully evidenced in the documentation filed with the Secretary of the Commonwealth of Pennsylvania and as set forth to this consent as Exhibit A.


Mascot Petroleum Company, Inc., a Delaware corporation, is a wholly-owned subsidiary of Sun Company, Inc. and will manage and administer the former Stop-N-Go Foods of Dayton, Inc. stores in the Ohio market as a result of this merger.

Additionally, any of the officers of Sun Company, Inc. are authorized, empowered and directed, on behalf of Sun Company, Inc. and in its name, to execute, deliver and file or cause to be filed the Agreement and Plan of Merger attached hereto as Exhibit B to execute, acknowledge, verify, deliver, file, cause to be filed and publish such other instruments, documents, certificates, statements, notices, requests, instructions and agreements, and to take any and all such additional action as may be necessary or as any such officer may deem necessary or desirable in order to effectuate or carry out the purposes and intent of the foregoing resolutions and related merger activity; and that all actions heretofore taken by any one or more of the officers of Sun Company, Inc. in order to effectuate or carry out the purposes and intent of the foregoing resolutions are hereby ratified, adopted and approved.

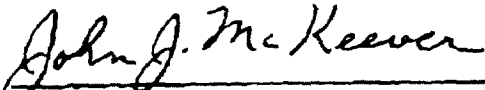
w:\ecg\stopngo\agreements\mergr1

IN WITNESS WHEREOF, the undersigned has executed this
Consent this 29th day of September 1997.

Sun Company, Inc.

By: 
Elric C. Gerner
Assistant Secretary

Attest:


John J. McKeever
Assistant Secretary and Assistant Treasurer
Stop-N-Go Foods, Inc.

September 29, 1997
Philadelphia, PA

w:\ecg\stopago\agreements\sergr1