

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM346078

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
VILLAGE PANTRY, LLC		06/15/2015	LIMITED LIABILITY COMPANY: INDIANA
WOC SOUTHEAST HOLDING CORP.		06/15/2015	CORPORATION: DELAWARE
COLONIAL PANTRY HOLDINGS, LLC		06/15/2015	LIMITED LIABILITY COMPANY: DELAWARE
LSF5 CAVALIER INVESTMENTS, LLC		06/15/2015	LIMITED LIABILITY COMPANY: DELAWARE
MARSH VILLAGE PANTRIES, LLC		06/15/2015	LIMITED LIABILITY COMPANY: INDIANA
MUNDY REALTY, LLC		06/15/2015	LIMITED LIABILITY COMPANY: INDIANA
NEXT DOOR GROUP, LLC		06/15/2015	LIMITED LIABILITY COMPANY: DELAWARE
NEXT DOOR OPERATIONS, LLC		06/15/2015	LIMITED LIABILITY COMPANY: DELAWARE
NEXT DOOR RE PROPERTY, LLC		06/15/2015	LIMITED LIABILITY COMPANY: DELAWARE
PALM FOOD STORES, LLC		06/15/2015	LIMITED LIABILITY COMPANY: DELAWARE
PANTRY PROPERTY, LLC		06/15/2015	LIMITED LIABILITY COMPANY: INDIANA
VILLAGE PANTRIES MERGER SUB, LLC		06/15/2015	LIMITED LIABILITY COMPANY: DELAWARE
VILLAGE PANTRY SPECIALTY HOLDING, LLC		06/15/2015	LIMITED LIABILITY COMPANY: DELAWARE
GPM WOC HOLDCO, LLC		06/15/2015	LIMITED LIABILITY COMPANY: DELAWARE
VILLAGE VARIETY STORE OPERATIONS, LLC		06/15/2015	LIMITED LIABILITY COMPANY: DELAWARE
VIRGINIA OIL COMPANY, LLC		06/15/2015	LIMITED LIABILITY COMPANY: DELAWARE
VIVA PANTRY & PETRO OPERATIONS, LLC		06/15/2015	LIMITED LIABILITY COMPANY: DELAWARE
WOCSC, LLC		06/15/2015	LIMITED LIABILITY COMPANY: SOUTH CAROLINA
WORSLEY OPERATING		06/15/2015	LIMITED LIABILITY
TRADEMARK			

CH \$40.00 74011670

Name	Formerly	Execution Date	Entity Type
COMPANY, LLC			COMPANY: NORTH CAROLINA

RECEIVING PARTY DATA

Name:	ARKO HOLDINGS, LTD
Street Address:	7 SAPIR STREET, FLOOR 3
City:	HERZLIYA
State/Country:	ISRAEL
Entity Type:	COMPANY: ISRAEL

Name:	GPM HOLDINGS, INC.
Street Address:	65 EAST 55TH STREET, 19TH FLOOR
City:	NEW YORK
State/Country:	NEW YORK
Postal Code:	10022
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	74011670	THANK\$ A LOTTERY

CORRESPONDENCE DATA

Fax Number: 8668265420

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

Phone: 301-638-0511

Email: penelope@ipresearchplus.com

Correspondent Name: Corporation Service Company

Address Line 1: 1090 Vermont Avenue, Ste 430

Address Line 4: Washington, D.C. 20005

ATTORNEY DOCKET NUMBER: COS1-40248 (685464)

DOMESTIC REPRESENTATIVE

Name: Julius R. Schwarz, Esq.

