

FORM PTC  
Expires 06/30/99  
OMB 0651-0027

05-07-1999  
U.S. Patent & TMO/c/TM Mail Rcpt Dt. #34

08-02-1999



101085764

U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

57-99

#### Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID # \_\_\_\_\_
- Correction of PTO Error  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_
- Corrective Document  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

#### Conveyance Type

- Assignment  License
  - Security Agreement  Nunc Pro Tunc Assignment
  - Merger
  - Change of Name
  - Other \_\_\_\_\_
- Effective Date  
Month Day Year  
04 30 1999

#### Conveying Party

Mark if additional names of conveying parties attached

Name The Southland Corporation

Execution Date  
Month Day Year  
04 28 1999

Formerly \_\_\_\_\_

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization Texas

#### Receiving Party

(New Name)

Mark if additional names of receiving parties attached

Name 7-Eleven, Inc.

DBA/AKATA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 2711 North Haskell Avenue

Address (line 2) \_\_\_\_\_

Address (line 3)

Dallas

City

Texas USA

State/Country

75204

Zip Code

- Individual  General Partnership  Limited Partnership  Association
  - Corporation  Association
  - Other \_\_\_\_\_
  - Citizenship/State of Incorporation/Organization Texas
- If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

#### FOR OFFICE USE ONLY

05/28/1999 DNGUYEN 00000271 717344

01 FC:481  
02 FC:482

40.00 OP  
3100.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK

REEL: 001909 FRAME: 0792

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached (3 pages)

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s) (SEE ATTACHMENT) Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed  Deposit Account

Deposit Account  
(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

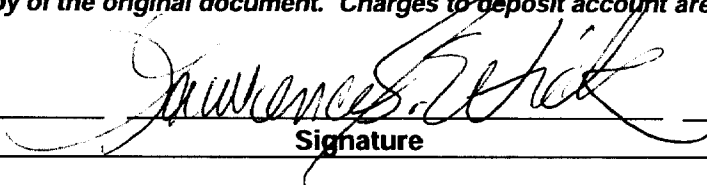
Authorization to charge additional fees: Yes  No

