

08-24-1999



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# CORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. Department of Commerce  
Patent and Trademark Office

Tab settings ⇌ ⇌ ⇌

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party:  
JP Foodservice, Inc.



Name and Address of receiving party(ies):

Name: U.S. Foodservice

Internal Address:

Street Address: 9830 Patuxent Woods Drive

City: Columbia State: MD Zip: 20146

08-16-1999

U.S. Patent &amp; TMO Form/TM Mail Rpt Dt. #26

☐ Individual(s)☐ General Partnership☐ Limited Partnership☒ Corporation-State Delaware☐ OtherAdditional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyance:

☐ Assignment☐ Merger☐ Security Agreement☒ Change of Name☐ Other

Execution Date: February 23, 1998

☐ Individual(s) citizenship☐ Association☐ General Partnership☐ Limited Partnership☒ Corporation-State Delaware☐ OtherIf 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)

B. Trademark registration No.(s)

1,699,045 JP FOODNEWS

1,794,471 DIRECTCARE MEALS, MENUS & MORE  
( & Design)Additional numbers attached? ☒ Yes ☐ No

5. Name and address of party to whom  
correspondence concerning document should be  
mailed:

Name: Valerie E. Keller

Internal Address: Hogan &amp; Hartson LLP

Street Address: 8300 Greensboro Drive

Suite 1100

City: McLean State: VA Zip: 22102

6. Total number of applications and  
registrations involved: .....

3

7. Total fee (37 CFR 3.41): .....

\$ 90.00

☒ Enclosed☐ Authorized to be charged to deposit account

8. Deposit account number:

08-2550

(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.

Valerie E. Keller  
Name of Person Signing

Valerie E. Keller  
Signature

8/13/99  
Date

Total number of pages comprising cover sheet:

4

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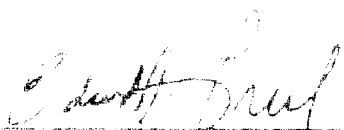
40.00 OP  
50.00 OP

Additional Trademark Registration Numbers:

RN 1,859,225 HILLTOP HEARTH (& Design)

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 OWNERSHIP OF "JP FOODSERVICE, INC.", CHANGING ITS NAME FROM "JP FOODSERVICE, INC." TO "U.S. FOODSERVICE", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 1998, AT 8:30 O'CLOCK A.M.



  
Edward J. Freel, Secretary of State

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AUTHENTICATION: 9129276

DATE: 06-10-98

TRADEMARK  
REEL: 001946 FRAME: 0812

## CERTIFICATE OF OWNERSHIP AND MERGER

## MERGING

JP NAME SUB, INC.

WITH AND INTO

JP FOODSERVICE, INC.

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

JP Foodservice, Inc., a Delaware corporation organized and existing  
under the laws of the State of Delaware (the "Corporation"), DOES HEREBY  
CERTIFY:

FIRST: The Corporation owns all of the outstanding shares of common  
stock (the only outstanding class of stock) of JP Name Sub, Inc. (the "Subsidiary"), a  
corporation incorporated on the 16th day of January, 1998, pursuant to the General  
Corporation Law of the State of Delaware (the "DGCL").

SECOND: The Corporation, by resolutions (the "Resolutions of  
Merger") duly adopted by its Board of Directors, at a meeting thereof duly called  
and held on the 22nd day of January, 1998, at which a quorum was present and  
acting throughout, determined to effect a merger of the Subsidiary into itself,  
pursuant to Section 253 of the DGCL, in which the Corporation shall be the  
surviving corporation (the "Merger"). A true and correct copy of the Resolutions of  
Merger is annexed hereto as Exhibit A and incorporated herein by reference. The  
Resolutions of Merger have not been amended, modified, rescinded or revoked and  
are in full force and effect on the date hereof.

THIRD: That, as provided in the Resolutions of Merger: (a) Pursuant  
to Section 253(b) of the DGCL, upon the Merger becoming effective, the name of the  
surviving corporation shall be changed from "JP Foodservice, Inc." to "U.S.  
Foodservice"; and (b) Pursuant to Section 102(a)(1) of the DGCL, the undersigned  
hereby certifies that the surviving corporation's total assets, as defined in 8 Del. C.  
§ 503(i), are not less than \$10,000,000.00.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 23rd day of February, 1998.

JP FOODSERVICE, INC.