Address Line 1: 160 Varick Street, Second Floor

Address Line 4: New York, NEW YORK 10013

NAME OF SUBMITTER:	Penelope J.A. Agodoa
SIGNATURE:	/pja/
DATE SIGNED:	06/28/2015

Total Attachments: 6
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FIRST SUPPLEMENT TO TRADEMARK SECURITY AGREEMENT

This **FIRST SUPPLEMENT TO TRADEMARK SECURITY AGREEMENT** is made on June 15, 2015 (this "Supplement") by **VILLAGE PANTRY, LLC**, an Indiana limited liability company and certain other Persons signatory hereto (collectively, the "Grantors") in favor of **ARKO HOLDINGS, LTD.**, an Israeli company and **GPM HOLDINGS, INC.**, a Delaware corporation (each, together with any permitted transferee, the "Lender").

WHEREAS, the Grantors executed and delivered that certain Trademark Security Agreement dated June 3, 2015 and recorded with the United States Patent and Trademark Office (the "USPTO") on June 4, 2015 at Reel 5545, Frame 0171 (as amended, restated, supplemented or otherwise modified from time to time, the "Agreement") in favor of the Lender, pursuant to which the Grantors pledged, assigned and granted a security interest in certain Trademarks (as defined therein) and other related rights; and

WHEREAS, an erroneous serial number in respect of the Trademark named "THANK\$ A LOTTERY" is listed on Schedule 1 to the Agreement and the Grantors desire to hereby confirm the pledge of, and the grant of a security interest in, such Trademark and the related rights further described under the Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed as follows:

1. Supplement to Schedule 1. Schedule 1 to the Agreement is hereby supplemented, but not replaced, by Schedule 1-A annexed hereto.
2. Effect on Agreement. Except as provided herein, all terms and conditions of the Agreement remain in full force and effect. Each Grantor hereby ratifies, confirms and reaffirms all of the representations, warranties and covenants contained in the Agreement.

REMAINDER OF PAGE INTENTIONALLY BLANK; SIGNATURE FOLLOWS.

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

GRANTORS:

VILLAGE PANTRY, LLC
GPM WOC HOLDCO, LLC
WOC SOUTHEAST HOLDING CORP.
VILLAGE PANTRIES MERGER SUB, LLC
VILLAGE PANTRY SPECIALTY HOLDINGS, LLC
MARSH VILLAGE PANTRIES, LLC
MUNDY REALTY, LLC
VIVA PANTRY & PETRO OPERATIONS, LLC
VILLAGE VARIETY STORE OPERATIONS, LLC
NEXT DOOR GROUP, LLC
PANTRY PROPERTY, LLC
NEXT DOOR RE PROPERTY, LLC
NEXT DOOR OPERATIONS, LLC
WORSLEY OPERATING COMPANY, LLC
LSFS CAVALIER INVESTMENTS, LLC
WOCSC, LLC
PALM FOOD STORES, LLC
VIRGINIA OIL COMPANY, LLC

By: 

Name: Arie Kotler

Title: Chief Executive Officer

By: 

Name: Don Bassell

Title: Chief Financial Officer

COLONIAL PANTRY HOLDINGS, LLC

By: 

Name: Don Bassell

Title: Chief Financial Officer

By: 

Name: Maury Bricks

Title: General Counsel

SIGNATURE PAGE

FIRST SUPPLEMENT TO TRADEMARK SECURITY AGREEMENT

TRADEMARK

REEL: 005563 FRAME: 0212

ACKNOWLEDGMENT
(ARIE KOTLER)

STATE OF Virginia)
COUNTY OF Henrico) ss.