**Statement and Signature**

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Lawrence S. Wick

Name of Person Signing



Signature

May 7, 1999

Date Signed

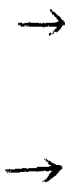
THE SOUTHLAND CORPORATION

USA & TERRITORIES TRADEMARK and SERVICE MARK STATUS LIST



JURISDICTION	MARK	CLASS	STATUS	APPL NUMBER	APPL DATE	REG. NUMBER	REG DATE	RENEWAL DATE
USA	7-Eleven & Design 13	30	Registered	72088344	31-Dec-59	717344	27-Jun-61	27-Jun-01
USA	7-Eleven & Design 4	35	Registered	72088343	31-Dec-59	718016	4-Jul-61	4-Jul-01
USA	Slurpee	32	Registered	72249881	8-Jul-66	829177	23-May-67	23-May-07
USA	7-Eleven	42	Registered	72323138	28-Mar-69	896654	11-Aug-70	11-Aug-00
USA	7-Eleven & Design 2	35	Registered	72332373	11-Jul-69	920897	21-Sep-71	21-Sep-01
USA	7-Eleven & Design 2	32	Registered	72419750	3-Mar-72	961594	19-Jun-73	19-Jun-03
USA	7-Eleven & Design 2	29	Registered	73058918	28-Jul-75	1035454	9-Mar-76	9-Mar-06
USA	Truck Stopper	30	Registered	73079122	3-Mar-76	105701	4-Jan-77	4-Jan-07
USA	Big Un	29	Registered	73077714	18-Feb-86	1076537	1-Nov-77	1-Nov-07
USA	Oh Thank Heaven for 7-Eleven	42	Registered	73129400	6-Jun-77	1083007	17-Jan-78	17-Jan-08
USA	Big Gulp	32	Registered	73166772	17-Apr-78	1110172	26-Dec-78	26-Dec-08
USA	Design-Hoagy's Corner Man	42	Registered	73228389	22-Aug-79	1117909	8-May-79	8-May-99
USA	Super-7 & Design 4	37	Registered	73231404	14-Sep-79	1156664	2-Jun-81	2-Jun-01
USA	What You Want... When you Want it	42	Registered	73231404	14-Sep-79	1156612	23-Jun-81	23-Jun-01
USA	Big Deal	30	Registered	73265659	9-Jun-80	1167734	18-Aug-81	18-Aug-01
USA	Super-7	42	Registered	73265659	9-Jun-80	1177674	10-Nov-81	10-Nov-01
USA	Super-7 & Design 1	42	Registered	73270474	18-Jun-82	1242442	14-Jun-83	14-Jun-03
USA	Big Cone (stylized)	30	Registered	73300660	11-Mar-81	1254120	11-Oct-83	11-Oct-03
USA	S Design 1	42	Registered	73396279	30-Sep-82	1287410	24-Jul-84	12-Jul-04
USA	7-Eleven & Design 6	4	Registered	73434379	13-Jul-83	1288594	7-Aug-84	7-Aug-04
USA	Deli Shoppe	30	Registered	73434378	2-Sep-82	1291397	21-Aug-84	21-Aug-04
USA	Casa Buena	30	Registered	73434378	13-Jul-83	1305202	13-Nov-84	13-Nov-04
USA	S Design 2	42	Registered	73502365	4-Oct-84	1351085	23-Jul-85	23-Jul-05
USA	Design-Bracket	30	Registered	73525987	11-Mar-85	1370424	12-Nov-85	12-Nov-05
USA	Come of Age	42	Registered	73494222	10-Aug-84	1394434	20-May-86	20-May-06
USA	7-Eleven & Design 2	32	Registered	73570700	27-Nov-85	1402425	22-Jul-86	22-Jul-06
USA	Super Big Gulp	32	Registered	73618074	4-Sep-86	1470871	29-Dec-87	29-Dec-07
USA	Good Things Come Easy	42	Registered	73682772	30-Oct-87	1488963	17-May-88	17-May-08
USA	Super-7 & Design 1	42	Registered	73710168	8-Feb-88	1495541	5-Jul-88	5-Jul-08
USA	Slurp	32	Registered	73749705	2-Sep-88	1544728	4-Oct-88	4-Oct-08
USA	Big Bite & Design 2	30	Registered	73785856	10-Mar-89	1566263	20-Jun-89	20-Jun-09
USA	Double Gulp	32	Registered	73620821	18-Sep-86	1573645	14-Nov-89	14-Nov-09
USA	Big Brew	30	Registered	73817236	7-Aug-89	1596016	26-Dec-89	26-Dec-09
USA	Gulp	32	Registered			1600064	6-Mar-90	6-Mar-00
USA	The Sign of the Times	42	Registered			1607579	5-Jun-90	5-Jun-00
USA	The Sign of the Times	30	Registered	74002867	16-Nov-89	1615968	24-Jul-90	24-Jul-00
USA	Double Gulp (stylized)	32	Registered	74002143	16-Nov-89	1616925	2-Oct-00	2-Oct-00
USA	Big Bite & Design 4	30	Registered	74002613	16-Nov-89	1616925	9-Oct-90	9-Oct-00
USA	Sport Gulp	21	Registered	74062349	24-May-90	1647785	14-May-91	14-May-01
USA	Super Slurpee	30	Registered	74061197	21-May-90	1647002	4-Jun-91	4-Jun-01
USA	Casa Buena	30	Registered	74022150		1647565	11-Jun-91	11-Jun-01
USA	Mini Gulp	32	Registered			1647587	11-Jun-91	11-Jun-01
USA	The Sign of the Times (Stylized)	42	Registered			1653953	13-Aug-91	13-Aug-01
USA	Casa Buena	30	Registered	74061220	25-Feb-91	1665969	26-Nov-91	26-Nov-01
USA	Slurpee Light	32	Registered	74019125	16-Jan-90	1668052	10-Dec-91	10-Dec-01
USA	Super Nachos & Design	30	Registered	73598280	12-May-86	1668676	17-Dec-91	17-Dec-01
USA	Smokie Big Bite Sausage & Design	30	Registered			1670408	31-Dec-91	31-Dec-01
USA	Smokie Big Bite	30	Registered	73834028	26-Oct-89	1671928	14-Jan-92	14-Jan-02
USA	Gulp 4 Get 1 More Free	42	Registered			1678037	3-Mar-92	3-Mar-02
USA	The Ultimate Cool	32	Registered	74017688	1-Jan-90	1687295	12-May-92	12-May-02
USA	People Who Read Achieve	42	Registered	74050465	19-Apr-90	1687347	12-May-92	12-May-02
USA	Breakfast Bite & Design	30	Registered	74002857	16-Nov-89	1687999	19-May-92	19-May-02
USA	Breakfast Bite	30	Registered	74002860	16-Nov-89	1688000	19-May-92	19-May-02
USA	Maine Attraction	30	Registered			1695500	16-Jun-92	16-Jun-02
USA	Colorado Combo	30	Registered	74015851	2-Jan-90	1695501	16-Jun-92	16-Jun-02