By: 

Name: Lewis Hay, III

Office: Executive Vice President

## EXHIBIT A

## RESOLUTIONS OF MERGER

WHEREAS, JP Foodservice, Inc., a Delaware corporation (the "Corporation"), owns all of the outstanding shares of the capital stock of JP Name Sub, Inc., a Delaware corporation (the "Subsidiary"); and

WHEREAS, the Board of Directors of the Corporation has deemed it advisable that the Subsidiary be merged with and into the Corporation pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL");

NOW, THEREFORE, BE IT RESOLVED, that the Subsidiary be merged with and into the Corporation pursuant to Section 253 of the DGCL (the "Merger");

RESOLVED, FURTHER, that the Corporation shall be the corporation surviving the Merger and shall continue its corporate existence under the DGCL, including, without limitation, the provisions of Section 259 of the DGCL, and shall possess all of the rights and assets of the constituent corporations and be subject to, and be deemed to have hereby assumed, all the liabilities and obligations of each of the constituent corporations in accordance with the provisions of the DGCL;

RESOLVED, FURTHER, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of the Subsidiary shall be canceled and no consideration shall be issued in respect thereof;

RESOLVED, FURTHER, that the Restated Certificate of Incorporation of the Corporation, as in effect immediately prior to the effective time of the Merger, shall continue in full force and effect as the certificate of incorporation of the surviving corporation, until amended as provided by law, except that upon the effective time of the Merger, in accordance with Section 253(b) of the DGCL, Article I of the Restated Certificate of Incorporation of the Corporation shall be, and hereby is, amended to change the name of the Corporation from "JP Foodservice, Inc." to "U.S. Foodservice." Pursuant to Section 104 of the DGCL, the filed Certificate of Ownership and Merger shall have the effect of striking the text of Article I of the Restated Certificate of Incorporation of the Corporation in its entirety and inserting in lieu thereof the following:

"ARTICLE I  
NAME

The name of the corporation is U.S. Foodservice (the "Corporation")."

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 23rd day of February, 1998.

JP FOODSERVICE, INC.

By: 

Name: Lewis Hay, III

Office: Executive Vice President

RESOLVED, FURTHER, that the By-laws of the Corporation, as in effect immediately prior to the effective time of the Merger, shall continue in full force and effect as the By-laws of the surviving corporation until amended or repealed as therein provided, except that the By-laws of the Corporation shall be, and hereby are, amended to delete the name "JP Foodservice, Inc." wherever it may therein appear, and substitute therefor in all such places the name "U.S. Foodservice";

RESOLVED, FURTHER, that the Chairman of the Board, the President, any Vice President and any other proper officers of the Corporation be, and they hereby are, authorized and directed to make, execute and acknowledge, in the name and under the corporate seal of the Corporation, 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 or appropriate to carry out and effectuate the purpose and intent of the resolutions relating to the Merger.



February 23, 1998

**VIA TELECOPIER**

Mrs. Laura Marvel  
Administrator  
State of Delaware  
John G. Townsend Building  
Duke of York Street  
Dover, DE 19901

**Re: U.S. Foodservice**

Dear Mrs. Marvel:

JP Foodservice, Inc. (the "Company") is the sole stockholder of Rykoff-Sexton, Inc. ("Rykoff"). Rykoff, in turn, is the sole stockholder of U.S. Foodservice, Inc. ("US"). The Company would like to change its name from "JP Foodservice, Inc." to "U.S. Foodservice", change Rykoff's name to "U.S. Foodservice, Inc." and change US's name to U.S.F. Distributors, Inc. Accordingly, we intend to file a Certificate of Ownership and Merger amending the Certificate of Incorporation of JP Foodservice, Inc. (including a statement pursuant to 8 Del.C. §102(a)(1)), which would change the name of the Company to "U.S. Foodservice". We will also file Certificates of Amendment effecting the described name changes for Rykoff and US.

Mrs. Laura Marvel  
February 23, 1998

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Although the new name for the Company is similar to the new name of our wholly-owned subsidiary (U.S. Foodservice, Inc.), we do not feel that the name would create any confusion to the general public. U.S. Foodservice, Inc. will remain a subsidiary of U.S. Foodservice. We and U.S. Foodservice, Inc. each hereby agree to the use of the similar names and request that the State of Delaware allow the use of such similar names in this instance.

Very truly yours,



David B. Eberhardt  
Vice President and  
Deputy General Counsel

DBE/jl

cc: Mark J. Gentile, Esq.  
Richards, Layton & Finger  
F/c::user/david/marvel.ltr