

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/02/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Crown Central Petroleum Corporation		03/01/2005	CORPORATION: MARYLAND

**RECEIVING PARTY DATA**

Name:	Crown Central LLC
Street Address:	One N. Charles Street
Internal Address:	20th Floor
City:	Baltimore
State/Country:	MARYLAND
Postal Code:	21201
Entity Type:	Limited Liability Company: MARYLAND

**PROPERTY NUMBERS Total: 18**

Property Type	Number	Word Mark
Registration Number:	1464013	CROWN
Registration Number:	911167	CROWN
Registration Number:	2135262	CROWN
Registration Number:	40411	CROWN
Registration Number:	2088892	CROWN
Registration Number:	911168	CROWN
Registration Number:	2135263	CROWN
Registration Number:	2069133	CROWN
Registration Number:	1577282	CROWN
Registration Number:	1247966	EXPRESS MART
Registration Number:	2515632	KNIGHT & DAY CAFE

OP \$465.00 1464013

Registration Number:	2504997	MOLLIE'S
Registration Number:	2518378	MOLLIE'S
Registration Number:	2634224	NITE & DAY CAFE
Registration Number:	790604	PEOPLES
Registration Number:	815316	PEOPLES
Registration Number:	2129362	SAVE EVERY MILE
Registration Number:	1432139	THE BIG SIP

**CORRESPONDENCE DATA**

Fax Number: (704)444-1111  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 704 444 1000  
Email: bmdavis@alston.com  
Correspondent Name: Brian M. Davis, Esq.  
Address Line 1: 101 South Tryon Street, Suite 4000  
Address Line 2: Bank of America Plaza  
Address Line 4: Charlotte, NORTH CAROLINA 28280-4000

NAME OF SUBMITTER:	Brian M. Davis
Signature:	/Brian M. Davis/
Date:	03/09/2005

Total Attachments: 6  
source=Crown Central#page1.tif  
source=Crown Central#page2.tif  
source=Crown Central#page3.tif  
source=Crown Central#page4.tif  
source=Crown Central#page5.tif  
source=Crown Central#page6.tif

Department of  
Assessments and Taxation



ROBERT W. ZEMKIN, Jr.  
Governor

C. John Sullivan, Jr.  
Director

Paul B. Anderson  
Administrator

Charter Division

MCGUIRE WOODS BATTLE & BOOTHE LLP  
STE 1000  
7 SAINT PAUL ST  
BALTIMORE MD 21202-1626

Date: 03-02-2005

This letter is to confirm acceptance of the following filing:

ENTITY NAME : CROWN CENTRAL LLC  
DEPARTMENT ID : W10481091  
TYPE OF REQUEST : ARTICLES OF MERGER  
DATE FILED : 03-02-2005  
TIME FILED : 02:01-PM  
RECORDING FEE : \$100.00  
EXPEDITED FEE : \$50.00  
FILING NUMBER : 1000361991015565  
CUSTOMER ID : 0001576420  
WORK ORDER NUMBER : 0001019458

PLEASE VERIFY THE INFORMATION CONTAINED IN THIS LETTER. NOTIFY THIS DEPARTMENT  
IN WRITING IF ANY INFORMATION IS INCORRECT. INCLUDE THE CUSTOMER ID AND THE WORK  
ORDER NUMBER ON ANY INQUIRIES.

Charter Division  
Baltimore metro area (410)767-1801  
Outside metro area (888)246-5941

301 West Preston Street-Room 801-Baltimore, Maryland 21201-2395  
Toll free in Maryland (888)246-5941  
MRS (Maryland Relay Service) (800)735-2258 TT/Voice- Fax (410)333-7097  
Website: [www.dat.state.md.us](http://www.dat.state.md.us)

0003286092

chtacc

TRADEMARK  
REEL: 003043 FRAME: 0136

PRINCIPAL OFFICE: 20TH FLR  
ONE N CHARLES ST  
BALTIKMORE MD 21201  
RESIDENT AGENT: ANDREW LAPAYOWKER  
20TH FLR  
ONE N CHARLES ST  
BALTIKMORE MD 21201

COMMENTS:

THIS AMENDMENT RECORD INDICATES THE MERGER INVOLVING THE FOLLOWING ENTITIES:

SURVIVOR:

(W10481091) CROWN CENTRAL LLC.

MERGED ENTITIES:

(D00077669) CROWN CENTRAL PETROLEUM CORPORATION.

**ARTICLES OF MERGER**  
**Between**  
**CROWN CENTRAL PETROLEUM CORPORATION**  
**(a Maryland corporation)**  
**and**  
**CROWN CENTRAL LLC**  
**(a Maryland limited liability company)**

Crown Central Petroleum Corporation, a corporation duly organized and existing under the laws of the State of Maryland ("CCPC"), and Crown Central LLC, a limited liability company duly organized and existing under the laws of the State of Maryland ("LLC"), do hereby certify that:

**FIRST:** CCPC and LLC agree to merge.

**SECOND:** The names of each party to these Articles are Crown Central Petroleum Corporation, a Maryland corporation, and Crown Central LLC, a Maryland limited liability company. LLC shall survive the merger as the successor entity and shall continue under the name Crown Central LLC as a limited liability company organized under the laws of the State of Maryland.

