

Form PTO-1594
(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. 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):

7-Eleven, Inc.
2711 North Haskell Avenue
Dallas, Texas 75204 USA

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

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

3. Nature of conveyance:

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

Execution Date: November 25, 2003

2. Name and address of receiving party(ies)

Name: Seven-Eleven Japan Co., LTD
Internal
Address:
1-4 Shibakoen
Street Address: 4-chome, Minato-ku
City: Tokyo, Japan State: _____ Zip: _____

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

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 896,654; 718,016;
920,897; 1,402,425; 1,288,594

Additional number(s) attached Yes No

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

Name: Diane G. Elder

Internal Address: _____

Wildman, Harrold, Allen & Dixon LLP

Street Address: 225 West Wacker Drive
Suite 2900

City: Chicago State: IL Zip: 60606

6. Total number of applications and registrations involved: _____

8

7. Total fee (37 CFR 3.41).....\$ 215.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

232126

DO NOT USE THIS SPACE

9. Signature.

Diane G. Elder
Name of Person Signing

Diane Elder
Signature

3/15/04
Date

Total number of pages including cover sheet, attachments, and document: **5**

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

CH \$215.00 232126 0896654

312 201 2555

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4; 1,035,454; 961,594

MEMORANDUM OF LICENSE AGREEMENT

WHEREAS, 7-Eleven, Inc., formerly known as The Southland Corporation, of 2711 North Haskell Avenue, Dallas, Texas 75204 ("SEI"), has adopted and is using the trademarks and service marks more particularly described in Exhibit "A" attached hereto (collectively, "Marks");

WHEREAS, SEI has, pursuant to that certain Amendment to Area License Agreement dated _____, 2003, between Seven-Eleven Japan Co., Ltd. ("SEJ") and SEI ("License Agreement"), granted to SEJ a perpetual license for the exclusive use of the Marks in the State of Hawaii ("Territory") in connection with those certain retail stores identified principally by the trade name and mark "7-Eleven" ("7-Eleven Stores") and the products and services made available therefrom; and

WHEREAS, SEI and SEJ desire to make the license granted under the License Agreement of public record.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the parties hereto hereby acknowledge and agree as follows:

1. SEI has granted to SEJ, pursuant to the License Agreement, a perpetual license for the use of the Marks in the Territory in connection with the 7- Eleven Stores and the products and services made available therefrom.

2. An exception to SEI's exclusive use of the Marks throughout the United States will be rights secured to SEJ by the License Agreement.

IN WITNESS WHEREOF, the parties have caused this document to be duly executed on this 25th day of November 2003.

ATTEST:

By: *Robert M. Jenkins*
Name: Robert M. Jenkins
Title: Assistant Secretary

7-ELEVEN, INC.

By: *James H. Kelly*
Name: James H. Kelly
Title: President & CEO

Licensee:
SEVEN-ELEVEN (JAPAN) CO., LTD.,
A Japanese Corporation

By: *Noritomo Banjoi*
Name: Noritomo Banjoi
Title: Senior Managing Director

STATE OF HAWAII)
) ss
COUNTY OF HONOLULU)

On this 7th day of October 2003, before me personally appeared Tim Keyes, to me known, who, being by me duly sworn, did depose and say that he is President & CEO of 7-ELEVEN, INC., the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is of such corporation; that it was affixed by order of the Board of Directors of said corporation, and that he signed his name thereto by like order.

Robin Lee Salmon
Notary Public



EXHIBIT A
LIST OF 7-ELEVEN MARKS

Mark	Class	Status	Registration Number	Registration Date
7-Eleven	35	Registered	896654	11AUG70
7-Eleven	35	Registered	718016	04JUL61
7-Eleven with Design	35	Registered	920897	21SEP71
7-Eleven	32	Registered	1402425	22JUL86
7-Eleven with Design	4	Registered	1288594	07AUG84
7-Eleven with Design	30	Registered	717344	27JUN61
7-Eleven	29	Registered	1035454	09MAR76
7-Eleven with Design	32	Registered	961594	19JUN73