

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM312278

| | |
|------------------------------|-------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | ENTITY CONVERSION |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---------------------|----------|----------------|-----------------------------|
| Harris Teeter, Inc. | | 03/19/2014 | CORPORATION: NORTH CAROLINA |

RECEIVING PARTY DATA

| | |
|------------------------|-------------------------------------------|
| Name: | Harris Teeter, LLC |
| Street Address: | 701 Crestdale Road |
| City: | Matthews |
| State/Country: | NORTH CAROLINA |
| Postal Code: | 28105 |
| Entity Type: | LIMITED LIABILITY COMPANY: NORTH CAROLINA |

PROPERTY NUMBERS Total: 35

| Property Type | Number | Word Mark |
|----------------------|---------|------------------------------------------|
| Registration Number: | 2905200 | |
| Registration Number: | 2849059 | H.T. TRADERS |
| Registration Number: | 2908853 | HARRIS TEETER FARMERS MARKET |
| Registration Number: | 2908854 | HARRIS TEETER NATURALS |
| Registration Number: | 2882486 | HARRIS TEETER RESERVE |
| Registration Number: | 2906745 | HARRIS TEETER YOUR NEIGHBORHOOD FOOD MAR |
| Registration Number: | 2908702 | HARRIS TEETER YOUR NEIGHBORHOOD FOOD MAR |
| Registration Number: | 3495501 | HARRIS TEETER YOURWELLNESS FOR LIFE |
| Registration Number: | 3495913 | MY EARTH |
| Registration Number: | 4387054 | 201 CENTRAL WINE, BEER & SPECIALTY FOOD |
| Registration Number: | 4235378 | CHILLY VANILLY |
| Registration Number: | 4243606 | COPA BANANA |
| Registration Number: | 3285092 | E-VIC |
| Registration Number: | 3285087 | E-VIC |
| Registration Number: | 2967431 | H.T. TRADERS |
| Registration Number: | 2575267 | H. T. TRADERS |
| Registration Number: | 2820373 | H.T. TRADERS HARRIS TEETER SEARCHING NEA |
| Registration Number: | 2967433 | H.T. TRADERS HARRIS TEETER SEARCHING NEA |
| Registration Number: | 2926384 | HARRIS TEETER |

TRADEMARK

| Property Type | Number | Word Mark |
|----------------------|---------|------------------------------------------|
| Registration Number: | 1515980 | HARRIS TEETER |
| Registration Number: | 2988274 | HARRIS TEETER FARMERS MARKET |
| Registration Number: | 3006460 | HARRIS TEETER FARMERS MARKET |
| Registration Number: | 3359129 | HARRIS TEETER FISHERMANS MARKET |
| Registration Number: | 3359124 | HARRIS TEETER FISHERMANS MARKET |
| Registration Number: | 3003637 | HARRIS TEETER GREEN THUMB EXPERT |
| Registration Number: | 2619736 | HARRIS TEETER H.T. TRADERS SEARCHING NEA |
| Registration Number: | 3066726 | HARRIS TEETER NATURALS |
| Registration Number: | 2772527 | HARRIS TEETER RANCHER |
| Registration Number: | 3286310 | HARRIS TEETER YOURBABY |
| Registration Number: | 3286311 | HARRIS TEETER YOURTOT |
| Registration Number: | 3255495 | HARRIS TEETER YOURWELLNESS |
| Registration Number: | 4487363 | HUNTER F·A·R·M·S |
| Registration Number: | 2920947 | TOGETHER IN EDUCATION |
| Registration Number: | 2919148 | TOGETHER IN EDUCATION |
| Registration Number: | 2220259 | VIC |

CORRESPONDENCE DATA

Fax Number: 4159831200

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: 415-983-1802

Email: sftrademarks@pillsburylaw.com

Correspondent Name: Richard L. Kirkpatrick

Address Line 1: P.O. Box 2824

Address Line 2: Calendar/Docketing Department

Address Line 4: San Francisco, CALIFORNIA 94126-2824

| | |
|-------------------------|--------------------------|
| ATTORNEY DOCKET NUMBER: | 061148-0431387 |
| NAME OF SUBMITTER: | Richard L. Kirkpatrick |
| SIGNATURE: | /Richard L. Kirkpatrick/ |
| DATE SIGNED: | 07/29/2014 |

Total Attachments: 4

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NORTH CAROLINA

Department of the Secretary of State

To all whom these presents shall come, Greetings:

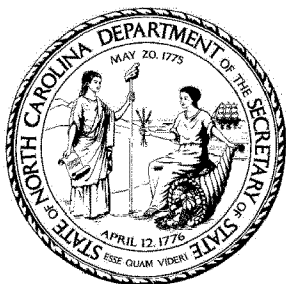
I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF ORGANIZATION

OF

HARRIS TEETER, LLC

the original of which was filed in this office on the 18th day of March, 2014.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 18th day of March, 2014.

