

05-04-2001



101700393

RECORDATION FORM SYSTEM
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Form PTO-1594
(Rev. 03/01) **4.25.01**
OMB No. 0651-0027 (exp. 5/31/2002)

Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼ ▼

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Christy's Market, Inc.

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

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: The Southland Corporation
Internal _____
Address: _____
Street Address: 2711 N. Haskell Avenue
City: Dallas State: Texas Zip: 75204

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

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: April 28, 1999

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) _____

B. Trademark Registration No.(s)
2217399; 2121781; 1651459; 1649087;
2184216; 2100028; and 1647766

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Lindsey D. Barnes
Wildman, Harrold, Allen
Internal Address: _____
& Dixon, 225 West Wacker Drive
Chicago, Illinois 60606

Street Address: 225 West Wacker Drive
Chicago, Illinois 60606

City: _____ State: _____ Zip: _____

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41).....\$ 190.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-2126

(Attach duplicate copy of this page if paying by deposit account)

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.

Lindsey D. Barnes *Lindsey D. Barnes* April 20, 2001
Name of Person Signing Signature Date

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

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

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

081

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS (General Laws, Chapter 156B, Section 82)

We, Bryan F. Smith, Jr., *President / Senior Vice President,
and Carol S. Hilburn, *Clerk / *Assisting Clerk,
of The Southland Corporation
(Exact name of corporation)

organized under the laws of Texas and herein called the parent corporation,
certify as follows:

1. That the subsidiary corporation(s) to be merged into the parent corporation is/are:

NAME	STATE OF ORGANIZATION	DATE OF ORGANIZATION
M Christy's Market, Inc.	Massachusetts	May 21, 1957 04234760
M 7-Eleven, Inc.	Texas	March 9, 1994 76258751

2. The parent corporation, at the date of the vote, owned not less than ninety percent (90%) of the outstanding shares of each class of stock of the subsidiary corporation or corporations with which it has voted to merge.

Item 3 below may be deleted if all the corporations are organized under the laws of Massachusetts and if General Laws, Chapter 156B is applicable to them.

3. That in the case of each of the above named corporations, the laws of the state of its organization, if other than Massachusetts, permit the merger herein described, and that all action required under the laws of each such state in connection with this merger has been duly taken.

*Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.

6
P.C.

STATE OF TEXAS
COUNTY OF DALLAS

§
§
§

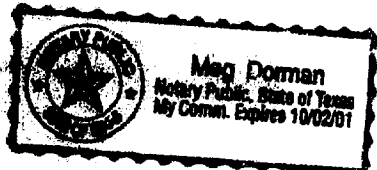
BEFORE ME, the undersigned, a Notary Public in and for the County and State aforesaid, on this day personally appeared Bryan F. Smith, Jr. and Carol S. Hilburn, Senior Vice President and Assistant Secretary, respectively, of The Southland Corporation, a Texas corporation, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that the same was executed as the act of such corporation for the purposes and consideration therein expressed and in the capacities therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE on this 28 day of APRIL, 1999.

Meg Dorman

Notary Public

My Commission Expires:



RIDER A

**RESOLUTIONS
ADOPTED ON APRIL 28, 1999
BY UNANIMOUS VOTE OF THE BOARD OF DIRECTORS
OF THE SOUTHLAND CORPORATION
APPROVING THE MERGER OF
CHRISTY'S MARKET, INC. AND 7-ELEVEN, INC.
INTO
THE SOUTHLAND CORPORATION**

RESOLVED, that, pursuant to Article 5.16 of the Texas Business Corporation Act, 7-Eleven, Inc., a Texas corporation, and Christy's Market, Inc., a Massachusetts corporation, hereinafter referred to as the "Subsidiaries" shall merge with and into The Southland Corporation, hereafter referred to as the "Surviving Corporation"; and the Surviving Corporation hereby merges into itself the Subsidiaries; the corporate existence of the Surviving Corporation shall continue; and the separate corporate existence of the Subsidiaries shall cease; and