On this 25 day of June, 2015 before me personally appeared ARIE KOTLER, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of VILLAGE PANTRY, LLC, GPM WOC HOLDCO, LLC, WOC SOUTHEAST HOLDING CORP., VILLAGE PANTRIES MERGER SUB, LLC, VILLAGE PANTRY SPECIALTY HOLDINGS, LLC, MARSH VILLAGE PANTRIES, LLC, MUNDY REALTY, LLC, VIVA PANTRY & PETRO OPERATIONS, LLC, VILLAGE VARIETY STORE OPERATIONS, LLC, NEXT DOOR GROUP, LLC, PANTRY PROPERTY, LLC, NEXT DOOR RE PROPERTY, LLC, NEXT DOOR OPERATIONS, LLC, WORSLEY OPERATING COMPANY, LLC, LSF5 CAVALIER INVESTMENTS, LLC, WOCSC, LLC, PALM FOOD STORES, LLC and VIRGINIA OIL COMPANY, LLC, who being by me duly sworn did depose and say that he is the Chief Executive Officer of said corporation and limited liability companies, that the said instrument was signed on behalf of said corporation and limited liability companies as authorized by its respective Board and that he acknowledged said instrument to be the free act and deed of said corporation and limited liability companies.

Phyllis Stinson
Notary Public Commonwealth of Virginia
Registration # 275546
My Commission Expires Nov. 30, 2015

Phyllis Stinson
Notary Public

Phyllis Stinson
(Type Or Print Name)

(SEAL)

Commission Expires: Nov. 30, 2015

ACKNOWLEDGMENT
(DON BASSELL)

STATE OF Virginia)
COUNTY OF Henrico) ss.

On this 25 day of June, 2015 before me personally appeared DON BASSELL, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of VILLAGE PANTRY, LLC, GPM WOC HOLDCO, LLC, WOC SOUTHEAST HOLDING CORP., VILLAGE PANTRIES MERGER SUB, LLC, VILLAGE PANTRY SPECIALTY HOLDINGS, LLC, MARSH VILLAGE PANTRIES, LLC, MUNDY REALTY, LLC, VIVA PANTRY & PETRO OPERATIONS, LLC, VILLAGE VARIETY STORE OPERATIONS, LLC, NEXT DOOR GROUP, LLC, PANTRY PROPERTY, LLC, NEXT DOOR RE PROPERTY, LLC, NEXT DOOR OPERATIONS, LLC, WORSLEY OPERATING COMPANY, LLC, LSF5 CAVALIER INVESTMENTS, LLC, WOCSC, LLC, PALM FOOD STORES, LLC, VIRGINIA OIL COMPANY, LLC and COLONIAL PANTRY HOLDINGS, LLC, who being by me duly sworn did depose and say that he is the Chief Financial Officer of said corporation and limited liability companies, that the said instrument was signed on behalf of said corporation and limited liability companies as authorized by its respective Board and that he acknowledged said instrument to be the free act and deed of said corporation and limited liability companies.

Phyllis Stinson
Notary Public Commonwealth of Virginia
Registration # 275546
My Commission Expires Nov. 30, 2015

Phyllis Stinson
Notary Public

Phyllis Stinson
(Type Or Print Name)

(SEAL)

Commission Expires: Nov. 30, 2015

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ACKNOWLEDGMENT
(MAURY BRICKS)

STATE OF Virginia)
) ss.
COUNTY OF Henrico)

On this 25 day of June, 2015 before me personally appeared MAURY BRICKS, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of COLONIAL PANTRY HOLDINGS, LLC, who being by me duly sworn did depose and say that he is the General Counsel of said limited liability company, that the said instrument was signed on behalf of said limited liability company as authorized by its Board and that he acknowledged said instrument to be the free act and deed of said limited liability company.

Phyllis Stinson
Notary Public Commonwealth of Virginia
Registration # 275546
My Commission Expires Nov. 30, 2015

Phyllis Stinson
Notary Public

Phyllis Stinson
(Type Or Print Name)

(SEAL)

Commission Expires: Nov. 30, 2015

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SCHEDULE 1-A

<u>Trademark Name</u>	<u>Serial Number</u>	<u>Owner</u>	<u>Status</u>
THANK\$ A LOTTERY	74/011,670	Village Pantry, LLC	Current

SCHEDULE 1-A

FIRST SUPPLEMENT TO TRADEMARK SECURITY AGREEMENT

RECORDED: 06/29/2015

TRADEMARK
REEL: 005563 FRAME: 0216