

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/27/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
U.S .Foodservice		12/27/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	U.S. Foodservice, Inc.
Street Address:	9755 Patuxent Woods Drive
City:	Columbia
State/Country:	MARYLAND
Postal Code:	21046
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 34

Property Type	Number	Word Mark
Registration Number:	0178357	MONARCH
Registration Number:	0180174	MONARCH
Registration Number:	0180558	MONARCH
Registration Number:	0534231	SUNDAY DINNER
Registration Number:	0652490	MONARCH
Registration Number:	0652493	MONARCH
Registration Number:	0655597	
Registration Number:	0865854	HARRISON HOUSE
Registration Number:	0865855	HARRISON HOUSE
Registration Number:	0865856	
Registration Number:	1446878	SANDLER FOODS
Registration Number:	1446932	THERE'S MORE TO FOODSERVICE THAN JUST GOOD FOOD

OP \$865.00 0178357

Registration Number:	1451067	BRITTANY
Registration Number:	1469233	ST. JOHN'S
Registration Number:	1486613	SUNDAY DINNER
Registration Number:	1585912	MONARCH
Registration Number:	1836955	PERFECTA
Registration Number:	1859059	MR. BUTLER
Registration Number:	1862957	MR. BUTLER
Registration Number:	2523329	COCINA DE CALIDAD
Registration Number:	2523330	COCINA DE CALIDAD
Registration Number:	2525904	COCINA DE CALIDAD
Registration Number:	2528329	COCINA DE CALIDAD
Registration Number:	2532305	MONARCH HERITAGE
Registration Number:	2532306	MONARCH ADVANTAGE
Registration Number:	2584610	HALTON FARMS EXPRESS!
Registration Number:	2603719	HALTON FARMS EXPRESS!
Registration Number:	3247312	MONARCH
Registration Number:	3249389	MONARCH "OUR HIGHEST QUALITY"
Registration Number:	3264621	MONARCH FOODS
Registration Number:	3361598	FLAVORS
Registration Number:	3361599	FLAVORS BY MONARCH FOODS
Serial Number:	77211067	MONARCH EST. 1853
Serial Number:	77211079	MONARCH EST. 1853

CORRESPONDENCE DATA

Fax Number: (717)260-1641
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 717-232-8000
Email: trademarks@mwn.com
Correspondent Name: Sue Heberlig
Address Line 1: 100 Pine Street
Address Line 4: Harrisburg, PENNSYLVANIA 17108

ATTORNEY DOCKET NUMBER:	356/20802-0001
NAME OF SUBMITTER:	Sue Heberlig
Signature:	/SueHeb/
Date:	04/03/2008

Total Attachments: 4

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

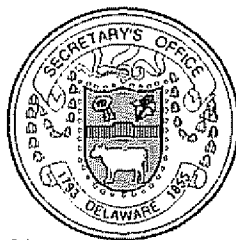
"U.S. FOODSERVICE", A DELAWARE CORPORATION,
WITH AND INTO "U.S. FOODSERVICE, INC." UNDER THE NAME OF
"U.S. FOODSERVICE, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2007, AT
8 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.

2193879 8100M

071363668

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6272383

DATE: 12-29-07

TRADEMARK
REEL: 003751 FRAME: 0579

CERTIFICATE OF OWNERSHIP AND MERGER

OF

**U.S. FOODSERVICE
(a Delaware company)**

WITH AND INTO

**U.S. FOODSERVICE, INC.
(a Delaware corporation)**

(Pursuant to Section 253 of the General Corporation Law of the State of Delaware)

Pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), U.S. Foodservice, a Delaware corporation (the "Company"), does hereby certify to the following facts relating to the merger (the "Merger") of the Company with and into U.S. Foodservice, Inc., a Delaware corporation (the "Subsidiary"), with the Subsidiary remaining as the surviving corporation:

FIRST: The Company is incorporated pursuant to the DGCL. The Subsidiary is incorporated pursuant to the DGCL.

SECOND: The Company owns all of the outstanding shares of each class of capital stock of the Subsidiary.

