

12-07-1998



100918666

To the Honorable Commissioner of

ached original documents or copy thereof.

1. Name of conveying party(ies):
Ameriserve Food Distribution, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - State - the state of Nebraska
 Other _____

Additional name(s) of conveying party(ies) attached?
 Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 23, 1997

2. Name and address of receiving party(ies):
Name: Ameriserv Food Company
Internal Address: _____
Street Address: 17975 West Sahara Lane
City: Brookfield State: WI ZIP: 53045

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 75/115,491, 75/115,492

Additional numbers attached? Yes No

B. Trademark registration No.(s) 1,735,572, 2,035,845, 1,779,374, 1,981,302, 1,516,722

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Erich G. Rhyhart
Internal Address: _____
Street Address: Maver, Brown & Platt
P.O. Box 2828
City: Chicago State: IL ZIP: 60690-2828

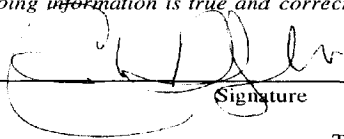
6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41) \$ 190.00
 Enclosed
 Authorized to be charged to deposit account for any additional fees

8. Deposit account number: 13-0019
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Erich G. Rhyhart  2 December 1998
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 5

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

12/07/1998 DMBUYEN 00000034 1735572

01 FC:481 40.00 DP
02 FC:482 150.00 DP

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington D.C. 20503.

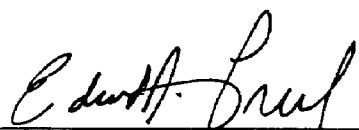
State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"AMERISERVE FOOD DISTRIBUTION, INC.", A NEBRASKA CORPORATION,

WITH AND INTO "AMERISERV FOOD COMPANY" UNDER THE NAME OF "AMERISERV FOOD COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1997, AT 4:29 O'CLOCK P.M.





Edward J. Freel, Secretary of State

2205647 8100M

AUTHENTICATION:

9118787

981214361

DATE:

06-04-98

TRADEMARK
REEL: 1824 FRAME: 0009

17-23-97
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CERTIFICATE OF MERGER
OF
AMERISERVE FOOD DISTRIBUTION, INC.
WITH AND INTO
AMERISERV FOOD COMPANY

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY THAT:

FIRST: The name and jurisdiction of incorporation of each of the constituent corporations in the merger (the "Constituent Corporations") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
AmeriServe Food Distribution, Inc.	Nebraska
AmeriServ Food Company	Delaware

SECOND: An Agreement and Plan of Merger (the "Merger Agreement"), by and among AmeriServe Food Distribution, Inc. ("AmeriServe"), The Harry H. Post Company ("Post"), and AmeriServ Food Company ("Food"), dated as of December 23, 1997, has been approved, adopted, certified, executed, and acknowledged (1) by AmeriServe, in accordance with Section 21-20,130 of the Nebraska Business Corporation Act (the "NBCA"), and by the written consent of its sole shareholder, Nebco Evans Holding Company, a Delaware corporation, in accordance with the requirements of Section 21-2054 of the NBCA; (2) by Post, in accordance with Section 111-103 of the Colorado Business Corporation Act (the "CBCA") and by the written consent of its sole

shareholder, Food, in accordance with Section 107-104 of the CBCA; and (3) by Food, in accordance with the requirements of Section 252 of the General Law Corporation of the State of Delaware (the "DGCL") and by the written consent of its sole stockholder, AmeriServe, in accordance with Section 228 of the DGCL.

THIRD: Food shall be the surviving corporation of the merger (the "Surviving Corporation"), and at the time that the merger becomes effective, its name shall remain "AmeriServ Food Company."

FOURTH: The executed Merger Agreement is on file at the office of the Surviving Corporation located 14841 Dallas Parkway, Dallas, Texas 75240-2100.

FIFTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Corporation.

SIXTH: AmeriServe has an authorized capital stock consisting of 2000 shares of common stock, \$10.00 par value; 150 shares of preferred stock, \$50,000 par value; 400 shares of preferred stock, \$25,000 par value; and 765 shares of senior preferred stock.

SEVENTH: The merger shall be effective at 12:01 AM, December 28, 1997.

IN WITNESS WHEREOF, this Certificate of Merger has been executed
on this 23 day of December, 1997.

AMERISERV FOOD COMPANY

By: Raymond E. Marshall
Name: Raymond E. Marshall
Title: President

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TRADEMARK

NO. 609
RECORDED: 12/03/1998

12/23/97 10:28 AM
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MORNING LIPTON ← 302 655 2480