

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2013

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bunzl Distribution USA, Inc.		12/31/2013	CORPORATION: VIRGINIA

RECEIVING PARTY DATA

Name:	Bunzl Distribution USA, LLC
Street Address:	One City Place Drive, Suite 200
City:	Creve Coeur
State/Country:	MISSOURI
Postal Code:	63141
Entity Type:	LIMITED LIABILITY COMPANY: VIRGINIA

PROPERTY NUMBERS Total: 82

Property Type	Number	Word Mark
Registration Number:	0981792	C.L.D.
Registration Number:	1424780	BUNZL
Registration Number:	1424779	BUNZL U.S.A.
Registration Number:	1541492	PERFECT
Registration Number:	1744914	KOCH
Registration Number:	1701438	EDGE MASTER
Registration Number:	1962781	PRIME SOURCE
Registration Number:	1925513	ENVY
Registration Number:	2439722	PRIME SOURCE
Registration Number:	2126906	PACKAGED FOR PERFORMANCE
Registration Number:	2202555	PACKERS KROMER
Registration Number:	2252385	ZERO GRAVITY
Registration Number:	2390136	RAWHYDE FRONTIER

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Registration Number:	2325998	PRIME SOURCE
Registration Number:	2361716	HANDSOFF
Registration Number:	2784571	PRIME SOURCE
Registration Number:	2603445	
Registration Number:	2795318	PRIME SOURCE
Registration Number:	2669959	OUR STORE
Registration Number:	2743317	PRIME SOURCE
Registration Number:	2773616	TOTEALL 2000
Registration Number:	2814229	GRIPTEX
Registration Number:	2890181	PRIME SOURCE
Registration Number:	2899378	K
Registration Number:	2895218	PRIME SOURCE
Registration Number:	2960952	PRIME SOURCE
Registration Number:	2831654	PERFECT BENCHMARK
Registration Number:	2909242	PRIME SOURCE
Registration Number:	2874633	PRIME SOURCE
Registration Number:	2899598	PRIME SOURCE
Registration Number:	2865755	IMPERIAL IMPRESSIONS
Registration Number:	2825317	PRIME SOURCE
Registration Number:	2865116	PRIME SOURCE
Registration Number:	2895610	PRIME SOURCE
Registration Number:	2946167	PRIME SOURCE
Registration Number:	3027508	BIG RED
Registration Number:	3066812	ENVY
Registration Number:	3078660	
Registration Number:	3053806	PRIME SOURCE
Registration Number:	3221098	ECO KLEER
Registration Number:	3613902	HI-VALU
Registration Number:	3414992	R3
Registration Number:	3259890	PRIME SOURCE
Registration Number:	3473452	R3
Registration Number:	3418119	R3 RELIABLE REDISTRIBUTION RESOURCE
Registration Number:	3616827	HI-VALU
Registration Number:	3511225	R3 ONDEMAND
Registration Number:	3511240	R3

	4057915	R3 REDUCE REUSE RECYCLE
Registration Number:	3560920	BUNZL
Registration Number:	4099298	KEEP SAFE
Registration Number:	3726470	BEGREEN
Registration Number:	3703314	IMPERIAL IMPRESSIONS
Registration Number:	3626947	HI-VALU
Registration Number:	3626948	HI-VALU
Registration Number:	3704767	TG 1
Registration Number:	3704765	TG 3
Registration Number:	3834145	RAWHYDE FRONTIER
Registration Number:	3847339	PRIME SOURCE
Registration Number:	3865753	CHEMCRAFT
Registration Number:	4193519	HI-VALU
Registration Number:	4227771	ULTRAFRESHSYSTEM
Registration Number:	4362056	R3 DECISION TOOL
Serial Number:	77628380	GREENSOURCE
Serial Number:	85486768	HI-VALU
Serial Number:	85489036	SMART PACKAGING
Serial Number:	85499027	HI-VALU
Serial Number:	85502852	GREENSOURCE
Serial Number:	85514319	HI-VALU
Serial Number:	85514917	PRIME SOURCE
Serial Number:	85548136	HI-VALU
Serial Number:	85844874	OUR BAKERY
Serial Number:	85844878	OUR DELI
Serial Number:	85851546	HI-VALU
Serial Number:	85928129	R3 SAFETY THE MESSENGER
Serial Number:	85930281	R3 SAFETY THE MARKETING WAREHOUSE
Serial Number:	85934209	R3 SAFETY TOP STORY
Serial Number:	85956675	HI-VALU
Serial Number:	86007951	OUR BAKERY
Serial Number:	86025634	R3 SAFETY
Serial Number:	86034868	1ST VALUE
Serial Number:	86037693	PRIME SOURCE

Fax Number: 3144801505

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 314-480-1500

Email: nicole.anderson@huschblackwell.com

Correspondent Name: Arkadia DeLay Olson

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ATTORNEY DOCKET NUMBER:	706584.9574
NAME OF SUBMITTER:	Arkadia DeLay Olson
Signature:	/Arkadia DeLay Olson/
Date:	01/27/2014

