

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Worsley Operating Corporation		10/14/2009	CORPORATION: NORTH CAROLINA
RECEIVING PARTY DATA			
Name:	National City Bank, as successor to National City Business Credit, Inc., as Collateral Agent		
Street Address:	99 High Street		
Internal Address:	27th Floor		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02110		
Entity Type:	National Bank: UNITED STATES		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	77833107	VPS CONVENIENCE STORE GROUP	
CORRESPONDENCE DATA			
Fax Number:	(703)415-1557		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	703-415-1555		
Email:	mail@specializedpatent.com		
Correspondent Name:	Christopher E. Kondracki		
Address Line 1:	1501 Wilson Boulevard		
Address Line 2:	Suite 510		
Address Line 4:	Arlington, VIRGINIA 22209		
ATTORNEY DOCKET NUMBER:	9100810		
NAME OF SUBMITTER:	Christopher E. Kondracki		

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**TRADEMARK
 REEL: 004090 FRAME: 0470**

Signature:	/Christopher E. Kondracki/
Date:	11/03/2009
Total Attachments: 2 source=Worsley Operating#page1.tif source=Worsley Operating#page2.tif	

SUPPLEMENT TO GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

This Supplement to Grant of Security Interest In United States Trademarks (this "Supplement") is made as of the 14th day of October, 2009 by and between WORSLEY OPERATING CORPORATION, a North Carolina corporation (the "Grantor") with principal offices at 10 South Cardinal Drive, Wilmington, North Carolina, and NATIONAL CITY BANK, as successor to National City Business Credit, Inc., as Collateral Agent, a national bank with offices at 99 High Street, 27th Floor, Boston, MA 02110 (the "Grantee"), in consideration of the mutual covenants herein contained and benefits to be derived herefrom.

WHEREAS, the Grantor executed and delivered a Grant of Security Interest In United States Trademarks dated as of July 3, 2008 (as amended of record, hereinafter, the "Grant") in favor of the Grantee, pursuant to which the Grantor pledged, assigned and granted a security interest in favor of the Grantee in certain Marks (as defined therein); and

WHEREAS, the Grantor has developed an additional Mark and desires to hereby confirm the pledge of, and the grant of a security interest in, such additional Mark in favor of the Grantee.

NOW, THEREFORE, it is hereby agreed as follows:

1. Definitions. All capitalized terms herein and not otherwise defined shall have the same meaning herein as in the Grant.
2. Supplement to Schedule A. Schedule A to the Grant is hereby amended and supplemented by adding thereto the following Mark:

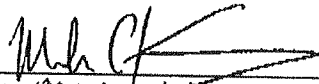
MARK	APPLICATION NUMBER	APPLICATION DATE
VPS CONVENIENCE STORE GROUP	77833107	September 23, 2009

3. Miscellaneous:
 - a. Except as provided herein, all terms and conditions of the Grant remain in full force and effect. The Grantor hereby ratifies, confirms and reaffirms all of the representations, warranties and covenants contained therein.
 - b. This Supplement covers the entire understanding of the parties with respect to the matters set forth herein and supersedes all prior discussions and negotiations hereon.


[signature pages follow]

IN WITNESS WHEREOF, the undersigned have executed this Supplement as of the date first written above.

WORSLEY OPERATING CORPORATION, as Grantor

By: 
Name: Mark C. King
Title: CFO

National City Bank, as successor to
NATIONAL CITY BUSINESS CREDIT, INC.,
as Collateral Agent and Grantee

By: 
Name: Matthew Patten
Title: Vice President