

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM361057

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Marsh Merger Sub, LLC		10/27/2015	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	GPM Southeast, LLC		
Street Address:	8565 Magellan Parkway, Suite 400		
City:	Richmond		
State/Country:	VIRGINIA		
Postal Code:	23227		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
Name:	GPM INVESTMENTS, LLC		
Street Address:	8565 Magellan Parkway, Suite 400		
City:	Richmond		
State/Country:	VIRGINIA		
Postal Code:	23227		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
Name:	GPM1, LLC		
Street Address:	8565 Magellan Parkway, Suite 400		
City:	Richmond		
State/Country:	VIRGINIA		
Postal Code:	23227		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
Name:	GPM2, LLC		
Street Address:	8565 Magellan Parkway, Suite 400		
City:	Richmond		
State/Country:	VIRGINIA		
Postal Code:	23227		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
Name:	GPM3, LLC		
Street Address:	8565 Magellan Parkway, Suite 400		
City:	Richmond		
TRADEMARK			

State/Country:	VIRGINIA
Postal Code:	23227
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE
Name:	GPM4, LLC
Street Address:	8565 Magellan Parkway, Suite 400
City:	Richmond
State/Country:	VIRGINIA
Postal Code:	23227
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE
Name:	GPM5, LLC
Street Address:	8565 Magellan Parkway, Suite 400
City:	Richmond
State/Country:	VIRGINIA
Postal Code:	23227
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE
Name:	GPM6, LLC
Street Address:	8565 Magellan Parkway, Suite 400
City:	Richmond
State/Country:	VIRGINIA
Postal Code:	23227
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE
Name:	GPM8, LLC
Street Address:	8565 Magellan Parkway, Suite 400
City:	Richmond
State/Country:	VIRGINIA
Postal Code:	23227
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE
Name:	GPM9, LLC
Street Address:	8565 Magellan Parkway, Suite 400
City:	Richmond
State/Country:	VIRGINIA
Postal Code:	23227
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE
Name:	GPM TRANSPORTATION, LLC
Street Address:	8565 Magellan Parkway, Suite 400
City:	Richmond
State/Country:	VIRGINIA
Postal Code:	23227
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

TRADEMARK

REEL: 005660 FRAME: 0332

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	2995521	CIGARETTE CITY
Registration Number:	2974725	CAROLINA PETRO
Registration Number:	3494476	SCOTCHMAN
Registration Number:	3494477	SCOTCHMAN YOUR GOOD NEIGHBOR STORE
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

Fax Number: 2027393001

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: 202.739.5950

Email: ateixeira@morganlewis.com, dgross@morganlewis.com

Correspondent Name: Antonio Cesar Teixeira

Address Line 1: 1111 Pennsylvania Avenue, NW

Address Line 2: Attention: TMSU

Address Line 4: Washington, D.C. 20004-2541

NAME OF SUBMITTER:	Antonio Cesar Teixeira
SIGNATURE:	/Antonio C Teixeira/
DATE SIGNED:	11/03/2015

Total Attachments: 3

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**TERMINATION AND RELEASE
OF
SECURITY INTEREST IN TRADEMARKS**

TERMINATION AND RELEASE OF TRADEMARK SECURITY AGREEMENT, dated as of October 27, 2015 (this "Termination"), by **Marsh Merger Sub, LLC**, the ("Secured Party") and **GPM Southeast, LLC** and each other person identified on the signature pages thereof as a "Grantor" (each a "Grantor" and collectively, the "Grantors") in connection with that Trademark Security Agreement, dated as of August 6, 2013 (as may have been amended, amended and restated, supplemented or otherwise modified from time to time, the "Trademark Agreement"), by and among Worsley Operating Company, LLC ("Worsley") and the Grantors.

WHEREAS, pursuant to the terms of the Trademark Agreement, the Grantors granted to Worsley a security interest in the trademarks identified on Exhibit A attached hereto (the "Trademarks");

WHEREAS, Worsley assigned its security interest in the Trademarks to WOC Southeast Holding Corp. ("WOC Southeast") pursuant to that certain Confirmation of Trademark Security Interest Assignment, dated as of January 30, 2014, among Worsley and WOC Southeast;

WHEREAS, WOC Southeast assigned its security interest in the Trademarks to the Secured Party pursuant to that certain Confirmation of Trademark Security Interest Assignment, dated as of January 30, 2014 between WOC Southeast and the Secured Party; and

WHEREAS, the Secured Party has agreed to terminate and release its security interest in the Trademarks as herein provided.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Secured Party hereby terminates, releases and discharges all of the Secured Party's security interest in the Trademarks of the Grantors, including, without limitation, the trademarks listed on Exhibit A attached hereto, effective as of the date set forth above.

The parties hereto hereby acknowledge that this document may be filed along with any other necessary documentation with the United States Patent and Trademark Office, to evidence the termination and release granted herein.

This Termination shall be governed by, and construed in accordance with, the laws of the State of New York, without giving effect to its conflicts of law principals.

[Remainder of page left intentionally blank]

IN WITNESS WHEREOF, the parties have caused this Termination to be duly executed as of October 27, 2015.

MARSH MERGER SUB, LLC

By: Thomas R. O'Boyle Jr.
Name: Thomas R. O'Boyle Jr.
Title: Chief Executive Officer

STATE OF INDIANA }
 } ss:
COUNTY OF HAMILTON }

Before me, the undersigned, a Notary Public of the State of Indiana, personally appeared Thomas R. O'Boyle, Jr., having been sworn by me according to law did depose and say he was the Chief Executive Officer of Marsh Merger Sub, LLC, and did acknowledge the execution of the foregoing Termination and Release of Security Interest in Trademarks on behalf of Marsh Merger Sub, LLC.

I HEREBY SET my hand and notarial seal this 30th day of October, 2015.



Debra Richcreek
Notary Public
Debra Richcreek
Resident of Delaware County, IN

My Commission Expires: 1/14/23

EXHIBIT A

TRADEMARK REGISTRATIONS

Registered Trademarks				
	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
	<i>Internet domain names</i>			
	<u>Worsley.com</u> <u>Scotchmanstores.com</u>			
	<u>LilCricketStores.com</u>			
	<u>YoungsFoodStores.com</u>			