THE SOUTHLAND CORPORATION  
USA & TERRITORIES TRADEMARK and SERVICE MARK STATUS LIST



JURISDICTION	MARK	CLASS	STATUS	APPL NUMBER	APPL DATE	REG NUMBER	REG DATE	RENEWAL DATE
USA	Beef Dakota	30	Registered			1695502	16-Jun-92	16-Jun-02
USA	7-Eleven	30	Registered	74/202597	12-Sep-91	1702010	21-Jul-92	21-Jul-02
USA	Turkey Toledo	30	Registered	74/159513	22-Apr-91	1702607	21-Jul-92	21-Jul-02
USA	Spicy Bite	30	Registered	74/203730	16-Sep-91	1708496	18-Aug-92	18-Aug-02
USA	Dining Easy	42	Registered	74/230379	16-Dec-91	1714543	8-Sep-92	8-Sep-02
USA	Super Big Bite	30	Registered	74/017689	10-Jan-90	1721151	29-Sep-92	29-Sep-02
USA	Money Quik	36	Registered	74/193424	12-Aug-91	1748048	12-Jan-93	12-Jan-03
USA	People Who Read Achieve & Design	42	Registered	74/291444	6-Jul-92	1768989	4-May-93	4-May-03
USA	Potato Bite	29	Registered	74/157656	16-Apr-91	1782186	13-Jul-93	13-Jul-03
USA	Frequent Filler	42	Registered	74/119707	3-Dec-90	1806521	23-Nov-93	23-Nov-03
USA	World Ovens	30	Registered	74/376446	7-Apr-93	1909388	1-Aug-95	1-Aug-05
USA	Luvit & Design	16	Registered	74/576795	22-Sep-94	1917915	12-Sep-95	12-Sep-05
USA	So Many Changes It's Not Even Funny	42	Registered	74/498730		1924849	3-Oct-95	3-Oct-05
USA	Cafe Select	30	Registered			1933329	7-Nov-95	7-Nov-05
USA	Quality Classic Selection & Design 1	32	Registered	74/529243	25-May-94	1934898	14-Nov-95	14-Nov-05
USA	Quality Classic Selection & Design 2	32	Registered	74/516866	12-Dec-94	1950904	23-Jan-96	23-Jan-06
USA	Oh Thank Heaven	42	Registered	74/654770	30-Mar-95	1951566	23-Jan-96	23-Jan-06
USA	Egg Hamlette	30	Registered	74/606861	5-Dec-94	1966437	9-Apr-96	9-Apr-06
USA	Deli Central	29, 30	Registered	74/484158	31-Jan-94	1994348	20-Aug-96	20-Aug-06
USA	Dashboard Diner	42	Registered	74/682008	30-May-95	2007823	15-Oct-96	15-Oct-06
USA	Brainfreeze	32	Registered	74/586922	18-Oct-94	2012487	29-Oct-96	29-Oct-06
USA	Foot Long Big Bite	30	Registered	74/686454	5-Apr-95	2047023	25-Mar-97	25-Mar-07
USA	Foot Long Big Bite & Design	30	Registered	74/671634	8-May-95	2047048	25-Mar-97	25-Mar-07
USA	Tru-Fiber	16	Registered	75/124043	24-Jun-96	2059394	6-May-97	6-May-07
USA	1/4 Pound Big Bite	30	Registered	75/162320	9-Sep-96	2099249	23-Sep-97	23-Sep-07
USA	Gulpsier	32	Registered	75/253137	6-Mar-97	2130647	20-Jan-98	20-Jan-08
USA	Stripes Design	35	Registered	75/155761	26-Aug-96	2135385	10-Feb-98	10-Feb-08
USA	1/4 lb. Burger Big Bite	30	Registered	75/275591	16-Apr-97	2139167	24-Feb-98	24-Feb-08
USA	7-Eleven	36	Registered	75/282887	25-Apr-97	2152472	21-Apr-98	21-Apr-08
USA	Brushless Car Wash	37	Registered	75/234029	31-Jan-97	2188479	8-Sep-98	8-Sep-08
USA	Bacon Cheesburger Big Bite	30	Registered	75/486135	5-May-98	2229015	2-Mar-99	2-Mar-09
USA	Sturpees Splitz-O	32	Registered	75/511568	1-Jul-98	2238874	6-Apr-99	6-Apr-09