**THIRD:** Both CCPC and LLC have their principal offices in the State of Maryland in Baltimore City. CCPC owns an interest in land located in Harford County. LLC does not own an interest in land located in the State of Maryland.

**FOURTH:** The terms and conditions of the transaction set forth in these Articles were advised, authorized, and approved by each party to the Articles in the manner and by the vote required by its Articles of Incorporation and Articles of Organization, respectively, and the laws of the place where it is organized. The manner of approval was as follows:

(a) The Board of Directors of CCPC, by action taken at a meeting of the Board of Directors on February 24, 2005, and filed with the minutes of proceedings of the Board of Directors, adopted a resolution which declared that the proposed merger was advisable on substantially the terms and conditions set forth or referred to in the resolution, and approved the proposed merger with LLC and directed that it be submitted to the sole shareholder for consideration. The sole shareholder of CCPC, by written consent dated March 1, 2005, signed by the sole shareholder of CCPC and filed with the minutes of proceedings of the shareholders, adopted a resolution which approved the proposed merger with LLC.

(b) The sole member of LLC, by written consent dated March 1, 2005, signed by the sole member of LLC, adopted a resolution which declared that the proposed merger was advisable on substantially the terms and conditions set forth or referred to in the resolution and approved the proposed merger with CCPC.

**FIFTH:** No amendment to the Articles of Organization of LLC is to be effected as a part of the merger. The merger does not reclassify or change the terms of any class or series of outstanding

interests of LLC.

**SIXTH:** The total number of shares of capital stock or percentages of membership interests of all classes which CCPC or LLC, respectively, has authority to issue, the number of shares or interests of each class which CCPC or LLC, respectively, has authority to issue, and the par value of the shares of each class which CCPC has authority to issue are as follows:

(a) The total number of shares of stock of all classes which CCPC has authority to issue is ten (10) shares, all constituting shares of common stock, \$5.00 par value per share. The aggregate par value of all shares of all classes is \$50.00.

(b) The total percentage of membership interests of all classes which LLC has authority to issue is one hundred percent (100%) of membership interests, of which there is a single class.

**SEVENTH:** The merger does not change the authorized membership interests of LLC and the Articles of Organization are not amended in any manner that changes any of the information required by paragraphs (2) through (5) of subsection 3-109(c) of the Maryland General Corporation Law.

**EIGHTH:** The manner and basis of converting or exchanging issued shares of the merging entities into different stock of a corporation, for other consideration, and the treatment of any issued stock of the merging corporations not to be converted or exchanged are as follows:

(a) Each issued and outstanding membership interest of LLC on the effective date of the merger shall continue, without change as to class, series, or otherwise, to be an issued and outstanding membership interest of LLC.

(b) Each share of CCPC's common stock issued and outstanding immediately prior to the merger shall be converted into shares of common stock, par value \$5.00 per share, of Crown Central Holdings, Inc., a Delaware corporation, on a one-for-one (1:1) basis.

(c) The shares of common stock of Crown Central Holdings, Inc. held by CCPC prior to the merger shall be canceled and cease to exist.

(d) As soon as practicable following the effective time of the merger, the holder of all of the issued and outstanding shares of common stock of CCPC shall be entitled to surrender to Crown Central Holdings, Inc. the certificates representing the shares of common stock of CCPC held by such holder immediately prior to the effective time of the merger, and, upon such surrender, shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of common stock of Crown Central Holdings, Inc. deliverable in respect thereof.


**NINTH:** The merger shall become effective upon acceptance for record by the Maryland State Department of Assessments and Taxation of these Articles of Merger.

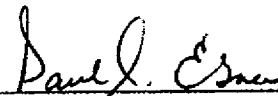
[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, Crown Central Petroleum Corporation and Crown Central LLC have caused these presents to be signed in their respective names and on their respective behalves by their respective presidents and witnessed by their respective secretaries on March 1, 2005.

WITNESS:


CROWN CENTRAL PETROLEUM CORPORATION  
a Maryland corporation

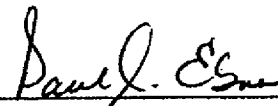
  
Name: Andrew Lapayowker  
Secretary

By   
Name: Paul J. Ebner  
Title: President

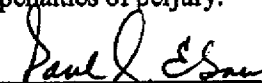
WITNESS:

Crown Central LLC  
a Maryland limited liability company


  
Name: Andrew Lapayowker  
Secretary

By   
Name: Paul J. Ebner  
Title: President and Authorized Person

THE UNDERSIGNED, President of Crown Central Petroleum Corporation, who executed on behalf of the Corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles of Merger to be the corporate act of said Corporation and hereby certifies that to the best of his knowledge, information, and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.

  
Name: Paul J. Ebner, President

THE UNDERSIGNED, President and Authorized Person of Crown Central LLC, who executed on behalf of the Company the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Company the foregoing Articles of Merger to be the company act of said Company and hereby certifies that to the best of his knowledge, information, and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.

  
Name: Paul J. Ebner, President and Authorized Person