FURTHER RESOLVED, that the Articles of Incorporation and Bylaws of the Surviving Corporation as in effect on the effective date of the merger shall be and remain (until amended or repealed as provided by law) its Articles of Incorporation and Bylaws, respectively; and

FURTHER RESOLVED, that, unless otherwise required by law, the merger of the Subsidiaries into the Surviving Corporation shall be effective as of April 30, 1999 (the "Effective Date"), and

FURTHER RESOLVED, that, as of the Effective Date, the Surviving Corporation shall assume all liabilities and obligations of the Subsidiaries, for accounting purposes only, and shall assume and be vested with all right, title and interest in and to any and all properties, whether tangible or intangible, held, owned or payable to the Subsidiaries; and

FURTHER RESOLVED, that, as of the Effective Date, all shares of the Subsidiaries then outstanding shall be surrendered for cancellation. The shares of the Surviving Corporation shall remain outstanding and unchanged; and

FURTHER RESOLVED, that the undersigned, as sole shareholder of the Subsidiaries, hereby waives any and all notice of this merger to which it would be entitled under the laws of the States of Texas and Massachusetts and further waives any rights of dissent to which it would be entitled in connection with this merger; and

FURTHER RESOLVED, that the Chairman, the Vice Chairman, the President and Chief Executive Officer, any Vice President (including any Executive or Senior Vice President), the Controller or the Treasurer of the Surviving Corporation (the "Officers") be, and each of them hereby is, authorized to prepare, execute and file with the State of Texas and such other states or jurisdictions as may be required or appropriate, and the Secretary or any Assistant Secretary of the Surviving Corporation be, and each of them hereby is, authorized to attest, in the name and on behalf of the Surviving Corporation, Articles of Merger and such other documents, filings or reports, relative to the merger of the Subsidiaries into the Surviving Corporation and such amendments, corrections and additions thereto as any of said Officers may deem necessary or advisable; and

FURTHER RESOLVED, that the Officers be, and each of them hereby is, authorized and directed to do or cause to be done all such further acts and things as may be necessary to carry into effect the purpose and intent of the foregoing resolutions.

The date of the merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later date is desired, specify such date, which shall not be more than thirty days after the date of filing:

Effective Date is April 30, 1999.

Section 6 below may be deleted if the parent corporation is organized under the laws of Massachusetts.

6. The parent corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any claim or liability of any corporation organized under the laws of Massachusetts with which it has merged, and its obligation to pay the same, including the obligation created by General Laws, Chapter 150B, Section 82, Subsection (a), as if it were as any liability or claim existing against the parent corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligations, including taxes, in the same manner as provided in Chapter 181.

SIGNED UNDER THE PENALTIES OF PERJURY, this 28 day of April, 1999

Bryan F. Smith Jr.
Bryan F. Smith Jr. President / Senior Vice President

Carol S. Hilburn
Carol S. Hilburn Clerk / Assistant Clerk

Witness by the undersigned herein. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are in the signed by officers having corresponding powers and duties.

...the following, pursuant to General Law, Chapter 149A, § 27B.

attached hereto.

Many photos, for which the space provided above is not sufficient, should be listed on additional sheets to be numbered 10, 11, etc. Additional sheets must be 8 1/2 x 11 and have a left hand margin of 1 inch. Only one side should be used.

MAJCS - CT System Output

TRADEMARK

REEL: 002285 FRAME: 0650

537862

458

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS
(General Laws, Chapter 156B, Section 82)

I hereby approve the within Articles of Merger of Parent and Subsidiary Corporations and the filing fee in the amount of \$ 250.00 having been paid, said articles are deemed to have been filed with me this 27th day of APRIL, 19 99

Effective date: April 30, 1999

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

99 APR 29 11 346
SECRETARY OF THE COMMONWEALTH

A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE: _____ CLERK: _____

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Telephone: _____

of
will
do

MASS - CT System Online