THIRD: The Board of Directors of the Company, by the following resolutions duly adopted by unanimous written consent dated December 19, 2007, pursuant to Section 141(f) of the DGCL, determined to merge the Company with and into the Subsidiary, with the Subsidiary remaining as the surviving corporation (the "Surviving Corporation") pursuant to Section 253 of the DGCL:

WHEREAS, the Company owns all of the outstanding shares of the capital stock of U.S. Foodservice, Inc., a Delaware corporation (the "Subsidiary"); and

WHEREAS, the Board of Directors of the Company has deemed it advisable that the Company be merged with and into the Subsidiary pursuant to Section 253 of the General Corporation Law of the State of Delaware.

NOW, THEREFORE, BE IT AND IT HEREBY IS

RESOLVED, that the Company merge with and into the Subsidiary pursuant to and in accordance with Section 253 of the DGCL (the "Merger"), with the Subsidiary remaining as the surviving corporation (the "Surviving Corporation") of the Merger, and that all of the Company's property, rights, privileges and other assets be transferred to, and all of its obligations and liabilities be assumed by, the Surviving Corporation;

RESOLVED FURTHER, that in accordance with Section 103(d) of the DGCL, the Merger shall become effective at the time of filing of the Certificate of Ownership and Merger hereinafter referred to with the Secretary of State of the State of Delaware or at such subsequent time or date as shall be specified and set forth therein (the "Effective Time");

RESOLVED FURTHER, that at the Effective Time, by virtue of the Merger and without any action on the part of the holders thereof, each then outstanding share of common stock of the Company shall be converted into and shall automatically become one share of common stock of the Surviving Corporation, held by the person who was the holder of each such share of common stock of the Company immediately prior to the Merger;

RESOLVED FURTHER, that at the Effective Time, by virtue of the Merger and without any action on the part of the holders thereof, each then outstanding share of capital stock of the Subsidiary shall be cancelled and no consideration shall be issued in respect thereof;

RESOLVED FURTHER, that any officer of the Company (each an "Authorized Officer") be, and each of them hereby is, authorized and directed to make, execute and acknowledge, in the name and on behalf of the Company, a Certificate of Ownership and Merger for the purpose of effecting the Merger and to file the same in the office of the Secretary of State of the State of Delaware, and to do all other acts and things that may be necessary to carry out and effectuate the purpose and intent of the foregoing resolutions relating to the Merger;

RESOLVED FURTHER, that all actions heretofore taken to date, and any and all things heretofore done by any officer or director of the Company in furtherance of and consistent with the matters authorized by the foregoing resolutions, are hereby in all respects authorized, approved, ratified and confirmed;

RESOLVED FURTHER, that the Authorized Officers of the Company be, and each of them hereby is, authorized and directed to do and perform, or cause to be done and performed, all such acts, deeds and things to make, execute and deliver, or cause to be made, executed and delivered, all such agreements, undertakings, documents, instruments or certificates in the name and on behalf of the Company or otherwise as each such officer may deem necessary or appropriate to effectuate or carry out fully the purpose and intent of the foregoing resolutions and any of the transactions contemplated thereby; and it is further

RESOLVED, that the Secretary of the Company is hereby authorized to certify and deliver, to any person to whom such certification and delivery may be deemed necessary or desirable in the opinion of such Secretary, a true copy of the foregoing resolutions.

FOURTH: The Subsidiary shall be the surviving corporation of the Merger.

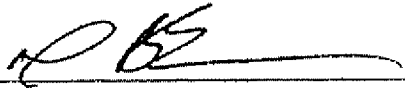
FIFTH: The certificate of incorporation of the Subsidiary as in effect immediately prior to the effective time of the Merger shall be the certificate of incorporation of the surviving corporation.

SIXTH: The Merger has been approved by the sole stockholder of the Company by unanimous written consent without a meeting pursuant to and in accordance with Sections 228 and 253 of the DGCL.

SEVENTH: That in accordance with Section 103(d) of the DGCL, the Merger shall become effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware on December 27, 2007.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 19th day of December, 2007.

U.S. FOODSERVICE

By: 

Name: David B. Eberhardt

Title: Executive Vice President and Secretary