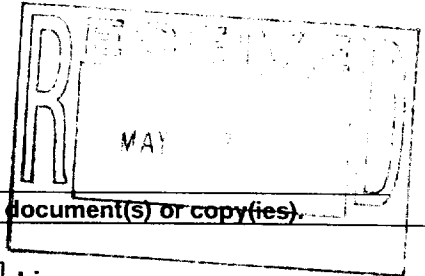


08-06-1999



101112451

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY



RE  
57-99  
Re: MRO  
8-6-99

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

Conveyance Type

- Assignment
  - Security Agreement
  - Merger
  - Change of Name
  - Other
  - License
  - Nunc Pro Tunc Assignment
- Effective Date  
Month Day Year  
 01 25 1995

Conveying Party

Mark if additional names of conveying parties attached  
Execution Date  
Month Day Year

Name THE CIRCLE K CORPORATION

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

Other

Citizenship/State of Incorporation/Organization TEXAS

Receiving Party

Mark if additional names of receiving parties attached

Name CIRCLE K STORES INC

DBA/AKATA

Composed of

Address (line 1) 1500 North Priest Drive

Address (line 2)

Address (line 3) Tempe

Arizona

85281

- 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.)

FOR OFFICE USE ONLY

05 APR 99 11:18 AM  
0101  
00000071 1184402

40.00 00  
100.00 00

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

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

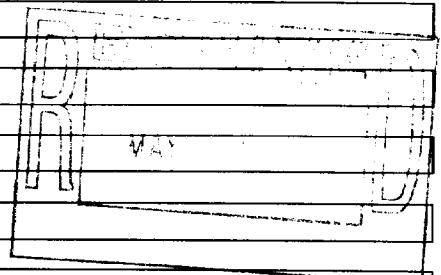
Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)



**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

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

#

**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" value="1,184,402"/> | <input type="text" value="1,467,908"/> | <input type="text"/> |
| <input type="text"/>            | <input type="text"/> | <input type="text"/> | <input type="text" value="1,149,199"/> | <input type="text" value="1,481,818"/> | <input type="text"/> |
| <input type="text"/>            | <input type="text"/> | <input type="text"/> | <input type="text" value="1,145,329"/> | <input type="text"/>                   | <input type="text"/> |

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed  Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

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.

Sarah Modi

05/07/99

Name of Person Signing

Signature

Date Signed



The State of Texas  
SECRETARY OF STATE

CERTIFICATE OF AMENDMENT  
OF

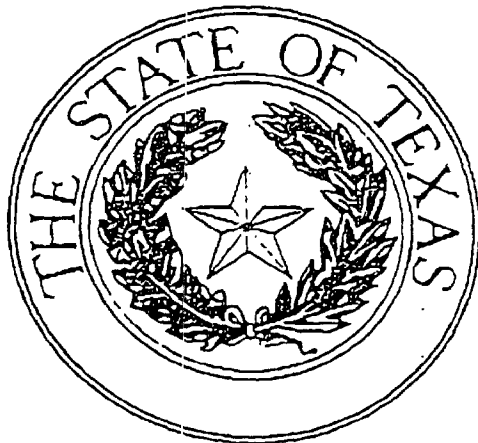
CIRCLE K STORES INC.  
FORMERLY: THE CIRCLE K CORPORATION

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Amendment for the above named entity have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Amendment.

Dated: January 25, 1995

Effective: January 25, 1995



*Antonio O. Garza, Jr.*  
Antonio O. Garza, Jr.

Secretary of State

rjk

FILED  
 In the Office of the  
 Secretary of State of Texas  
 JAN 25 1995  
 Corporations Section

ARTICLES OF AMENDMENT TO THE  
 ARTICLES OF INCORPORATION

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I

The name of the corporation set forth in the Articles of Incorporation is THE CIRCLE K CORPORATION.

ARTICLE II

This amendment of the Articles of Incorporation, adopted by the sole shareholder of the corporation on January 23, 1995, changes the name of the corporation. The text of Article I of the Articles of Incorporation is hereby deleted and replaced with the following: The name of the corporation is "CIRCLE K STORES INC."

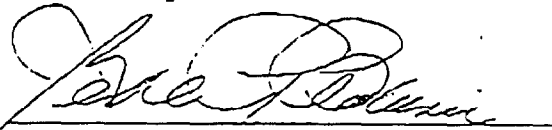
ARTICLE III

Shares authorized: 12,000,000  
 Shares outstanding: 1,000

All of the 1,000 shares outstanding voted in favor of these Articles of Amendment to the Articles of Incorporation.

