

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Southwest Georgia Oil Company, Inc.		12/11/2006	CORPORATION: GEORGIA
RECEIVING PARTY DATA			
Name:	The Pantry, Inc.		
Street Address:	1801 Douglas Drive, P.O. Box 1410		
City:	Sanford		
State/Country:	NORTH CAROLINA		
Postal Code:	27331-1410		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2298726	SUN STOP	
Registration Number:	2302622	SUN STOP	
CORRESPONDENCE DATA			
Fax Number:	(919)821-6800		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Email:	kovies@smithlaw.com		
Correspondent Name:	Kelli Ovies		
Address Line 1:	2500 Wachovia Capitol Ctr, P.O. Box 2611		
Address Line 4:	Raleigh, NORTH CAROLINA 27602-2611		
NAME OF SUBMITTER:	Kelli Ovies		
Signature:	/kovies/		
Date:	12/05/2008		
Total Attachments: 7			

OP \$65.00 2298726

900122612

**TRADEMARK
 REEL: 003902 FRAME: 0702**

source=20081204161400#page1.tif
source=20081204161400#page2.tif
source=20081204161400#page3.tif
source=20081204161400#page4.tif
source=20081204161400#page5.tif
source=20081204161400#page6.tif
source=20081204161400#page7.tif

ASSET PURCHASE AGREEMENT

between

SOUTHWEST GEORGIA OIL COMPANY, INC.

and

THE PANTRY, INC.

Dated as of December 11, 2006

#915253_6.doc
5829-492

TRADEMARK
REEL: 003902 FRAME: 0704

ASSET PURCHASE AGREEMENT

This Asset Purchase Agreement (the "Agreement"), dated as of the 11th day of December, 2006, by and between SOUTHWEST GEORGIA OIL COMPANY, INC., a Georgia corporation (the "Seller"), and THE PANTRY, INC., a Delaware corporation (the "Purchaser").

ARTICLE II

**PURCHASE AND SALE OF ASSETS AND
ASSUMPTION OF LIABILITIES; PURCHASE PRICE**

2.1 **Purchase and Sale of Assets.** Subject to the terms and conditions of this Agreement, at the Closing the Seller shall Transfer to the Purchaser, and the Purchaser shall acquire and accept from the Seller,

(j) the name "Sun Stop," all variations thereof, related trademark and trade name registrations, and the goodwill associated therewith and with the Business;

5.26 Trademarks. Schedule 5.26 sets forth a complete list of all material trademarks, tradenames, product identifiers and/or trade dresses of any type whatsoever that are presently used in the Business, other than such items that identify products or services of third parties that are sold by Seller in the ordinary course of business (the "Trademarks"), and all licenses that it has with respect to any intellectual property of a third party used in the Business (other than shrink-wrap software licenses) and indicates each Trademark that is registered in the name of Seller on the Principal Register of the United States Patent and Trademark Office or in any State. To the Knowledge of the Seller, there is no infringement of the Trademarks by others. To the Knowledge of the Seller, the use of the Trademarks in the Business (as the Business is now being conducted) does not result in any infringement of the rights of others. The Seller is the sole and legal owner of the Trademarks and there is no claim by any other person that such other person is the legal owner of such Trademarks. The Seller has not granted any license or right to use any Trademark being transferred to Purchaser to any other person.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed, and Michael W. Harrell, Glennie Bench, Aaron Goodman, and Prasa Properties, LLC have executed this Agreement for the limited purpose of acknowledging their respective obligations under Sections 11.2 and 11.4 hereof, as of the day and year first above written.

Witnesses:

Carla Goodman
Aaron Goodman

SOUTHWEST GEORGIA OIL COMPANY, INC.

By:

[Signature]
Name: Michael W. Harrell
Title: President

Carla Goodman
Glennie Bench

[Signature]
Michael W. Harrell, Individually

Carla Goodman
Aaron Goodman

[Signature]
Glennie Bench, Individually

Carla Goodman
Glennie Bench

Aaron Goodman
Aaron Goodman, Individually

Carla Goodman
Glennie Bench

PRASA PROPERTIES, LLC

By:

[Signature]
Name: Mike Harrell
Title: President

[Signature]
Jocia Whitrock

THE PANTRY, INC.

By:

[Signature]
James D. Bosworth
Vice President

Schedule 5.26
Trademarks

Trademarks Sold to Purchaser

Sunstop*



Sunstop Convenience Stores



Trademarks Retained by Seller

Inland*



Sun Valley Market



Sunshine Coffee Co.



Ice Stop



Sunshine Bakery



Thirst Stop

Tobacco Depot

SunSplash Carwash

Smokehouse BBQ

Peak Power*



*Trademarks Registered with the U.S.
Patent Office