

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Conversion and Change of Name

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Merchants Distributors, Inc.		04/29/2013	CORPORATION: NORTH CAROLINA

RECEIVING PARTY DATA

Name:	Merchants Distributors, LLC
Street Address:	120 Fourth Street, SW
City:	Hickory
State/Country:	NORTH CAROLINA
Postal Code:	28602
Entity Type:	LIMITED LIABILITY COMPANY: NORTH CAROLINA

PROPERTY NUMBERS Total: 69

Property Type	Number	Word Mark
Registration Number:	2544382	AMERICA'S BEST FOOD DISTRIBUTOR
Registration Number:	1777866	AMERICA'S BEST FOOD DISTRIBUTOR
Registration Number:	3579805	BUTCHER'S BEST
Registration Number:	1424130	BUTCHER'S BEST
Registration Number:	3493365	CONSOLIDATION SERVICES
Registration Number:	3429664	CONSOLIDATION SERVICES
Registration Number:	3579920	FARMER'S FINEST
Registration Number:	1402383	FARMER'S FINEST
Registration Number:	3287638	FOODFRESH
Registration Number:	1757397	FRESH AIR GALAXY
Registration Number:	1246015	GALAXY
Registration Number:	3382635	HOSTESS
Registration Number:	3370439	HOSTESS HAM
Registration Number:	3579800	IT'S BECAUSE OF OUR PEOPLE

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Registration Number:	2469841	IT'S BECAUSE OF OUR PEOPLE
Registration Number:	2052986	IT'S BECAUSE OF OUR PEOPLE
Registration Number:	1732924	IT'S BECAUSE OF OUR PEOPLE
Registration Number:	2164736	JUST \$AVE
Registration Number:	2164737	JUSTSAVE
Registration Number:	1943114	LEE'S PRIDE
Registration Number:	1408820	LEE'S PRIDE
Registration Number:	3779956	MDI
Registration Number:	2522989	MDI
Registration Number:	2544380	MDI
Registration Number:	1549357	MDI
Registration Number:	1597505	MDI
Registration Number:	2067380	MDI
Registration Number:	1389962	MDI
Registration Number:	1549390	MDI
Registration Number:	1550685	MDI
Registration Number:	1548504	MDI
Registration Number:	1541750	MDI
Registration Number:	1533077	MDI
Registration Number:	1533075	MDI
Registration Number:	1517317	MDI
Registration Number:	3625954	MDI
Registration Number:	2546471	MDI
Registration Number:	1516550	MDI
Registration Number:	1408819	MDI
Registration Number:	1289236	MDI
Registration Number:	3490374	MDIINSIGHT
Registration Number:	1512891	MDI MORNING FRESH
Registration Number:	1395045	MDI MORNING FRESH
Registration Number:	1507378	MDI MORNING FRESH
Registration Number:	3579914	MORNING FRESH
Registration Number:	2110898	MORNING FRESH
Registration Number:	1551180	MORNING FRESH
Registration Number:	1549359	MORNING FRESH
Registration Number:	1533074	MORNING FRESH

	1534254	MORNING FRESH
Registration Number:	1549358	MORNING FRESH
Registration Number:	1278165	MORNING FRESH
Registration Number:	1597504	MORNING FRESH
Registration Number:	1553061	MORNING FRESH
Registration Number:	1536367	MORNING FRESH
Registration Number:	3665856	MORNING FRESH FARMS
Registration Number:	2284883	MORNING FRESH FARMS
Registration Number:	1774348	MORNING FRESH FARMS
Registration Number:	2169762	MORNING FRESH FARMS
Registration Number:	3665862	MORNING FRESH FARMS
Registration Number:	3979159	MORNING FRESH FARMS
Registration Number:	2147634	S.T.A.R.T.
Registration Number:	2168549	T.I.P.
Registration Number:	3688200	WE GOT IT
Registration Number:	4146930	MORNING FRESH FARMS
Registration Number:	3791536	MORNING FRESH
Serial Number:	77947035	GALA RANCH MARKET
Serial Number:	77946997	GALA RANCH MARKET
Serial Number:	85388261	DAZZLING

CORRESPONDENCE DATA

Fax Number: 7044441111
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 704-444-1000
Email: elaine.hunt@alston.com
Correspondent Name: Natalie A. Blakeney
Address Line 1: Alston & Bird LLP
Address Line 2: 101 South Tryon Street, Suite 4000
Address Line 4: Charlotte, NORTH CAROLINA 28280-4000

