

FORM PTO-1594 (Modified)
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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TM05/REV03

RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

Docket No.:

458001/313

Tab settings

To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Circle K Stores Inc.

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

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

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

Name: Circle K Enterprises Inc.

Internal Address:

Street Address: 1500 North Priest Drive

City: Tempe State: AZ ZIP: 85281

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

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

3. Nature of conveyance:

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

Execution Date: Effective Date - April 30, 1999

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

see attached schedule

Additional numbers Yes No

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

Name: Laura E. Goldbard

Internal Address: Stroock & Stroock & Lavan LLP

Street Address: 180 Maiden Lane

City: New York State: NY ZIP: 10038

6. Total number of applications and registrations involved:..... 9

7. Total fee (37 CFR 3.41):.....\$ 240.00

- 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

December 10, 2003

Date

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

Mail documents to be recorded with required cover sheet information to:
Mail Stop Recordation Services

Director of the United States Patent and Trademark Office
P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK

REEL: 002761 FRAME: 0589

700056155

CH \$240.00 194709 1145329

SCHEDULE 1**UNITED STATES TRADEMARKS**

Mark	Registration No.	Registration Date
K and design	1,145,329	12/30/1980
K and design	1,467,908	12/8/87
K and design	2,150,616	4/14/98
Misc design (Nozzle)	2,099,207	9/23/97
Misc design (Lizard)	2,121,005	12/16/97
CIRCLE K	1,149,199	3/24/81
GRABBERS	2,171,977	7/7/98
THIRST BUSTER	1,481,818	3/22/88
THIRST FREEZER	2,211,713	12/15/98

ASSIGNMENT OF TRADEMARK AND SERVICE MARK REGISTRATIONS

THIS ASSIGNMENT OF TRADEMARK REGISTRATIONS is made as of April 30, 1999, by and between **CIRCLE K STORES INC.** ("STORES"), a Texas corporation, having its principal place of business at 1500 North Priest Drive, Tempe, Arizona 85281, and **CIRCLE K ENTERPRISES INC.** ("ENTERPRISES"), a Delaware corporation, having its principal place of business at 1500 North Priest Drive, Tempe, Arizona 85281.

WHEREAS, STORES is the owner of those trademark and service mark registrations identified in Schedule 1 hereto (the "Registrations"); and

WHEREAS, ENTERPRISES is desirous of acquiring the Registrations; and

WHEREAS, STORES and ENTERPRISES have entered into the Asset Transfer Agreement dated April 30, 1999, as part of which STORES has agreed to assign to ENTERPRISES the Registrations; and

WHEREAS, this Assignment of Trademark Registrations will effectuate that agreement.

NOW, THEREFORE, for good and valuable consideration, including the promises and mutual covenants set forth in the Asset Transfer Agreement, STORES hereby assigns and transfers to ENTERPRISES all of its rights, title and interest in and to the Registrations, together with the goodwill of the business symbolized by the marks the subject of the Registrations and the right to sue and recover damages for past, present and future infringements thereof and to stand in the place of STORES in all matters related thereto.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment of Trademarks to be executed as of the day and year first written above.

CIRCLE K STORES INC.

BY: 

NAME: JOEL A. STERRETT

TITLE: VICE PRESIDENT & SECRETARY

DATE: APRIL 30, 1999

CIRCLE K ENTERPRISES INC.

BY: 

NAME: DAVID WALDSCHMIDT

TITLE: VICE PRESIDENT & SECRETARY

DATE: APRIL 30, 1999

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