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TRADEMARK ASSIGNMENT

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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/23/1993		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
UTOTEM, INC.		06/14/1993	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	CIRCLE K CONVENIENCE STORES, INC.		
Street Address:	350 N. St. Paul Street		
City:	Dallas		
State/Country:	TEXAS		
Postal Code:	75201		
Entity Type:	CORPORATION: TEXAS		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	874444	U-TOTE'M	
CORRESPONDENCE DATA			
Fax Number:	(312)698-2064		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	312-861-8617		
Email:	judy.a.krason@bakernet.com		
Correspondent Name:	Leslie Bertagnolli, Baker & McKenzie LLP		

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Page 2 of 2

Address Line 1:	130 East Randolph Drive, Suite 3500
Address Line 2:	One Prudential Plaza
Address Line 4:	Chicago, ILLINOIS 60601
NAME OF SUBMITTER:	Leslie Bertagnolli
Signature:	/leslie bertagnolli/
Date:	04/07/2005
Total Attachments: 5 source=MERGER UTOTEM WITH CIRCLE K CONVENIENCE#page1.tif source=MERGER UTOTEM WITH CIRCLE K CONVENIENCE#page2.tif source=MERGER UTOTEM WITH CIRCLE K CONVENIENCE#page3.tif source=MERGER UTOTEM WITH CIRCLE K CONVENIENCE#page4.tif source=MERGER UTOTEM WITH CIRCLE K CONVENIENCE#page5.tif	
RECEIPT INFORMATION	
ETAS ID:	TM27900
Receipt Date:	04/07/2005
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TRADEMARK ASSIGNMENT

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SUBMISSION TYPE:	NEW ASSIGNMENT		
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UTOTEM, INC.		06/14/1993	CORPORATION: DELAWARE
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City:	Dallas		
State/Country:	TEXAS		
Postal Code:	75201		
Entity Type:	CORPORATION: TEXAS		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	874444	U-TOTE'M	
CORRESPONDENCE DATA			
Fax Number:	(312)698-2084		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	312-861-8617		
Email:	judy.a.krason@bakernet.com		
Correspondent Name:	Leslie Bertagnolli, Baker & McKenzie LLP		
Address Line 1:	130 East Randolph Drive, Suite 3500		
Address Line 2:	One Prudential Plaza		
Address Line 4:	Chicago, ILLINOIS 60601		
NAME OF SUBMITTER:	Leslie Bertagnolli		
Signature:	/leslie bertagnolli/		
Date:	04/07/2005		

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Total Attachments: 5

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File No. 19920197 F Pages 5
Fee Paid \$ 35.00
DCN 1933001200013 MERG

FILED
10/20/1993

Mary Cropper

Secretary of State
Agent

A true copy attest:

Pamela B. French

Secretary of State
Agent

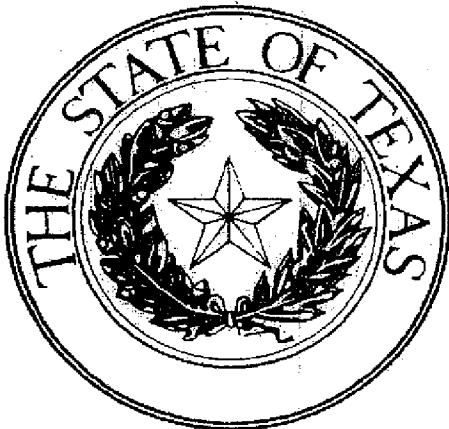
The State of Texas

SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, **HEREBY CERTIFIES** that the attached is a true and correct copy of the following described instruments on file in this office:

Articles of Merger for UTOTEM, INC., a Delaware corporation, and CIRCLE K CONVENIENCE STORES, INC., a Texas corporation, for which a Certificate of Merger was issued on July 23, 1993; that according to the terms of the Merger the surviving corporation is CIRCLE K CONVENIENCE STORES, INC., a Texas corporation.

IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on October 7, 1993.



John Hannah Jr
Secretary of State

DH

FILED
In the Office of the
Secretary of State of Texas

JUL 23 1993

ARTICLES OF MERGER

Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

1. The following Plan of Merger was approved on June 14, 1993, by the directors and shareholders of CIRCLE K CONVENIENCE STORES, INC. ("CONVENIENCE") in the manner prescribed by the Texas Business Corporation Act, and was approved by UTOTEM, INC. ("UTOTEM") in the manner prescribed by the laws of the State of Delaware, the State under which it is organized.

(a) The names of the constituent corporations and the States under which they are respectively organized are:

<u>NAME OF CORPORATION</u>	<u>STATE</u>
CIRCLE K CONVENIENCE STORES, INC.	Texas
UTOTEM, INC.	Delaware

(b) UTOTEM shall be merged into CONVENIENCE and the separate existence of UTOTEM shall cease (the "Merger").

(c) The laws of the State under which UTOTEM is organized permit such Merger and such Merger was duly authorized by all action required by the laws under which it is incorporated and by its constituent documents.

(d) The name of the surviving corporation (the "Surviving Corporation") is:

CIRCLE K CONVENIENCE STORES, INC.

(e) All rights, title, and interests to all real estate and other property owned by UTOTEM and CONVENIENCE shall be allocated to and vested in the Surviving Corporation without reversion or impairment, without further act or deed, and without any transfer or assignment having occurred, but subject to any existing liens or other encumbrances thereon.