Elaine F. Marshall

Secretary of State

SOSID: 0053930
 Date Filed: 3/18/2014 3:02:00 PM
 Effective: 3/19/2014
 Elaine F. Marshall
 North Carolina Secretary of State
 C2014 077 01402

State of North Carolina
Department of the Secretary of State

**ARTICLES OF ORGANIZATION
 INCLUDING ARTICLES OF CONVERSION**

Pursuant to §§ 57D-2-21, 57D-9-20 and 57D-9-22 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 pursuant to the conversion of another eligible entity.

- The name of the limited liability company is: Harris Teeter, LLC
 The limited liability company is being formed pursuant to a conversion of another business entity.
 (See Item 1 of the Instructions for appropriate entity designation)
- The name of the converting business entity is: Harris Teeter, Inc.
 and the organization and internal affairs of the converting business entity are governed by the laws of the state or country 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; professional corporation; or other partnership as defined in G.S. 59-36, whether or not formed under the laws of North Carolina.

- The mailing address of the converting entity prior to the conversion is:

Number and Street: 701 Crestdale Road

City: Matthews State: NC Zip Code: 28105 County: Mecklenburg

If different, the mailing address of the resulting business entity is:

Number and Street: 701 Crestdale Road

City: Matthews State: NC Zip Code: 28105 County: Mecklenburg

- 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. Note: This document must be signed by all persons listed.*)

Frederick J. Morgenthall II, as sole organizer

701 Crestdale Road

Matthews, NC 28105

6. The name of the initial registered agent is: Corporation Service Company-Raleigh
7. The street address and county of the initial registered office of the limited liability company is:
 Number and Street: 327 Hillsborough Street
 City: Raleigh State: NC Zip Code: 27603 County: Wake
8. The North Carolina mailing address, *if different from the street address*, of the initial registered office is:
 Number and Street: _____
 City: _____ State: NC Zip Code: _____ County: _____
9. Principal Office Information: *Select either a or b.*
- a. The limited liability company has a principal office.
 The principal office telephone number: (704) 844-3418
 The street address and county of the principal office of the limited liability company is:
 Number and Street: 701 Crestdale Road
 City: Matthews State: NC Zip Code: 28105 County: Mecklenburg
 The mailing address, *if different from the street address*, of the principal office of the limited liability company is:
 Number and Street: _____
 City: _____ State: _____ Zip Code: _____ County: _____
- b. The limited liability company does not have a principal office.
10. Any other provisions which the limited liability company elects to include (e.g., the purpose of the entity) are attached.
11. (Optional): Please provide a business e-mail address: _____
 The Secretary of State's Office will e-mail the business automatically at the address provided at no charge when a document is filed. The e-mail provided will not be viewable on the website. For more information on why this service is being offered, please see the instructions for this document.
12. These articles will be effective upon filing, unless a future date is specified: 12:01 a.m., March 19, 2014.

This is the 18th day of March, 2014.

(Optional: Business Entity Name)
Frederick J. Morganthall II
Signature

Frederick J. Morganthall, II, Sole Organizer
Type or Print Name and Title

The below space to be used if more than one organizer or member is listed in Item #5 above.

(Optional: Business Entity Name)

(Optional: Business Entity Name)

Signature

Signature

Type or Print Name and Title

Type or Print Name and Title

(Optional: Business Entity Name)

(Optional: Business Entity Name)

Signature

Signature

Type or Print Name and Title

Type or Print Name and Title

NOTES:

- 1. Filing fee is \$125. This document must be filed with the Secretary of State.

CORPORATIONS DIVISION
(Revised January 2014)

P.O. BOX 29622
Page 3

RALEIGH, NC 27626-0622
(Form L-01A)

TRADEMARK

REEL: 005332 FRAME: 0351

RECORDED: 07/29/2014