

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
UNI-MARTS, LLC	FORMERLY GREEN VALLEY ACQUISITION CO., LLC	12/30/2009	LIMITED LIABILITY COMPANY: PENNSYLVANIA

RECEIVING PARTY DATA

Name:	LEHIGH GAS CORPORATION
Street Address:	1425 Mountain Drive North
City:	Bethlehem
State/Country:	PENNSYLVANIA
Postal Code:	18015
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2790279	CHOICE CIGARETTE DISCOUNT OUTLET

CORRESPONDENCE DATA

Fax Number: (610)435-3089
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (610) 435-0450
 Email: cleinberger@davisonmccarthy.com
 Correspondent Name: Cheri Ann Leinberger, Esquire
 Address Line 1: 1146 S. Cedar Crest Blvd., Suite 200
 Address Line 4: Allentown, PENNSYLVANIA 18103

NAME OF SUBMITTER:	Cheri Ann Leinberger, Esquire
Signature:	/Cheri Ann Leinberger/
Date:	06/25/2010

Total Attachments: 4

900165754

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OP \$40.00 2790279

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ASSIGNMENT OF TRADEMARKS

This ASSIGNMENT AND ASSUMPTION AGREEMENT (this "Assignment"), dated as of December 30, 2009, is made by and between (i) UNI-MARTS, LLC, a Pennsylvania limited liability company ("Uni-Marts"), (ii) UNI-MARTS OHIO, LLC, a Pennsylvania limited liability company ("Uni-Ohio"), (iii) UNI REALTY OF LUZERNE, L.P., a Delaware limited partnership ("Uni-Luzerne"), (iv) UNI REALTY OF WILKES BARRE, L.P., a Delaware limited partnership ("Uni-Wilkes Barre"; Uni Wilkes Barre, together with Uni-Marts, Uni-Ohio and Uni-Luzerne, collectively the "Sellers" and each individually, a "Seller"), each of which is a Debtor and Debtor in Possession under Case No. 08-11037 (the "Case") under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), in favor of LEHIGH GAS CORPORATION, a Delaware corporation (hereinafter "Purchaser").

WHEREAS, Sellers and Kwik Pik LLC, a Delaware limited liability company ("Kwik Pik"), entered into that certain Asset Purchase Agreement, dated as of September 2, 2009 (as amended, the "Asset Purchase Agreement"); and

WHEREAS, pursuant to the Asset Purchase Agreement, Sellers have agreed to assign to Kwik Pik, and Kwik Pik has agreed to assume from Sellers, all of Sellers' right, title and interest in, to and under the Trademark Assets; and

WHEREAS, pursuant to that certain Assignment and Assumption of Asset Purchase Agreement dated as of even date herewith, Kwik Pik has assigned its right to acquire the Trademark Assets to Purchaser, and Sellers and Purchaser have consented to such assignment.

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

1. Assignment by Sellers. Sellers, on behalf of Debtors, do hereby transfer, sell, assign and deliver to Purchaser, on the terms and subject to the conditions set forth in the Asset Purchase Agreement and the Sale Order, all of Sellers' right, title and interest in, to and under the Trademark Assets set forth on Exhibit A, attached hereto.

2. Acknowledge by Purchaser. Purchaser does hereby assume the Trademark Assets set forth on Exhibit A, attached hereto.

3. Definitions. Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Asset Purchase Agreement.

4. Miscellaneous. This Assignment is being delivered pursuant to the Asset Purchase Agreement and shall be construed consistently therewith. In the event of any inconsistency between this Assignment and the Asset Purchase Agreement, the Asset Purchase Agreement shall control and prevail. Without limiting the foregoing, this Assignment shall be governed by, and construed in accordance with, the Laws of the State of Delaware, without regard to conflicts of laws principles, and, to the extent applicable, the Bankruptcy Code. This Assignment may be executed in counterparts, each of which shall be deemed an original and all of which, taken together, shall be considered one and the same Assignment.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment and Assumption Agreement to be duly executed as of the day and year first written above.

Sellers:

UNI-MARTS, LLC, a Pennsylvania limited liability company

By: Stephen B. Krumholz
Name: Stephen B. Krumholz
Title: Manager

UNI-MARTS OHIO, LLC, a Pennsylvania limited liability company

By: Stephen B. Krumholz
Name: Stephen B. Krumholz
Title: Manager

UNI REALTY OF LUZERNE, L.P., a Delaware limited partnership

By: Uni Realty of Luzerne, Inc.

By: Stephen B. Krumholz
Name: Stephen B. Krumholz
Title: Manager

UNI REALTY OF WILKES BARRE, L.P., a Delaware limited partnership

By: Uni Realty of Wilkes Barre, Inc.

By: Stephen B. Krumholz
Name: Stephen B. Krumholz
Title: Manager

Purchaser:

LEHIGH GAS CORPORATION, a Delaware corporation

By: _____
Name: Joseph V. Topper, Jr.
Title: CEO

Assignment of Trademarks

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IN WITNESS WHEREOF, the parties hereto have caused this Assignment and Assumption Agreement to be duly executed as of the day and year first written above.

Sellers:

UNI-MARTS, LLC, a Pennsylvania limited liability company

By: _____
Name:
Title:

UNI-MARTS OHIO, LLC, a Pennsylvania limited liability company

By: _____
Name:
Title:

UNI REALTY OF LUZERNE, L.P., a Delaware limited partnership

By: Uni Realty of Luzerne, Inc.

By: _____
Name:
Title:

UNI REALTY OF WILKES BARRE, L.P., a Delaware limited partnership

By: Uni Realty of Wilkes Barre, Inc.

By: _____
Name:
Title:

Purchaser:

LEHIGH GAS CORPORATION, a Delaware corporation

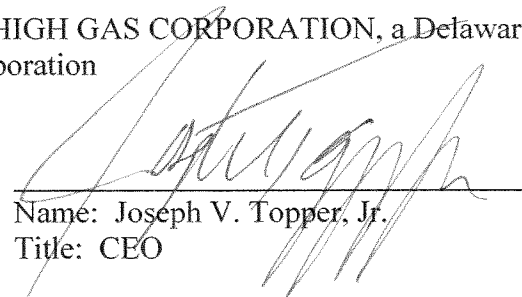
By: 
Name: Joseph V. Topper, Jr.
Title: CEO

EXHIBIT A

Trademark Assets

Registered Marks:
UN (Stylized), U.S. Reg. No. 1233036
UNI-MART (Stylized), U.S. Reg. No. 1240593
UNI-MART (& DESIGN), U.S. Reg. No. 2061401
CHOICE CIGARETTE DISCOUNT OUTLET, U.S. Reg. No. 2790279