(f) All liabilities and obligations of UTOTEM and CONVENIENCE shall be allocated to the Surviving Corporation and the Surviving Corporation shall be the primary obligor therefor and, except as otherwise provided by law or contract, no other party to the Merger shall be liable therefor. A proceeding pending by or against UTOTEM or CONVENIENCE may be continued as if the Merger did not occur, or the Surviving Corporation may be substituted in the proceeding.

(g) On the date of issuance of the Certificate of Merger by the Secretary of State of Texas as provided in the Texas Business Corporation Act ("Effective

Date"), the outstanding 1,000 shares of CONVENIENCE Common Stock shall remain outstanding as such number of shares of Common Stock of the Surviving Corporation, each of \$1.00 par value, and the holder thereof shall retain its present rights therein.

(h) On the Effective Date, the 2,000 shares of UTOTEM Common Stock issued and outstanding on the Effective Date and all rights in respect thereof, shall be converted into and exchanged for the total sum of \$1.00 (the "Consideration") and certificates evidencing UTOTEM Common Stock shall thereafter not evidence any interest in UTOTEM or UTOTEM Common Stock but shall evidence only a right to receive a ratable portion of the Consideration as provided herein.

(i) As soon as practicable after the Effective Date each holder of an outstanding certificate or certificates theretofore representing shares of UTOTEM Common Stock shall surrender the same to CONVENIENCE and such holder shall be entitled, upon such surrender, to receive in exchange therefor a certificate or certificates representing the portion of the Consideration allocable to such shares surrendered.

(j) From and after the Effective Date, the Restated Articles of Incorporation of CONVENIENCE, as amended, as in effect immediately prior to the Effective Date, shall continue in full force and effect as the Restated Articles of Incorporation of the Surviving Corporation until further altered, amended or repealed in accordance with the law.

(k) From and after the Effective Date, the Bylaws of CONVENIENCE, as in effect immediately prior to the Effective Date, shall continue in full force and effect as the Bylaws of the Surviving Corporation until altered, amended or repealed in accordance with the law.

(l) From and after the Effective Date, the Board of Directors of CONVENIENCE shall be the Board of Directors of the Surviving Corporation who shall hold office until the next annual meeting of the shareholders of the Surviving Corporation (which meeting shall be held as provided in the Bylaws of the Surviving Corporation referred to in Section 7 hereof), unless sooner removed, resigned, disqualified or deceased, and until such time as their successors have been elected and have qualified.

2. As to each of the constituent corporations, the number of shares outstanding, and the designation and number of outstanding shares (there being only one class of stock) entitled to vote on the Plan of Merger, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares Entitled to Vote</u>
CIRCLE K CONVENIENCE STORES, INC.	1,000	Common	1,000
UTOTEM, INC.	2,000	Common	2,000


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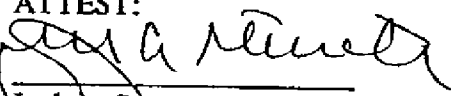
3. As to each of the constituent corporations, the total number of shares voted for and against the Plan of Merger, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Shares of Common Voted For</u>	<u>Total Shares of Common Voted Against</u>
CIRCLE K CONVENIENCE STORES, INC.	,000 Common	0
UTOTEM, INC.	2,000 Common	0

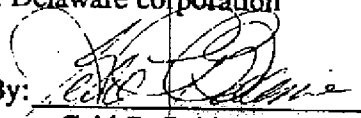
4. The undersigned have caused these Articles to be executed as of this 14th day of June, 1993.

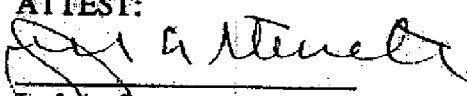
CIRCLE K CONVENIENCE STORES, INC.,
a Texas corporation

By: 
Gehl P. Babinec
Senior Vice President and
General Counsel

ATTEST:

Joel A. Sterrett
Secretary

UTOTEM, INC.,
a Delaware corporation

By: 
Gehl P. Babinec
Vice President

ATTEST:

Joel A. Sterrett
Secretary

EA931300.039 /s-



TEXAS COMPTROLLER OF PUBLIC ACCOUNTS
 JOHN SHARP • COMPTROLLER • AUSTIN, TEXAS 78774

2H17
AS

CERTIFICATION OF ACCOUNT STATUS

THE STATE OF TEXAS |

COUNTY OF TRAVIS |

I, John Sharp, Comptroller of Public Accounts of the State of Texas, DO HEREBY CERTIFY
 that according to the records of this office

UTOTEM, INC.

is, as of this date, in good standing with this office for the purpose of merger, withdrawal of an
 out-of-state corporation or dissolution under Article 6.01 of the Texas Business Corporation Act
 having filed the required franchise tax reports and having paid the franchise tax computed to be
 due thereunder through 12-31-93

This certificate is not valid for the purpose of dissolution under Article 6.06 of the Texas Business
 Corporation Act or withdrawal of a limited liability company.

GIVEN UNDER MY HAND AND
 SEAL OF OFFICE in the City of
 Austin, this 26th day of
 April, 19 93 A.D.

JOHN SHARP
 Comptroller of Public Accounts

I attach a new **legible** copy of the merge document (namely the last page was illegible). I attach the Assignment Division notice reflecting the document ID No. and I also attach the Confirmation Receipt received by the Electronic Trademark Assignment System on April 7, 2005. PLEASE DO NOT CHARGE THE DEPOSIT ACCOUNT AGAIN. Thank. If you need assistance, please contact me at the number below.

Judy Krason
Assistant to Leslie Bertagnolli
Baker & McKenzie LLP
One Prudential Plaza, Suite 3900
130 East Randolph Drive
Chicago, Illinois 60601
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