

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM382392

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	09/13/2015		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Pantry, Inc.		09/13/2015	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	CIRCLE K STORES INC.		
Street Address:	1130 West Warner Road		
Internal Address:	Building B		
City:	Tempe		
State/Country:	ARIZONA		
Postal Code:	85284		
Entity Type:	Corporation: TEXAS		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	75568384	K	
CORRESPONDENCE DATA			
Fax Number:	5148457874		
<i>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.</i>			
Phone:	514-987-6242		
Email:	gillespie@robic.com		
Correspondent Name:	Robic		
Address Line 1:	1001, Square-Victoria, Bloc E, 8th Floor		
Address Line 4:	Montreal, CANADA H2Z 2B7		
ATTORNEY DOCKET NUMBER:	017372-0115		
NAME OF SUBMITTER:	Frederique Gillespie		
SIGNATURE:	/fgi/		
DATE SIGNED:	04/29/2016		
Total Attachments: 8			
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Office of the Secretary of State

September 10, 2015

Corporation Service Company
211 E. 7th Street, Suite 620
Austin, TX 78701 USA

RE:
CIRCLE K STORES INC (File Number: 10697700)

It has been our pleasure to approve and place on record the filing instrument effecting a merger. The appropriate evidence of filing is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division

Enclosure



Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument merging

The Pantry, Inc.
Foreign For-Profit Corporation
Delaware, USA
[Entity not of Record, Filing Number Not Available]

Into

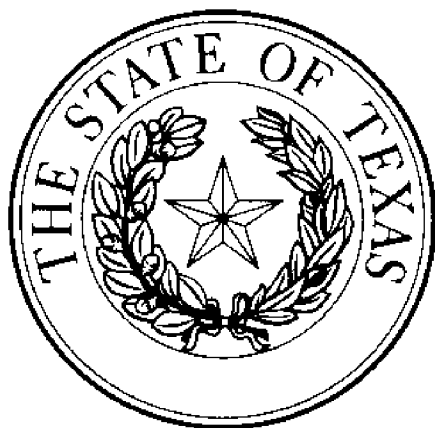
CIRCLE K STORES INC
Domestic For-Profit Corporation
[File Number: 10697700]

has been received in this office and has been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the merger on the date shown below.

Dated: 09/09/2015

Effective: 09/13/2015 11:01 pm



A handwritten signature in black ink, appearing to read "Cascos" followed by a horizontal line.

Carlos H. Cascos
Secretary of State

Form 623

(Revised 05/11)

Return in duplicate to:

Secretary of State

P.O. Box 13697

Austin, TX 78711-3697

512 463-5555

FAX: 512 463-5709

Filing Fee: see instructions



This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas

SEP 09 2015

**Parent-Subsidiary
Certificate of Merger
Business Organizations Code Corporations Section**

Parties to the Merger

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

The name, organizational form, and state of incorporation or organization, and file number, if any, issued by the secretary of state for the parent and subsidiary organization(s) are as follows:

Parent

Circle K Stores Inc.

Name of Organization

The organization is a for-profit corporation It is organized under the laws of

Specify organizational form (e.g., for-profit corporation)

Texas

United States

The file number, if any, is 10697700

State

Country

Texas Secretary of State file number

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address

City

State Country

Subsidiary 1

The Pantry, Inc.

Name of Organization

The organization is a: for-profit corporation It is organized under the laws of:

Specify organizational form (e.g., for-profit corporation)

Delaware

United States

The file number, if any, is N/A

State

Country

Texas Secretary of State file number

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

2711 Centerville Road, Suite 400

Wilmington

DE USA

Street Address

City

State Country

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

Number of ownership interests outstanding	Class	Series	Number owned by parent	Percentage Owned
1,000	Common	N/A	1,100	100%

The organization will survive the merger.

The organization will not survive the merger.

Subsidiary 2

Name of Organization

The organization is a: _____
Specify organizational form (e.g., for-profit corporation)

It is organized under the laws of:

_____ The file number, if any, is: _____
State Country Texas Secretary of State file number
If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

_____ *Street Address City State Country*
The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:
Number of ownership interests outstanding Class Series Number owned by parent Percentage Owned

The organization will survive the merger. The organization will not survive the merger.

Subsidiary 3

_____ *Name of Organization*
The organization is a: _____ It is organized under the laws of: _____
Specify organizational form (e.g., for-profit corporation)
_____ The file number, if any, is: _____
State Country Texas Secretary of State file number

_____ *State Country Texas Secretary of State file number*
If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

_____ *Street Address City State Country*
The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:
Number of ownership interests outstanding Class Series Number owned by parent Percentage Owned

The organization will survive the merger. The organization will not survive the merger.

Resolution of Merger

A copy of the resolution of merger is attached.

The attached resolution was adopted and approved by the governing authority of the parent organization as required by the laws of its jurisdiction of formation and by its governing documents.

The resolution was adopted by the parent organization on 09/04/2015
mm/dd/yyyy

Organizations Created by Merger

The name, jurisdiction of organization, principal place of business address, and entity description of each entity or other organization to be created pursuant to the resolution of merger are set forth below. The certificate of formation of each new domestic filing entity to be created is being filed with this certificate of merger.