THE SOUTHLAND CORPORATION  
USA & TERRITORIES TRADEMARK and SERVICE MARK STATUS LIST

JURISDICTION	MARK	CLASS	STATUS	APPL NUMBER	APPL DATE	REG NUMBER	REG DATE	RENEWAL DATE
USA	Quality Classic Selection & Design 2	5, 8, 16, 29, 30, 31, 32	Pending	74608326	8-Dec-94			
USA	Dashboard Dining	42	Pending	74685571	7-Jan-95			
USA	7-Eleven Service Center	35, 36, 38, 39, 42	Pending	75109751	24-May-96			
USA	Guessing's Hard... That's Why We Card	35	Pending	75282686	25-Apr-97			
USA	Super Big Sub	30	Pending	75284721	1-May-97			
USA	Operation Chill	41	Pending	75662831	25-Sep-97			
USA	Oh Bank Heaven	35, 36, 38, 39, 42	Pending	75372129	14-Oct-97			
USA	Oh Tank Heaven	35	Pending	75372137	14-Oct-97			
USA	Slurpee Ice	30	Pending	75418094	14-Jan-98			
USA	Heavenly Foods	30	Pending	75447095	9-Mar-98			
USA	Snappix	9	Pending	75447868	10-Mar-98			
USA	Slurpee	30	Pending	75457239	26-Mar-98			
USA	Slurpee Strata	32	Pending	75462231	6-Apr-98			
USA	Strata-Fy	32	Pending	75462202	6-Apr-98			
USA	Biggest Big Bite	30	Pending	75479136	5-May-98			
USA	7-Eleven	8, 9, 14, 16, 18, 24, 25, 28	Pending	75495577	3-Jun-98			
USA	7-Eleven and Design	24, 25, 28	Pending	75496299	3-Jun-98			
USA	Brain Freeze	14, 20, 25	Pending	75496299	3-Jun-98			
USA	Miscellaneous Stripes Design	9	Pending	75495805	3-Jun-98			
USA	Miscellaneous Swirl Design	14, 20, 25	Pending	75495604	3-Jun-98			
USA	Oh Thank Heaven	9, 25	Pending	75497518	3-Jun-98			
USA	Slurpee	25	Pending	75496808	3-Jun-98			
USA	Brain Freeze and Design	20, 25, 32	Pending	75499607	3-Jun-98			
USA	Jalapeno Cheeseburger Big Bite	30	Pending	75497246	5-Jun-98			
USA	7-Eleven Kitz Club	30	Pending	75510544	29-Jun-98			
USA	Cup Configuration Design	32	Pending	75532885	7-Aug-98			
USA	Morning Perks	30	Pending	75532953	7-Aug-98			
USA	Snappix	1	Pending	75532956	7-Aug-98			
USA	Miscellaneous Stripes Design	35	Pending	75532886	7-Aug-98			
USA	Freeze Your Beans	30	Pending	75550028	8-Sep-98			
USA	Turkey Big Bite	30	Pending	75553584	15-Sep-98			
USA	Quality Classic Selection & Design	29	Pending	75566436	23-Sep-98			
USA	7-Eleven Café Cooler & Design	30	Pending	75569805	14-Oct-98			
USA	7-Eleven Fruit Cooler	32	Pending	75591908	19-Nov-98			
USA	Big Swirl	30	Pending	75629071	28-Jan-99			
USA	Breakfast Big Bite	30	Pending		28-Jan-99			
USA	Connections From 7-Eleven	9, 36, 38	Pending		28-Jan-99			
USA	You Are What You Gulp	32	Pending	75646599	23-Feb-99			



