

8/13/04

08-17-2004

Form PTO-1594

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

Tab settings

RE



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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):
Bank of America, N.A., successor to
Bank of America, N.T. & S.A.

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

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

3. Nature of conveyance:

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

Execution Date: June 28, 2004

2. Name and address of receiving party(ies)

Name: Thrifty Oil Co.

Internal
Address: Barry W. Berkett

Street Address: 13116 Imperial Highway
Santa
City: Es Springs State: CA Zip: 90670

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State California
- 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)

See Attached

B. Trademark Registration No.(s)

See Attached

Additional number(s) attached Yes No

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

Name: Clara Strand

Internal Address: CA9-706-09-37

Street Address: 555 S. Flower St.

City: Los Angeles State: CA Zip: 90071

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 415.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(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.

Clara Strand
Name of Person Signing

[Signature]
Signature

June 28, 2004
Date

Total number of pages including cover sheet, attachments, and document: 1

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

OFR/FINAL
AUG 13 AM 7:35

08/16/2004 MESTACHE 00000016 71404923
40.00 OP
375.00 OP
01 FC=6521
02 FC=6522

Schedule A
to
Trademark Security Agreement

Scheduled Trademarks

<u>APPLICATION NUMBER</u>	<u>REGISTRATION NUMBER</u>	<u>JURISDICTION</u>	<u>EXP. DATE</u>	<u>NAME</u>
71-404923	379,977	U.S.	08/06/2000	Thrifty Gasoline and Design
71-433909	384,487	U.S.	01/21/2001	Economy
71-436100	385,812	U.S.	03/18/2001	Thrifty
73-251237	1,163,325	U.S.	08/04/2001	TOC
73-312037	1,197,630	U.S.	06/15/2002	Go-Lo
73-316898	1,199,152	U.S.	06/22/2002	The Cigarette Factory
73-317684	1,199,157	U.S.	06/22/2002	Sunshine & Design
73-317685	1,199,158	U.S.	06/22/2002	Sunshine & Design
73-308591	1,209,437	U.S.	09/21/2002	Design of Scotsman Head & Border
73-351058	1,234,049	U.S.	04/05/2003	Tobacco Road
73-305159	1,246,590	U.S.	07/26/2004	Thrifty
73-460684	1,304,137	U.S.	11/06/2004	Thriftylube
73-447066	1,306,383	U.S.	11/20/2004	Thrifty and Border Design
73-630898	1,449,032	U.S.	07/21/2007	Sun Design
73-688010	1,493,709	U.S.	06/21/2008	Sunshine
73-308590	1,190,405	U.S.	02/23/2002	Economy

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California }
County of Los Angeles } ss.

On July 9, 2004 before me, Marie I. Gayed Notary Public
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")
personally appeared Clara Yang Strand
Name(s) of Signer(s)

personally known to me
 proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Marie I. Gayed
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Recordation Form Cover Sheet

Document Date: June 28, 2004 Number of Pages: 1

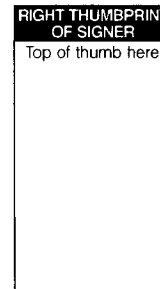
Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer

Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____

Signer Is Representing: _____



RELEASE OF TRADEMARK SECURITY AGREEMENT

RELEASE, dated June 28, 2004 with an effective date of March 23, 1999, granted by BANK OF AMERICA, NA, successor in interest to BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION, not in its individual capacity but solely as collateral agent ("Bank of America").

WITNESSETH:

WHEREAS, THRIFTY OIL CO., a California corporation ("Thrifty") and Bank of America have entered into a Trademark Security Agreement, dated as of February 28, 1995, (the "Trademark Security Agreement"), pursuant to which Thrifty granted to Bank of America as security interest in all of the Trademarks and Trademark Licenses (as such terms are defined in the Trademark Security Agreement);

WHEREAS, the Trademark Security was recorded with the United States Patent and Trademark Office on March 3, 1995 at Reel 1334, Frame 0289 with respect to the United States trademark registrations listed on Schedule A attached hereto and forming a part hereof (the "Scheduled Trademarks");

WHEREAS, Thrifty has requested that Bank of America release its liens upon the Scheduled Trademarks; and

WHEREAS, Bank of America is willing to release such liens;

NOW, THEREFORE, Bank of America hereby releases its entire right and interest in the Scheduled Trademarks, created by the Trademark Security Agreement and said Trademark Security Agreement and the lien and security interest granted thereby to Bank of America shall hereupon cease and terminate.

IN WITNESS WHEREOF, Bank of America has executed and delivered this Release as of the effective date first set forth above.

BANK OF AMERICA, NA, successor in interest to BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION, as Collateral Agent

By: 

Name: Clara Yang Strand
Title: Managing Director

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California }
County of Los Angeles } ss.

On July 9, 2004 before me, Marie L. Gayed Notary Public
Date Name and Title of Officer (e.g., Jane Doe, Notary Public)
personally appeared Clara Yang Stroud
Name(s) of Signer(s)

personally known to me
 proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Marie L. Gayed
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Release of Trademark Security Agreement
Document Date: June 28, 2004 Number of Pages: 2

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer

Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____

Signer Is Representing: _____

RIGHT THUMBPRINT OF SIGNER

Top of thumb here

