



05-06-2003



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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 09/30/2005) Tab settings

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DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Keith L. Phillips

5-103

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other Chapter 11 Trustee

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 3/19/2003

2. Name and address of receiving party(ies)

Name: GPM Investments, LLC Internal Address:

Street Address: 6400 Mechanicsville Pike

City: Mechanicsville State: VA Zip: 23111

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

Other Limited Liability Company

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,350,059;

1,517,607; 1,517,619; 1,205,721

Additional number(s) attached Yes No

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

Name: Selwa Masri

Internal Address: Holland & Knight

Street Address: 1600 Tysons Boulevard

Suite 700

City: McLean State: VA Zip: 22102

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41) \$ 115.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Selwa Masri Name of Person Signing

Selwa Masri Signature

4/19/03 Date

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

05/05/2003 LHMELLER 00000112 130003

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

01 FC:0521 02 FC:0522

40.00 EP 75.00 OP

TRADEMARK REEL: 002725 FRAME: 0045

ASSIGNMENT OF TRADEMARKS AND TRADEMARK REGISTRATIONS

WHEREAS, KEITH L. PHILLIPS as Chapter 11 Trustee ("Assignor") for FAS MART CONVENIENCE STORES, INC., a Virginia corporation, SHORE STOP COMPANY, L.L.C., a Delaware limited liability company, CKI L.L.C., a Delaware limited liability company, SOUTHERN RETAILERS, INC., a Virginia corporation, REGENT TRANSPORT, INC., a Maryland corporation, SOUTHERN EXPRESS PROPERTIES, L.L.C., a Virginia limited liability company, SOUTHERN ACQUISITIONS I, INC., a Virginia corporation, and S.E. PROPERTIES II, L.L.C., a Virginia limited liability company (collectively, the "Debtors") has, by operation of law, succeeded to all of the Debtors' rights, title, and interest in and to the trademarks listed on Schedule A hereto (each referred to herein as a "Mark" and collectively referred to herein as the "Marks"), including the applicable state registration and United States Patent and Trademark Office federal registration for each said Mark, along with the ongoing and existing business pertaining to each such Mark, and the goodwill of the business symbolized by each such Mark;

WHEREAS, GPM INVESTMENTS, L.L.C., a Delaware limited liability company ("Assignee") desires to acquire all rights in said Marks, the applicable state and federal registrations for each Mark, the ongoing and existing business pertaining to each Mark, and the goodwill of the business symbolized by each Mark.

NOW THEREFORE, for good and valuable consideration including the mutual promises of and other consideration for that certain Asset Purchase Agreement executed by Assignor and Assignee on September 4, 2002 and approved by the United States Bankruptcy Court for the Eastern District of Virginia, Richmond Division under Chapter 11, Title 11 of the United States Code ("Bankruptcy Court") pursuant to that Order of the Bankruptcy Court dated October 11, 2002 (Case No. 01-60386-DOT) attached hereto as Exhibit A, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns unto Assignee all of Assignor's rights, title and interest in and to each Mark, the applicable state registration and United States Patent and Trademark Office federal registration for each Mark, and the goodwill of the business symbolized by each Mark, the same to be held and enjoyed by the Assignee, its successors, assigns and other legal representatives;

FURTHER, Assignor agrees that it will, without demanding any further consideration therefor, at the request, but, at the costs of Assignee, perform all lawful and just acts that may be necessary for carrying out this assignment in full, including the execution and acknowledgement of instruments that may be or may become necessary for sustaining, reissuing or disclaiming the registration for any Mark.

IN WITNESS WHEREOF, this agreement is executed below by Assignor.

Assignor: KEITH L. PHILLIPS, as Chapter 11 Trustee for Fas Mart Convenience Stores, Inc., Shore Stop Company, L.L.C., CKI L.L.C., Southern Retailers, Inc., Regent Transport, Inc., Southern Express Properties, L.L.C., Southern Acquisitions I, Inc., and S.E. Properties II, L.L.C.

By: 

As Chapter 11 Trustee

Dated: March 19, 2003

SCHEDULE A

Fas Mart	U.S. Registration no. 1,350,059
Fas Mart & design	U.S. Registration no. 1,517,607
Fas Mart & design	U.S. Registration no. 1,517,619
Bread Stuffers	U.S. Registration no. 1,998,408
Bread Stuffers & design	U.S. Registration no. 2,010,061
What's Cookin' & design	U.S. Registration no. 2,030,289
Southern Express	U.S. Registration no. 2,020,158
Southern Express	Virginia State Application no. 5852
Shore Stop & design	U.S. Registration no. 1,205,721
Fas Martian	
Shore Stop	
Shore Stop Express	
Shore Stop Rewards	
People Pleasin' People	
Groceries. . .Gas. . .Food That's Fast!	
Quick Meal Stop	
Shore Fried Chicken	
Coolaaah	
Shore Stop Freeze	
Shore Stop Milk	
Shore Stop Bread	
Shore Stop Eggs	
Early Morning Fresh All Day Long.	

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