Dated: January 25, 1995

CIRCLE K STORES INC., formerly  
 The Circle K Corporation,  
 a Texas corporation

By:   
 Gehl P. Babinec

Title: Senior Vice President

May 7, 1999

Circle K Stores, Inc.:  
Change of Name

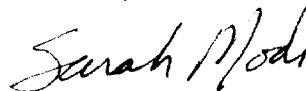
Dear Sir or Madam:

Enclosed are the following documents:

1. The Recordation Form Cover Sheet for change of name, with a copy of the Certificate of Amendment from the State of Texas attached;
2. A check in the amount of \$140 to cover the filing fee; and
3. A self-addressed, postage paid return postcard acknowledging receipt by the Trademark Office of this application..

Please direct all communications regarding this matter to the undersigned.

Sincerely,



Sarah Modi



Commissioner of Trademarks  
BOX ASSIGNMENTS  
Washington, D.C. 20231

U.S. EXPRESS MAIL

SBM/djj  
Enclosures

BROWN & BAIN, P.A.

Attorneys at Law

SARAH MODI  
(602) 351-8110  
modi@brownbain.com

August 5, 1999

Circle K Stores, Inc.  
Change of Name

Dear Sir or Madam:

Pursuant to your request, enclosed is the completed Recordation Form Cover Sheet for change of name, with a copy of the Certificate of Amendment from the State of Texas, being resubmitted for final processing. Attached for your reference is our original assignment request correspondence, dated May 7, 1999.

Please direct all communications regarding this matter to the undersigned.

Sincerely,



Sarah Modi

U.S. Patent and Trademark Office  
Assignment Division  
BOX ASSIGNMENTS, CG-4  
1213 Jefferson Davis Highway, Suite 320  
Washington, D.C. 20231

FEDERAL EXPRESS

SBM/sa  
Enclosure

PHOENIX  
TUCSON  
PALO ALTO

MAILING ADDRESS  
P.O. BOX 400  
PHOENIX, ARIZONA 85001-0400

STREET ADDRESS  
2901 NORTH CENTRAL AVENUE  
PHOENIX, ARIZONA 85012

T(602) 351-8000  
F(602) 351-8516  
www.brownbain.com

TRADEMARK  
REEL: 001939 FRAME: 0612



**UNITED STATES DEPARTMENT OF COMMERCE  
Patent and Trademark Office**

ASSISTANT SECRETARY AND COMMISSIONER  
OF PATENTS AND TRADEMARKS  
Washington, D.C. 20231

JULY 22, 1999

PTAS



\*101038008A\*

BROWN & BAIN, P.A.  
SARAH MCDI  
P.O. BOX 400  
PHOENIX, ARIZONA 85001-0400

UNITED STATES PATENT AND TRADEMARK OFFICE  
NOTICE OF NON-RECORDATION OF DOCUMENT

DOCUMENT ID NO.: 101038008

THE ENCLOSED DOCUMENT HAS BEEN EXAMINED AND FOUND NON-RECORDABLE BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. THE REASON(S) FOR NON-RECORDATION ARE STATED BELOW. DOCUMENTS BEING RESUBMITTED FOR RECORDATION MUST BE ACCOMPANIED BY A NEW COVER SHEET REFLECTING THE CORRECT INFORMATION TO BE RECORDED AND THE DOCUMENT ID NUMBER REFERENCED ABOVE.

THE ORIGINAL DATE OF FILING OF THIS ASSIGNMENT DOCUMENT WILL BE MAINTAINED IF RESUBMITTED WITH THE APPROPRIATE CORRECTION(S) WITHIN 30 DAYS FROM THE DATE OF THIS NOTICE AS OUTLINED UNDER 37 CFR 3.51. THE RESUBMITTED DOCUMENT MUST INCLUDE A STAMP WITH THE OFFICIAL DATE OF RECEIPT UNDER 37 CFR 3. APPLICANTS MAY USE THE CERTIFIED PROCEDURES UNDER 37 CFR 1.8 OR 1.10 FOR RESUBMISSION OF THE RETURNED PAPERS, IF THEY DESIRE TO HAVE THE BENEFIT OF THE DATE OF DEPOSIT IN THE UNITED STATES POSTAL SERVICE.

SEND DOCUMENTS TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231. IF YOU HAVE ANY QUESTIONS REGARDING THIS NOTICE, YOU MAY CONTACT THE INDIVIDUAL WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723.

1. THE COVER SHEET SUBMITTED FOR RECORDING IS NOT ACCEPTABLE. TO RECORD A DOCUMENT, THE NAME AND ADDRESS OF THE PARTY TO WHOM CORRESPONDENCE CONCERNING DOCUMENTS SHOULD BE MAILED IS REQUIRED.

SHARON LATIMER, EXAMINER  
ASSIGNMENT DIVISION  
OFFICE OF PUBLIC RECORDS