Total Attachments: 7

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ARTICLES OF ENTITY CONVERSION OF
BUNZL DISTRIBUTION USA, INC. 0772503-3

The undersigned, on behalf of the company set forth below, pursuant to Section 13.1-1010.4 of the Virginia Limited Liability Company Act and Section 13.1-722.9 of the Virginia Stock Corporation Act, as amended (the "VSCA"), states as follows:

1. The name of the Company immediately prior to the filing of these Articles of Conversion (the "Articles") is **BUNZL DISTRIBUTION USA, INC.** (the "Company") and the name of the Company immediately following the filing of the Articles shall be **BUNZL DISTRIBUTION USA, LLC**, a Virginia limited liability company.
2. The plan of entity conversion is as set forth in Exhibit A (the "Plan of Conversion") attached hereto and the articles of organization of the Company, to be in effect immediately following the filing of the Articles, is as set forth in Annex I to the Plan of Conversion.
4. The conversion was approved, by the sole shareholder of the Company and by the unanimous consent of the Board of Directors, in accordance with the terms of the Section 13.1-722.11 of the VSCA and the terms of the Company's articles of incorporation.
5. The conversion shall be effective at 11:59 p.m., Eastern Standard Time, on December 31, 2013 (the "Effective Time").

[Signature Page Follows]

Executed in the name of the Company as of December 31, 2013.

BUNZL DISTRIBUTION USA, INC.

By: 

Name: Daniel J. Lett

Title: Secretary

Exhibit A
Plan of Conversion

PLAN OF CONVERSION

OF

BUNZL DISTRIBUTION USA, INC.
A VIRGINIA CORPORATION

INTO

BUNZL DISTRIBUTION USA, LLC
A VIRGINIA LIMITED LIABILITY COMPANY

1. *Conversion.* Bunzl Distribution USA, Inc., a Virginia corporation (the "Company") shall convert into Bunzl Distribution USA, LLC, a Virginia limited liability company (the "VA LLC"), in accordance with this plan of entity conversion (the "Conversion"). The Conversion shall be effective as of 11:59 p.m., Eastern Standard Time, on December 31, 2013 (the "Effective Time"). After the Effective Time, the Company shall continue its existence in the organizational form of the VA LLC.

2. *Manner and Basis of Conversion.* At the Effective Time, each share of the outstanding Common Stock of the Company shall, by virtue of the Conversion and without any action on the part of the Company or the shareholder of the Company, shall be converted automatically, without additional consideration, into one unit of membership interest of the VA LLC.

3. *Articles of Organization.* The Articles of Organization at the Effective time shall be those attached hereto as Annex 1, and shall continue as the Articles of Organization thereafter until duly amended in accordance with their terms and the Virginia Limited Liability Company Act.

4. *Effect of Conversion/Domestication.* At the Effective Time, the Conversion shall have the effect stated in Section 13.1-722.13 of the Virginia Stock Corporation Act.

**ARTICLES OF ORGANIZATION
OF
BUNZL DISTRIBUTION USA, LLC**

Pursuant to Chapter 12 of Title 13.1 of the Code of Virginia, **BUNZL DISTRIBUTION USA, LLC** states as follows:

1. The name of the company is **BUNZL DISTRIBUTION USA, LLC**.
2. The name of the company's initial registered agent is Corporate Creations Network, Inc., which is a foreign stock corporation authorized to transact business in Virginia.
3. The company's initial registered office address, which is identical to the business office of the initial registered agent, is 4445 Corporation Lane, 2nd Floor, Virginia Beach, Virginia, 23462, located in the city of Virginia Beach.
4. The company's principal office address, including the street and number, is One CityPlace Drive, Ste. 200, St. Louis, Missouri 63141.

[Signature Page Follows]

These Articles of Organization are executed in the name of the Company this 31st day of December, 2013.

BUNZL DISTRIBUTION USA, INC.

By:



Daniel J. Lett
Secretary

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COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, DECEMBER 31, 2013

The State Corporation Commission has found the accompanying articles of entity conversion submitted on behalf of

BUNZL DISTRIBUTION USA, INC.

to comply with the requirements of law and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF ENTITY CONVERSION

be issued and admitted to record with the articles of entity conversion and articles of organization in the Office of the Clerk of the Commission, effective December 31, 2013.

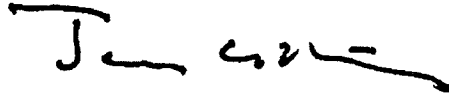
When the certificate becomes effective, BUNZL DISTRIBUTION USA, INC. is deemed to be a limited liability company organized under the laws of this Commonwealth with the name

BUNZL DISTRIBUTION USA, LLC

The limited liability company is granted the authority conferred on it by law in accordance with its articles of organization, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



James C. Dimitri
Commissioner

CNVRLACT
CIS0343
13-12-31-1114

TRADEMARK
REEL: 005201 FRAME: 0323

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of the articles of entity conversion filed in the Clerk's Office of the Commission on December 31, 2013 by BUNZL DISTRIBUTION USA, LLC, a Virginia limited liability company.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
January 2, 2014*

Joel H. Peck

Joel H. Peck, Clerk of the Commission