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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

RE

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J.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):

Crossroads Convenience LLC 200 Speers Street Belle Vernon, PA 15012-1098

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other Pennsylvania limited liability company

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other January 14, 2005

Execution Date:

2. Name and address of receiving party(ies)

Name: Phoenix Intangibles Holding Company

Internal Address: 2 Greenville Crossing

Street Address: 4005 Kennett Pike

City: Greenville State: DE Zip: 19807

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

OPR/FINANCE 105 JAN 24 AM 7:26

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,423,268 2,329,455

Additional number(s) attached Yes No

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

Name: David V. Radack

Internal Address:

Eckert Seamans Cherin & Mellott, LLC

Street Address: 600 Grant Street, 44th Floor

City: Pittsburgh State: PA Zip: 15219

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:

02-2556

(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.

David V. Radack Name of Person Signing

Signature

January 18, 2005 Date

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

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

01/26/2005 ECOOPER 00000180 022556 1423268

01 FC:0521 40.00 DA 02 FC:0522 25.00 DA

TRADEMARK REEL: 003108 FRAME: 0790

TRADEMARK ASSIGNMENT

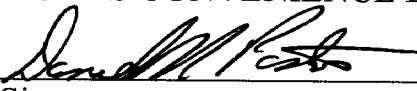
WHEREAS, CROSSROADS CONVENIENCE LLC, a Pennsylvania limited liability company, having an address of 200 Speers Street, Belle Vernon, PA 15012-1098, (“Assignor”) has used, and is using the marks which are registered in the United States Patent and Trademark Office listed on Schedule 1 attached hereto (collectively referred to hereinafter as the “Marks”); and

WHEREAS, Phoenix Intangibles Holding Company, a Delaware corporation, having an address of 2 Greenville Crossing, 4005 Kennett Pike, Suite 220, Greenville, Delaware 19807 (“Assignee”), desires to acquire the Marks and the registrations thereof;

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns to Assignee all of its right, title and interest in and to the Marks and the registrations thereof, together with the good will of the business symbolized by the Marks.

IN WITNESS WHEREOF, Assignor has caused this instrument to be executed by its duly authorized officer this 14th day of JANUARY, 2005.

CROSSROADS CONVENIENCE LLC

By: 
Signature RLR

Daniel Pastor
[Typed/Printed Name]

Title: Senior Vice President and COO

SCHEDULE 1

<u>Registration No.</u>	<u>Registration Date</u>	<u>Mark</u>
1,423,268	December 30, 1986	CROSSROADS FOOD MART
2,329,455	March 14, 2000	CROSSROADS