FORM PTO-1618A Expires 06/30/99 OMB 0651-0027 02-18-2000

U.S. Department of Commerce Patent and Trademark Office TRADEMARK

RECORDATION FORM COVER SHEET

Document ID # Correction of PTO Error Reel # Frame # Change of Name Corrective Document Reel # Frame # Other Conveying Party Mark if additional names of conveying parties attached Month Day Yes Name BOARDMAN PETROLEUM, INC. 10-1-1999 Formerly Individual General Partnership Limited Partnership X Corporation Association Other X 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 3) Tempe, City State/Country If document to be recorded is an assignment and the receiving party is stagengary in party is stagengary in party is stagengary in foocument to be recorded is an assignment and the receiving party is stagengary is party is stagengary in party is party in party is party is party is party in party is party in party is party in party is party in party in party is party in party is party in party is party in party in party in party is party in p	1112 / 10		ON FORM COVER SHEET	
Submission Type X New Resubmission Document ID # Correction of PTO Error Reel # Corrective Document Reel # Frame # Conveying Party Mark if additional names of conveying parties attached Month Day Yes Month Day Month Pale Anders Month Day Yes Month Day Month Pale Anders Month Da				ninal document(s) or convice)
Resubmission (Non-Recordation) Security Agreement Nunc Pro Tunc Assignment Correction of PTO Error Reel # Frame # Other Change of Name Corrective Document Reel # Frame # Other Change of Name Conveying Party Mark if additional names of conveying parties attached Execution Date Month Day Year Month Day Year Change of Name Conveying Party Mark if additional names of conveying parties attached Execution Date Month Day Year Name BOARDMAN PETROLEUM, INC. 10-1-1999				ginal document(s) or copyties).
Resubmission (Non-Recordation) Document ID #	I — "	,	ı — '·	License
Correction of PTO Error Reel # Frame # Change of Name Corrective Document Reel # Frame # Other Conveying Party Mark if additional names of conveying parties attached Month Day Year Name BOARDMAN PETROLEUM, INC. 10-1-1999 Formerly Individual General Partnership Limited Partnership X Corporation Association Other X 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 2) 1500 North Priest Drive, DC 4 Address (line 3) Tempe, City State-Country If document to be recorded is an assignment and the receiving parties attached is an appointment and the receiving parties attached is an appointment and the receiving parties is not domiciled in the United States, an appointment and the receiving parties is not domiciled in the United States, an appointment and the receiving parties is not domiciled in the United States, an appointment and the receiving party is not domiciled in the United States, an appointment was the a separate document from Assignment.)	Resubmiss			Nunc Pro Tunc Assignmen
Reel # Frame # Other Corrective Document Reel # Frame # Other Conveying Party Mark if additional names of conveying parties attached Month Day Ye Mark if additional names of conveying parties attached Month Day Ye Month Day			Merger	
Corrective Document Reel # Frame # Other Conveying Party				
Conveying Party Mark if additional names of conveying parties attached Month Day Ye			Change of Name	
Name BOARDMAN PETROLEUM, INC. Individual General Partnership Limited Partnership X Corporation Association	Reel #	Frame #	Other	
Name BOARDMAN PETROLEUM, INC. Formerly Individual General Partnership Limited Partnership X Corporation Association Other X 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 2) Tempe, Caty State/Country Lip Code Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domicilled in the United States, an appointment of a domestic representative should be attached. Other General Partnership Country Country State (Coesignation must be a separate document from Assignment.)	Conveying Pa	rty [_	Mark if additional names of convey	ing parties attached Execution Date
Formerly Individual General Partnership Limited Partnership X Corporation Association Other X 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, City State/Country State/Country 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. Other General Partnership General Country State/Country If document from Assignment.)	Name RO	ADDMAN DETROLEUM INC		
Individual General Partnership Limited Partnership X Corporation Association Other X 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, State/Country If document to be recorded is an assignment and the receiving party is not domicided in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)		ANDIAN PERMOLEON, INC.		10 1 1555
Other X 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, State/Country 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.)	Formerly			
X Citizenship/State of Incorporation/Organization Georgia	Individual	General Partnership	Limited Partnership X	Corporation Association
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, City State/Country If document to be recorded its an assignment and the receiving parties attached. (Designation must be a separate document from Assignment.)	Other _			
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, City State/Country If document to be recorded its an assignment and the receiving parties attached. (Designation must be a separate document from Assignment.)	X Citizenshin	/State of Incorporation/Organiz	ation Georgia	
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, City State/Country 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.)	<u>.</u>			
Composed of Address (line 1) Attention: Joel A. Sterrett, Esq. Address (line 2) 1500 North Priest Drive, DC 4 Address (line 3) Tempe, City State/Country 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.)			Mark it additional names of receiv	nng parties attached
Address (line 1) Attention: Joel A. Sterrett, Esq. Address (line 2) 1500 North Priest Drive, DC 4 Address (line 3) Tempe, City State/Country If document to be recorded its 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.)	Name C	IRCLE K STORES INC.		
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 If document to be recorded its 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.)	DBA/AKA/TA			
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 If document to be recorded its 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.)				
Address (line 2) 1500 North Priest Drive, DC 4 Address (line 3) Tempe, Arizona State/Country If document to be recorded its 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.)	Composed of	Parameter Control of C		
Address (line 3) Tempe, City State/Country Individual General Partnership Limited Partnership 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.)	Address (line 1)	ttention: Joel A. Sterre	ett, Esq.	
Address (line 3) Tempe, City Individual General Partnership Limited Partnership Limited Partnership Ground State/Country 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.)	Address (line 2) 1	FOO North Drivet Drive	DC /	
Individual General Partnership Limited Partnership City State/Country Tip Code If document to be recorded its 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.)		SUU NUTLII PTIESL DTIVE,	<u>UU 4</u>	
Individual General Partnership Limited Partnership 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.)	Address (line 3)	empe,	Arizona State/Country	
Corporation Association Other Other Association Association Other Other	Individual			If document to be recorded is an
Other Other Other Other	Corneration			not domiciled in the United States, an
Other (Designation must be a separate document from Assignment.)	Corporation	i ASSUCIATION		
	Other			(Designation must be a separate
	X Citizenship	State of Incorporation/Organiza	ation Texas	accument non Assignment.
00 TTON11 00000149 1480136 FOR OFFICE USE ONLY				
	81 82	40.00 OP \ 50.00 OP \		