_____ *Name of New Organization 1 Jurisdiction Entity Type (See instructions)*

_____ *Principal Place of Business Address City State Zip Code*

Name of New Organization 2 Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip Code

Name of New Organization 3 Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip

Effectiveness of Filing (Select either A, B, or C.)

- A. [] This document becomes effective when the document is accepted and filed by the secretary of state.
B. [x] This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: September 14, 2015 at 12:01 a.m. eastern time
C. [] This document takes effect on the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is:
The following event or fact will cause the document to take effect in the manner described below:

Tax Certificate

- [] Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the non-surviving filing entity.
[x] In lieu of providing the tax certificate, one or more of the surviving, acquiring or newly created organizations will be liable for the payment of the required franchise taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the parent organization, to execute the filing instrument.

Date: September 9, 2015

Circle K Stores Inc.
Parent Organization Name
Signature of authorized person (see instructions)
Sylvain Aubry, Corporate Secretary
Printed or typed name of authorized person

RESOLUTIONS OF THE
BOARD OF DIRECTORS OF
CIRCLE K STORES INC.

September 4, 2015

"Short Form" Merger with The Pantry, Inc.

WHEREAS, the Company owns 100% of the outstanding capital stock of The Pantry, Inc., a Delaware corporation (the "Subsidiary");

WHEREAS, Section 10.006 of the Texas Business Organizations Code, as amended (the "TBOC"), and Section 253 of the Delaware General Corporation Law, as amended (the "DGCL"), permit a parent company to merge its subsidiary with and into the parent company with the approval of the parent's board of directors; and

WHEREAS, the Board of Directors of the Company has determined that it is in the best interest of the Company that the Subsidiary be merged with and into the Company upon the terms and conditions set forth in these resolutions;

NOW, THEREFORE, BE IT RESOLVED THAT:

1. The Merger. At the Effective Time (as hereinafter defined), the Subsidiary shall be merged with and into the Company and the separate corporate existence of the Subsidiary shall thereupon cease (the "Merger"). The Company shall be the surviving corporation in the Merger (sometimes hereinafter referred to as the "Surviving Corporation") and shall continue to be governed by the TBOC, and the separate corporate existence of the Company with all of its rights, privileges, immunities, powers and franchises shall continue unaffected by the Merger. The Merger shall have the effects specified in the TBOC and the DGCL.

2. Effective Time. The Company shall cause Certificates of Merger to be filed with the Secretary of State of Texas pursuant to the TBOC and with the Secretary of State of Delaware pursuant to the DGCL. The effective time of the Merger (the "Effective Time") shall be the effective time specified in such Certificates of Merger.

3. Articles of Incorporation of the Surviving Corporation. The Articles of Incorporation of the Company in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation, until duly amended in accordance with the terms thereof and the TBOC.

4. By-Laws of the Surviving Corporation. The By-Laws of the Company in effect immediately prior to the Effective Time shall be the By-Laws of the Surviving Corporation, until duly amended in accordance with the terms thereof and the TBOC.

5. Directors and Officers of the Surviving Corporation. The directors and officers of the Company holding office at the Effective Time shall, from and after the Effective Time, be the directors and officers of the Surviving Corporation until their respective successors have been duly elected or appointed and qualified.

6. Conversion or Cancellation of Shares in the Merger. The manner of converting or cancelling shares of the Constituent Corporations in the Merger shall be as follows:

(a) At the Effective Time, each share of the Subsidiary's Common Stock, par value \$0.01 per share, that is issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished and shall cease to exist without any cash or other consideration being paid therefor.

(b) Each share of the Company's capital stock that is issued and outstanding immediately prior to the Effective Time shall remain outstanding and shall not be converted, cancelled or otherwise affected by the Merger in any way.

7. Service of Process in Delaware. As required by Section 253(a)(1) and Section 252(d) of the DGCL, the Surviving Corporation may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Subsidiary in the State of Delaware, as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger, and shall irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceedings in accordance with the requirements of the DGCL.

8. Subsequent Actions. If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments or other actions or things are necessary or desirable to vest, perfect or confirm in the Surviving Corporation its right, title or interest in and to any of the rights, properties or assets of either of the Constituent Corporations acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger or otherwise to carry out the purposes and intents of these resolutions, the officers and directors of the Surviving Corporation shall be authorized to execute and deliver, in the name and on behalf of each of the Constituent Corporations, all such deeds, bills of sale and assignments and to take and do, in the name and on behalf of each of the Constituent Corporations, all of such other actions and things as may be necessary or desirable to vest, perfect or confirm any and all right, title and interest in and to such rights, properties or assets in the Surviving Corporation or otherwise to carry out the purposes and intents of these resolutions.

Further Assurances; Miscellaneous

RESOLVED, that the officers of the Company are hereby authorized to execute and deliver on behalf of the Company any and all such agreements, instruments, certificates or other documents, make such filings and give such notices, and take any and all such other actions, as they may deem necessary or desirable to consummate and make effective the transactions contemplated by these resolutions, and otherwise to implement the purposes and intents of these resolutions.

FURTHER RESOLVED, that all actions taken by any officer or director of the Company in connection with any of the transactions contemplated by these resolutions are hereby authorized, approved, ratified and confirmed in all respects.

FURTHER RESOLVED, that this Written Consent may be executed in the original or by telecopy or other electronic means in any number of counterparts, each of which shall be an original but all of which together shall constitute one and the same instrument.