

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
WOC Southeast Holding Corp.		01/20/2014	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Marsh Merger Sub, LLC
Street Address:	1410 Commonwealth Drive
Internal Address:	Suite 202
City:	Wilmington
State/Country:	NORTH CAROLINA
Postal Code:	28403
Entity Type:	LIMITED LIABILITY COMPANY: 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

CORRESPONDENCE DATA

900279481

TRADEMARK
 REEL: 005210 FRAME: 0333

CH \$315.00 2995521

Fax Number: 2027395723
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:	02/06/2014

Total Attachments: 4
source=Security Interest Agreement - Marsh#page1.tif
source=Security Interest Agreement - Marsh#page2.tif
source=Security Interest Agreement - Marsh#page3.tif
source=Security Interest Agreement - Marsh#page4.tif

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 WOC Southeast Holding Corp., a Delaware corporation (in such capacity, the "Assignor"), in favor of Marsh Merger Sub, LLC, a Delaware limited liability company (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 Worsley Operating Company, LLC ("Worsley"), Grantors pledged and granted to Worsley a continuing security interest in, among other things the Trademarks (as defined below);

WHEREAS, Worsley assigned its security interest in the Trademarks (as defined below) to the Assignor pursuant to that certain Confirmation of Trademark Security Interest Assignment, dated as of January 30, 2014, among Worsley and the Assignor;

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;

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]

WOC SOUTHEAST HOLDING CORP., as Assignor

By: _____

Name: Jeffrey W. Turpin

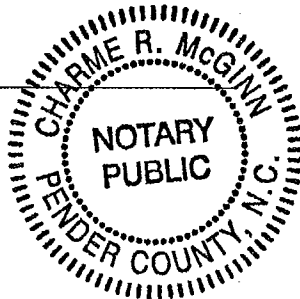
Title: Chief Executive Officer

STATE OF NORTH CAROLINA }
 } ss:
COUNTY OF NEW HANOVER }

Before me, the undersigned, a Notary Public of the State of North Carolina, personally appeared Jeffrey W. Turpin, having been sworn by me according to law did depose and say he was the Chief Executive Officer of WOC Southeast Holding Corp. (the "Assignor") and did acknowledge the execution of the foregoing Confirmation of Trademark Assignment on behalf of said Assignor.


I HEREBY SET my hand and notarial seal this 20 day of January, 2014.

Charme R McGinn
Notary



Acknowledged and Agreed:

MARSH MERGER SUB, LLC, as Assignee

By:  _____

Name: Jeffrey W. Purpin

Title: Chief Executive Officer

Signature Page to Confirmation of Trademark Security Interest Assignment

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			