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to: Commissioner of Patents and Trademarks, Box Assignments , Washington, D.C. 20231

FORM PTO-1 Expires 06/30/99	Page 2	U.S. Department of Commerce Patent and Trademark Office TRADEMARK		
Domestic Representative Name and Address Enter for the first Receiving Party only.				
Name [S S			
Address (line 1)				
Address (line 2)				
Address (line 3)				
Address (line 4)				
Correspondent Name and Address Area Code and Telephone Number 602/728-7101				
Name	Joel A. Sterrett, Esq.			
Address (line 1)	Circle K Stores Inc.			
Address (line 2)	P.O. Box 52085			
Address (line 3)	Phoenix, AZ 85072-2085			
Address (line 4)				
Pages	Enter the total number of pages of the attached conveyance document including any attachments.	# 2		
Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached				
	e Trademark Application Number <u>or</u> the Registration Number (DO NOT ENTER BOTH numbers for			
Trac	demark Application Number(s) Registration Num	Der(s)		
	1700130			
	1827154			
Number of	Properties Enter the total number of properties involved. # 3			
Fee Amoun	Fee Amount for Properties Listed (37 CFR 3.41): \$ 90.0	1		
Method of Payment: Enclosed X Deposit Account				
Deposit A (Enter for p	Account payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: #			

Name of Person Signing

Signature

Date Signed

Authorization to charge additional fees:

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

Statement and Signature

indicated herein.

TRADEMARK REEL: 002023 FRAME: 0942

No

Yes

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

APPENDIX A

Names and Marks

Registered Marks U.S. Registration No.

GAS (and Design) 1480136

GAS (and Design) 1480002

PERFORMANCE LINE 1827154

RECORDED: 01/19/2000

TRADEMARK REEL: 002023 FRAME: 0944