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Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year

Merger

Change of Name

Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name BOARDMAN PETROLEUM, INC.

Execution Date
Month Day Year
10-1-1999

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Georgia

Receiving Party

Mark if additional names of receiving parties attached

Name CIRCLE K STORES INC.

DBA/AKA/TA _____

Composed of _____

Address (line 1) Attention: Joel A. Sterrett, Esq.

Address (line 2) 1500 North Priest Drive, DC 4

Address (line 3) Tempe, Arizona 85281
City State/Country Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Texas

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

02/16/2000 TTON11 00000149 1480136

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Enter the total number of pages of the attached conveyance document including any attachments.

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Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1480136"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="1480002"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="1827154"/>	<input type="text"/>	<input type="text"/>

Number of Properties

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Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

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Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Name of Person Signing

Signature

Date Signed

TRADEMARK ASSIGNMENT AGREEMENT

WHEREAS, BOARDMAN PETROLEUM, INC., hereinafter referred to as "BPI", a Georgia corporation, is the owner of the United States Trademark Registrations or Registration Applications in the United States Patent and Trademark Office identified in the attached Appendix A.


WHEREAS, CIRCLE K STORES INC., hereinafter referred to as "Circle K", a Texas corporation, desires to acquire from BPI the entire right, title, and interest in and to such trademark registrations and registration applications.

NOW, THEREFORE, for valuable consideration received by BPI, receipt and sufficiency of which is hereby acknowledged, BPI has sold, assigned, and transferred and hereby does sell, assign, and transfer to Circle K the entire right, title and interest in and to the United States Trademark Registrations and Trademark Registration Applications identified in the attached Appendix A, including the rights to the trademarks and service marks which are the subject of such registrations and applications together with the goodwill appurtenant thereto.

IN WITNESS WHEREOF, BPI, intending to be legally bound, has affixed its signature.

BOARDMAN PETROLEUM, INC.

October 1, 1999
Date

By  _____
Clayton P. Boardman III
President

APPENDIX A

Names and Marks

<u>Registered Marks</u>	<u>U.S. Registration No.</u>
GAS (and Design)	1480136
GAS (and Design)	1480002
PERFORMANCE LINE	1827154