

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Trademark Security Interest Assignment

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Worsley Operating Company, LLC		01/20/2014	LIMITED LIABILITY COMPANY: NORTH CAROLINA

RECEIVING PARTY DATA	
Name:	WOC Southeast Holding Corp.
Street Address:	1410 Commonwealth Drive
Internal Address:	Suite 202
City:	Wilmington
State/Country:	NORTH CAROLINA
Postal Code:	28403
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 12		
Property Type	Number	Word Mark
Registration Number:	2995521	CIGARETTE CITY
Registration Number:	2974725	CAROLINA PETRO
Registration Number:	0011409	
Registration Number:	3494476	SCOTCHMAN
Registration Number:	3494477	SCOTCHMAN YOUR GOOD NEIGHBOR STORE
Registration Number:	0002245	
Registration Number:	3121101	QUICK & EASY EVERYDAY SHOP & CAFE
Registration Number:	2437535	EVERYDAY
Registration Number:	2437536	EVERYDAY
Registration Number:	3548975	VIRGINIA OIL COMPANY
Registration Number:	3805131	CW'S COFFEE COMPANY
Registration Number:	3812391	CW'S COFFEE COMPANY

CH \$315.00 2995521

CORRESPONDENCE DATA

Fax Number: 2027393001

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 202-739-5723

Email: chimmelfarb@morganlewis.com

Correspondent Name: Carolyn Himmelfarb

Address Line 1: 1111 Pennsylvania Avenue, N.W.

Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

ATTORNEY DOCKET NUMBER:	028581-0120
NAME OF SUBMITTER:	Carolyn Himmelfarb
Signature:	/Carolyn Himmelfarb/
Date:	01/30/2014

Total Attachments: 4

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CONFIRMATION OF TRADEMARK SECURITY INTEREST ASSIGNMENT

This Confirmation of Trademark Security Interest Assignment (the "Confirmation Agreement"), dated as of January 30, 2014, is made by Worsley Operating Company, LLC, a North Carolina limited liability company (in such capacity, the "Assignor"), in favor of WOC Southeast Holding Corp., a Delaware corporation (in such capacity, the "Assignee").

WHEREAS, pursuant to that certain Trademark Security Agreement, dated as of August 6, 2013 (as amended, supplemented or otherwise modified from time to time, the "Trademark Security Agreement") among GPM Southeast, LLC and each other person identified on the signature pages thereof as a "Grantor" (each a "Grantor" and collectively, the "Grantors") and the Assignor, Grantors pledged and granted to the Assignor a continuing security interest in, among other things the Trademarks (as defined below);

WHEREAS, the Assignor has agreed to assign its security interest in the trademarks, trademark applications and trademark registrations, identified on Schedule 1 attached hereto (the "Trademarks"), to the Assignee; and

WHEREAS, Assignor and Assignee desire to record the transfer of security interest in the aforesaid Trademarks from the Assignor to the Assignee in the United States Patent and Trademark Office.

NOW THEREFORE, Assignor and Assignee hereby confirm that, effective as of January 30, 2014, Assignor assigned and does hereby assign to Assignee, its successors and assigns, Assignor's security interest in the Trademarks.

Assignor hereby authorizes the appropriate empowered officials in the appropriate governmental offices in jurisdictions throughout the world to transfer Assignor's security interest in the Trademarks to Assignee as assignee in accordance with this instrument of assignment. Further, Assignor shall take all additional steps necessary, including the execution of any additional documents and instruments reasonably requested by Assignee, in order to effect or memorialize the intent of this Confirmation Agreement.

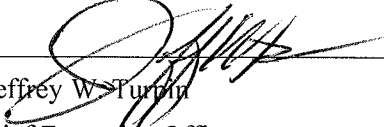
Assignor represents that it has the authority to make and enter into this Confirmation Agreement.

IN WITNESS WHEREOF, the undersigned have executed this Confirmation Agreement effective as of the date hereof.

[Signature pages follow]

Acknowledged and Agreed:

WOC SOUTHEAST HOLDING CORP., as Assignee

By:  _____

Name: Jeffrey W. Turpin

Title: Chief Executive Officer

Signature Page to Confirmation of Trademark Security Interest Assignment

TRADEMARK
REEL: 005204 FRAME: 0785

SCHEDULE 1

TRADEMARK REGISTRATIONS

<u>Registered Trademarks</u>				
	TRADEMARK	REG. #	OWNER	STATUS
	CIGARETTE CITY (W/O)	2995521	WOC	Registered – 9/13/2005
	CAROLINA PETRO (W/O)	2974725	WOC	Canceled – reapplication in process
	Man in Hat and Topcoat Peering Through Spyglass	011409	WOC	Registered - 2/15/1995 (North Carolina state registration)
	Scotchman	3494476	WOC	Registered - 9/2/2008
	SCOTCHMAN, YOUR GOOD NEIGHBOR STORE	3494477	WOC	Registered - 2/15/1995
	SCOTCHMAN and design	002245	Entrepreneur, Inc.	Registered – 4/18/1975 (North Carolina state registration)
	QUICK & EASY EVERYDAY SHOP AND CAFÉ and design	3121101	Virginia oil	Canceled – 3/1/ 2013. [WOC filed a new application for this mark earlier this month.]
	EVERYDAY and design	2437535	LSF5	Canceled
	EVERYDAY	2437536	LSF5	Canceled
	VIRGINIA OIL COMPANY	3548975	LSF5	Registered - 12/23/2008
	CW'S COFFEE COMPANY	3805131	WOC	Registered – 6/22/2010
	CW'S COFFEE COMPANY	3812391	WOC	Registered – 7/6/2010
<u>Internet domain names</u>				
	Worsley.com Scotchmanstores.com			
	LilCricketStores.com			
	YoungsFoodStores.com			