ATTORNEY DOCKET NUMBER:	31211/122324
NAME OF SUBMITTER:	Elaine B. Hunt
Signature:	/Elaine B. Hunt/
Date:	07/23/2013

Total Attachments: 3

TRADEMARK
REEL: 005075 FRAME: 0152

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State of North Carolina
 Department of the Secretary of State

ARTICLES OF ORGANIZATION
 INCLUDING ARTICLES OF CONVERSION

Pursuant to §§ 57C-2-21, 57C-9A-01 and 57C-9A-03 of the General Statutes of North Carolina, the undersigned converting business entity does hereby submit these Articles of Organization Including Articles of Conversion for the purpose of forming a limited liability company.

- The name of the limited liability company is: Merchants Distributors, LLC.
The limited liability company is being formed pursuant to a conversion of another business entity.
- The name of the converting business entity is Merchants Distributors, Inc.
and the organization and internal affairs of the converting business entity are governed by the laws of the state of North Carolina.
A plan of conversion has been approved by the converting business entity as required by law.
- The converting business entity is a (*check one*): domestic corporation; foreign corporation; foreign limited liability company; domestic limited partnership; foreign limited partnership; domestic registered limited liability partnership; foreign limited liability partnership; or other partnership as defined in G.S. 59-36, whether or not formed under the laws of North Carolina.
- If the limited liability company is to dissolve by a specific date, the latest date on which the limited liability company is to dissolve: (*If no date for dissolution is specified, there shall be no limit on the duration of the limited liability company.*) None
- The name and address of each person executing these articles of organization is as follows: (*State whether each person is executing these articles of organization in the capacity of a member, organizer or both.*)
The person named below is executing these articles of organization as the organizer and not as a member of the limited liability company.

John B. Orgain
120 Fourth Street, SW
Hickory, NC 28602
- The street address and county of the initial registered office of the limited liability company is:

Number and Street: 120 Fourth Street, SW

City, State, Zip Code: Hickory, NC 28602 County: Catawba
- The mailing address, *if different from the street address*, of the initial registered office is: Same as the initial registered office
- The name of the initial registered agent is: Boyd Lee George

9. Principal office information: *(Select either a or b.)*

a. The limited liability company has a principal office.

- The street address and county of the principal office of the limited liability company is:

Number and Street: 120 Fourth Street, SW

City, State, Zip Code: Hickory, NC 28602

County: Catawba

The mailing address, *if different from the street address*, of the principal office of the limited liability company is: Same as the street address

b. The limited liability company does not have a principal office.

10. Check one of the following:

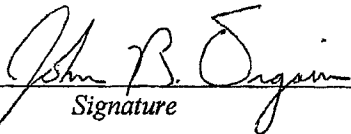
(i) *Member-managed LLC*: all members by virtue of their status as members shall be managers of this limited liability company.

(ii) *Manager-managed LLC*: except as provided by N.C.G.S. Section 57C-3-20(a), the members of this limited liability company shall not be managers by virtue of their status as members.

11. Any other provisions which the limited liability company elects to include are attached: None

12. These articles will be effective at 11:59 p.m. on June 29, 2013.

This is the 29th day of April, 2013.


Signature

John B. Orgain, Organizer
Type or Print Name and Title

PLAN OF ENTITY CONVERSION

Merchants Distributors, Inc.
a North Carolina corporation
into
Merchants Distributors, LLC
a North Carolina limited liability company

- 1. Conversion.** Merchants Distributors, Inc., a North Carolina corporation, shall be converted into a North Carolina limited liability company named Merchants Distributors, LLC.
- 2. Terms and Conditions.** All of the issued shares of Merchants Distributors, Inc. shall be collectively converted into a 100% membership interest in Merchants Distributors, LLC.
- 3. Articles of Organization.** The articles of organization of the surviving limited liability company as they will be in effect immediately after consummation of the conversion are attached hereto as Exhibit "A".

IN WITNESS WHEREOF, the undersigned has approved and executed this Plan of Conversion pursuant to §§55-11A-11 and 57C-9A-02 of the General Statutes of North Carolina as of this 29th day of April, 2013.

Merchants Distributors, Inc.

By:



Name:

Boyd L. George

Title:

Chief Executive Officer