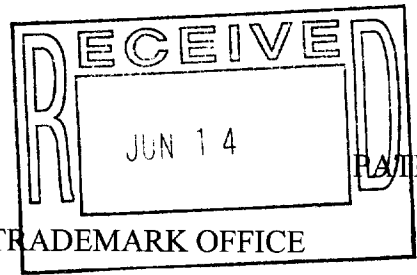


06-17-1999



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IN THE UNITED STATES PATENT AND TRADEMARK OFFICE



In Re the Patent of:)
)
 KUROWSKI et al.)
)
 Patent No.: 5,895,457)
)
 Issued: April 20, 1999)
)
 Atty. File No.: 42398-01002)
)
 For: "AUTOMATED FILLING STATION)
 WITH CHANGE DISPENSER")

RECORDATION OF ASSIGNMENT

CERTIFICATE OF MAILING

I HEREBY CERTIFY THAT THIS CORRESPONDENCE IS BEING DEPOSITED WITH THE UNITED STATES POSTAL SERVICE AS FIRST CLASS MAIL IN AN ENVELOPE ADDRESSED TO THE ASSISTANT COMMISSIONER FOR PATENTS, WASHINGTON, D.C. 20231 ON JUN 2, 1999.

HOLME ROBERTS & OWEN LLP

BY: Gennie Korman

BOX ASSIGNMENTS
 Assistant Commissioner
 for Patents
 Washington, D.C. 20231

Dear Sir:

Please record the attached original documents or copy thereof:

1. Name of conveying party(ies):
 Gary-Williams Energy Corporation
2. Name and address of receiving party(ies):
 Gary-Williams Retail Company
 370 17th Street, Suite 5300
 Denver, Colorado 80202

*MKD
6.14.99*

3. Nature of Conveyance:

<input checked="" type="checkbox"/>	Assignment	<input type="checkbox"/>	Merger
<input type="checkbox"/>	Security Agreement	<input type="checkbox"/>	Change of Name
<input type="checkbox"/>	Other: _____		

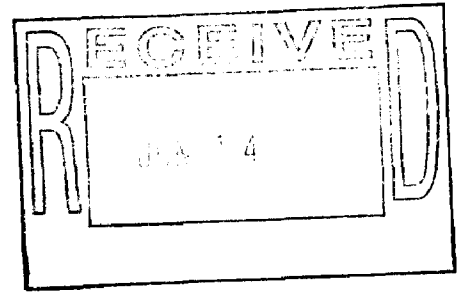
Execution Date: May 21, 1999

06/16/1999 MTHA11 00000153 5895457
 #47303
 01 FC:581 40.00 OP

4. This document is being filed after the issuance of Patent No. 5,895,457, the issue date was April 20, 1999.

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

Kent A. Fischmann, Esq.
HOLME ROBERTS & OWEN LLP
1700 Lincoln Street, Suite 4100
Denver, Colorado 80203-4541



6. Total number of applications and patents involved: 1.

7. Total fee (37 CFR 3.41).....\$40.00.

Enclosed

Any deficiency in payment of recording fee is authorized to be charged to Deposit Account.

Authorized to be charged to deposit account.

8. Deposit account number: 08-2665.

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.

Total number of pages including cover sheet, attachments and document: 4

Respectfully submitted,

HOLME ROBERTS & OWEN LLP

By: Kent A. Fischmann

Kent A. Fischmann, Esq.
Registration No. 35,511
1700 Lincoln Street, Suite 4100
Denver, Colorado 80203-4541
(303) 861-7000

Date: June 8, 1999

ASSIGNMENT

WHEREAS, Gary-Williams Energy Corporation, a Delaware corporation having a place of business at 370 17th Street, Suite 5300, Denver, Colorado 80202, is the owner of an interest in and to U.S. Patent 5,895,457, entitled "AUTOMATED FILLING STATION WITH CHANGE DISPENSER", said patent having an issue date of April 20, 1999;

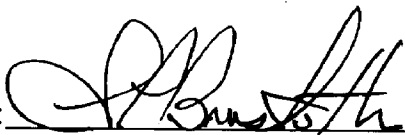
WHEREAS, Gary-Williams Retail Company, a Delaware corporation having a place of business at 370 17th Street, Suite 5300, Denver, Colorado 80202, is desirous of acquiring said interest of Gary-Williams Energy Corporation.

NOW THEREFORE, be it known that for certain good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, Gary-Williams Energy Corporation does sell, assign and transfer to Gary-Williams Retail Company, its successors, legal representatives and assigns, the aforesaid application for the territory of the United States of America and all continuation, divisional, continuation-in-part and reissue applications, all patent applications in foreign countries, all applications pursuant to the Patent Cooperation Treaty and all applications for extension filed or to be filed for the invention, and all Letters Patent, Invention Registrations, Utility Models, Extensions or Reissues and other patent rights, obtained for the invention in the United States or any other country; Gary-Williams Energy Corporation also assigns any right, title or interest in and to the said invention which has not already been transferred to Gary-Williams Retail Company; Gary-Williams Energy Corporation warrants that no assignment has been made of the invention, application or patent therefor to a party other than Gary-Williams Retail Company and is under no obligation to make any assignment of the invention, application, or patent therefor to any other party; and Gary-Williams Energy Corporation further agrees to cooperate with Gary-Williams Retail Company hereunder in the obtaining and sustaining of any and all such Letters Patent and in confirming Gary-Williams Retail Company's exclusive ownership of the invention, but at the expense of Gary-Williams Retail Company.

The Commissioner of Patents is hereby authorized and requested to issue the Letters Patent solely in accordance with the terms of this Assignment, to Gary-Williams Retail Company, its successors, legal representatives and assigns, as the assignee of the entire right, title and interest therein.

IN WITNESS WHEREOF, the parties hereto have executed this Assignment as of the day indicated hereunder.


Date: May 21, 1999

By: 
Tom Bruskotter
Senior Vice President of Supply
and Marketing

STATE OF COLORADO)
) ss.
CITY & COUNTY OF DENVER)

Before me, a Notary Public in and for said County and State, personally appeared Tom Bruskotter, who acknowledged himself to be the Senior Vice President of Supply and Marketing of Gary-Williams Energy Corporation and that he as such Senior Vice President of Supply and Marketing, being authorized to do so, executed the foregoing instrument for the purposes and considerations therein expressed, by signing the name of the corporation by himself as Senior Vice President of Supply and Marketing.

Given under my hand and seal of office this 21st day of May, 19 99.



Notary Public

My Commission Expires: 10-13-99