# The State of Texas

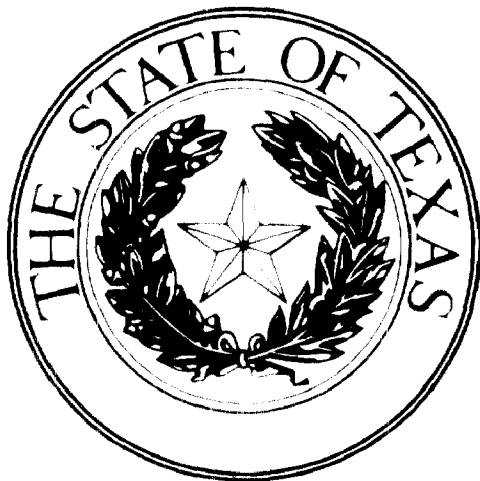
## SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is/are true and correct copies of the following described document(s) on file in this office:

**7-ELEVEN, INC.**  
**FORMERLY: THE SOUTHLAND CORPORATION**  
**CHARTER #179090-00**

ARTICLES OF AMENDMENT

FILE DATE: APRIL 29, 1999  
EFFECTIVE DATE: APRIL 30, 1999



*IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on April 30, 1999.*

Elton Bomer PH  
Secretary of State

TRADEMARK  
REEL: 001909 FRAME: 0797

ARTICLES OF AMENDMENT  
TO THE  
SECOND RESTATED ARTICLES OF INCORPORATION OF  
THE SOUTHLAND CORPORATION  
\*\*\*\*\*

FILED  
In the Office of the  
Secretary of State of Texas  
APR 29 1999  
Corporations Section

Pursuant to the provisions of the Texas Business Corporation Act, THE SOUTHLAND CORPORATION, a corporation organized under the laws of the State of Texas, hereby amends its Second Restated Articles of Incorporation (the "Articles of Incorporation") and for that purpose, submits the following statement:

ARTICLE ONE

The name of the corporation is The Southland Corporation.

ARTICLE TWO

Article One of the Articles of Incorporation is hereby amended and the full text of Article One, as amended, is as follows:

"The name of the Corporation is "7-Eleven, Inc."

ARTICLE THREE

The amendment to the Articles of Incorporation was adopted by a vote of the shareholders of the corporation on April 28, 1999.

ARTICLE FOUR

The number of shares of the corporation outstanding at the time of such adoption was 409,961,233; and the number of shares entitled to vote thereon was 409,941,168.

The designation and number of shares of each class or series entitled to vote thereon as a class or series were as follows:

Class or Series	Number of Shares Outstanding and Entitled to Vote
None	

ARTICLE FIVE

The number of shares voted for such amendment was 349,690,410 and the number of shares voted against such amendment was 159,879.

The number of shares of each class or series entitled to vote as a class or series voted for or against such amendment as follows:

Class or Series	Number of Shares Voted	
	For	Against
None		

ARTICLE SIX

The effective date of this amendment shall be April 30, 1999.

Dated the 28th day of April, 1999.  
(to be effective April 30, 1999)

THE SOUTHLAND CORPORATION

By:   
Name and Title: Bryan F. Smith, Jr. - Senior Vice President