

03-01-2001

Docket No.:

458001/001



To the Honorable Commissioner of Patents

101623639

Attached original documents or copy thereof.

1. Name of conveying party(ies):

Tosco Corporation

- Individual(s)
- General Partnership
- Corporation-State Nevada
- Other
- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):

Name: Circle K Stores Inc.

Internal Address: 1500 North Priest Drive

Street Address:

City: Tempe State: AZ ZIP: 85281

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

If assignee is not domiciled in the United States, a domestic designation is Yes No
(Designations must be a separate document from Additional name(s) & address(es))

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: February 19, 2001

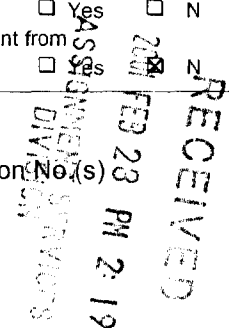
4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

76/036,955

B. Trademark Registration No.(s)

Additional numbers Yes No



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

Name: Laura E. Goldbard, Esq.

Internal Address: Stroock & Stroock & Lavan LLP

02/28/2001 GTON11 00000166 194709 76036955

01 FC:481 40.00 CH

Street Address: 180 Maiden Lane

City: New York State: NY ZIP: 10038

6. Total number of applications and registrations involved: 1

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-4709

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.

Laura E. Goldbard

Name of Person Signing

Laura E. Goldbard
Signature

February 26, 2001

Date

Total number of pages including cover sheet, attachments, and

3

ASSIGNMENT OF TRADEMARKS

WHEREAS, Tosco Corporation, a Nevada corporation, located at 1700 East Putnam Avenue, Suite 500, Old Greenwich, Connecticut 06870 (hereinafter referred to as "ASSIGNOR"), is the owner of the U.S. Trademark Application 76/036,955 for the mark CIRCLEK.COM (hereinafter referred to as the "TRADEMARK"); and

WHEREAS Circle K Stores Inc., a Texas corporation, located at 1500 North Priest Drive, Tempe, Arizona 85281 (hereinafter referred to as "ASSIGNEE"), is desirous of acquiring all of the right, title and interest of ASSIGNOR in, to and under the TRADEMARK, together with the goodwill of the business associated with the TRADEMARK;

WHEREAS ASSIGNEE is a subsidiary of ASSIGNOR and is wholly owned by ASSIGNOR;

WHEREAS ASSIGNEE has acquired the portion of the business of ASSIGNOR which pertains to the TRADEMARK and that portion of the business is ongoing;

NOW THEREFORE, in consideration of good and valuable consideration paid by ASSIGNEE to ASSIGNOR, the sufficiency and receipt of which is hereby acknowledged, ASSIGNOR hereby transfers and assigns to ASSIGNEE the entire right, title and interest of ASSIGNOR in and to the TRADEMARK together with the goodwill of the business associated with the TRADEMARK and the United States application therefor;

ASSIGNOR acknowledges that upon execution of this Assignment, ASSIGNEE shall be the exclusive owner of the TRADEMARK; and

ASSIGNOR further authorizes the Commissioner of Patents and Trademarks of the United States whose duty it is to record trademark registrations, applications and title thereto,

to record the TRADEMARK and title thereto as the property of the ASSIGNEE, its successors, legal representatives and assigns in accordance with the terms of this instrument; and

ASSIGNOR does also hereby sell, assign, transfer and set over unto ASSIGNEE, its successors, legal representatives and assigns all claims for damages by reason of past infringement of the TRADEMARK, the right to sue for and collect the same for its own use and enjoyment and the use and enjoyment of its successors, assigns or other legal representatives;

ASSIGNOR further agrees to execute such further documents as may be required to record ASSIGNEE as the owner of the TRADEMARK herein assigned.

IN WITNESS WHEREOF, ASSIGNOR has executed this instrument on this 19th day of February, 2001.

David Waldschmidt
Tosco Corporation

STATE OF ARIZONA)
) ss.:
COUNTY OF Maricopa)

On the 19th day of January, 2001, before me personally came DAVID WALDSCHMIDT, to me known, who being by me duly sworn, did depose and say that ~~he~~ holds the office of Asst. Secretary of Tosco Corporation, the assignor described in and which executed the foregoing instrument, and that ~~he~~ was duly authorized to execute this Assignment on behalf of said corporation.



Barbara A. Hunter
Notary Public