

Form PTO-1594  
(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)  
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**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

B.A. Railton Co.

- Individual(s)
- General Partnership
- Corporation-State of Kentucky
- Other \_\_\_\_\_
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

Execution Date: October 23, 1985

2. Name and address of receiving party(ies)

Name: Sysco Louisville Food Services Co.

Internal

Address: \_\_\_\_\_

Street Address: 1390 Enclave Parkway

City: Houston State: TX Zip: 77077-2099

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State Delaware
- Other \_\_\_\_\_

If 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) 0165956

Additional number(s) attached  Yes  No

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

Name: Patricia Paquet

Internal Address: Locke Liddell & Sapp LLP

Street Address: 600 Travis, Suite 3400

City: Houston State: TX Zip: 77002

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

1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

12-1322

**DO NOT USE THIS SPACE**

9. Signature.

PATRICIA PAQUET  
Name of Person Signing

*Patricia Paquet*  
Signature

April 4, 2002  
Date

Total number of pages including cover sheet, attachments, and document: 9

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

IN THE NAME AND BY THE AUTHORITY OF THE



**JOHN Y. BROWN III**  
SECRETARY OF STATE

**CERTIFICATE**

I, **JOHN Y. BROWN III**, Secretary of State for the Commonwealth of Kentucky, do certify that the foregoing writing has been carefully compared by me with the original record thereof, now in my official custody as Secretary of State and remaining on file in my office, and found to be a true and correct copy of **ARTICLES OF MERGER OF B.A. RAILTON CO. (NON-QUALIFIED) INTO SYSCO/LOUISVILLE FOOD SERVICES CO. FILED OCTOBER 23, 1985.**

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal.

Done at Frankfort this 27TH day of MARCH, 20 02

*John Y. Brown III*  
Secretary of State, Commonwealth of Kentucky

08-21-1-1-78

115268/

# Commonwealth of Kentucky

OFFICE OF  
SECRETARY OF STATE

DREXELL R. DAVIS  
*Secretary*



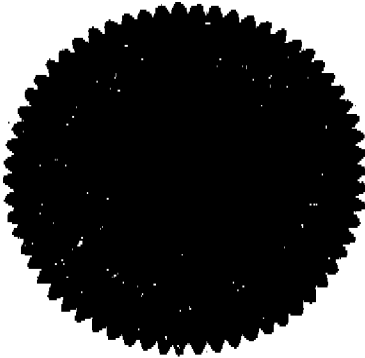
FRANKFORT,  
KENTUCKY

## CERTIFICATE OF MERGER OF DOMESTIC AND FOREIGN CORPORATIONS

I, DREXELL R. DAVIS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that triplicate originals of Articles of Merger of  
B. A. RAILTON CO.

a FOREIGN (NOT QUAL.) corporation, into SYSCO/LOUISVILLE  
FOOD SERVICES CO. a DOMESTIC corporation,  
duly signed and verified pursuant to the provisions of Kentucky Revised Statutes Chapter 271A have been received in this office and comply to said statutes.

Accordingly, as Secretary of State and by virtue of the authority vested in me by law, I do hereby issue this Certificate of Merger of  
B. A. RAILTON CO.  
into SYSCO/LOUISVILLE FOOD SERVICES CO.



SECRETARY OF STATE

Witness my official signature and seal of office this 23RD  
day of OCTOBER, 19 85, at Frankfort, Kentucky.

*Drexell R. Davis*  
SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

RECEIVED  
OCT 23 1985  
Ch 015  
Commonwealth of Kentucky

ARTICLES OF MERGER  
OF  
B. A. RAILTON CO.,  
(an Illinois corporation)  
INTO  
SYSCO/LOUISVILLE FOOD SERVICES CO.  
(a Kentucky corporation)

ORIGINAL COPY  
FILED  
OFFICE OF THE CLERK OF COURTS  
COMMONWEALTH OF KENTUCKY

OCT 23 1985

*Dwight R. Davis*  
SECRETARY OF STATE

Pursuant to the provisions of Section 271A.370 of the Kentucky Business Corporation Act, B. A. Railton Co., an Illinois corporation and Sysco/Louisville Food Services Co., a Kentucky corporation, adopt the following Articles of Merger for the purpose of merging B. A. Railton Co. into Sysco/Louisville Food Services Co.

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First: The Plan of Merger between B. A. Railton Co. and Sysco/Louisville Food Services Co. (hereinafter the "Plan") is attached hereto as Exhibit A and by this reference is made a part hereof.

Second: The Plan was adopted by unanimous written consent of the Board of Directors of B. A. Railton on October 21, 1985 and by unanimous written consent of the Shareholders of B. A. Railton Co. on October 23, 1985.

Third: The Plan was adopted by the unanimous written consent of the Board of Directors of Sysco/Louisville Food Services Co. on October 17, 1985 and by the unanimous written

consent of the sole Shareholder of Sysco/Louisville Food Services Co. on October 11, 1985.

Dated: October 23, 1985

B. A. RAILTON CO.

By: J. D. [Signature]  
Its President  
and C. R. Brown  
Its Secretary

SYSCO/LOUISVILLE FOOD SERVICES CO.

By: J. [Signature]  
Its President  
and J. [Signature]  
Its Secretary

State of Illinois )  
County of Cook ) ss

The undersigned, a notary public, do hereby certify that on this 22d day of October, 1985, personally appeared before me John D. Senne, Jr. who, being by me first duly sworn, declared that he is the President of B. A. Railton Co., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Edmund W. Plepewski, Notary Public

State of ~~MISSISSIPPI~~ TEXAS )  
County of HARRIS ) ss

The undersigned, a notary public, do hereby certify that on this 15th day of October, 1985, personally appeared before me Jimmie D. Clark who, being by me first duly sworn, declared that he is the President of Sysco/Louisville Food Services Co., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Joan L. Gallagher, Notary Public

JOAN L. GALLAGHER  
Notary Public, State of Texas  
My Commission Expires March 28, 1989

PLAN OF MERGER approved on October 21, 1985, by B. A. Railton Co., a corporation of the State of Illinois, and by resolution adopted by at least a majority vote of the members of its Board of Directors on said date, and approved on October 17, 1985 by Sysco/Louisville Food Services Co., a corporation organized under the laws of the State of Kentucky, and by resolution adopted by at least a majority vote of the members of its Board of Directors on said date.

1. B. A. Railton Co. and Sysco/Louisville Food Services Co. shall, pursuant to the provisions of the Illinois Business Corporation Act of 1983 and of the provisions of the Kentucky Business Corporation Act be merged with and into a single corporation, to wit, Sysco/Louisville Food Services Co. which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of B. A. Railton Co., which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon said effective date in accordance with the provisions of the Illinois Business Corporation Act of 1983.

2. The Articles of Incorporation of the surviving corporation as in force and effect upon the effective date of

the merger in the jurisdiction of its organization shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the laws of the State of Kentucky.

3. The by-laws of the surviving corporation as in force and effect upon the effective date of the merger will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of organization of said surviving corporation.

4. The directors and officers in office of the surviving corporation upon the effective date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. All issued shares of the terminating corporation shall, upon the effective date of the merger, be converted into an aggregate of 75,000 shares of Common Stock (\$1.00 par value) of Sysco Corporation, a Delaware corporation, the sole shareholder of the surviving corporation. The issued shares of



The surviving corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the terminating corporation for their approval or rejection in the manner prescribed by the provisions of the Illinois Business Corporation Act of 1983 and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Kentucky Business Corporation Act.

7. In the event that the Plan of Merger shall have been approved by the shareholders of the terminating corporation in the manner prescribed by the provisions of the Illinois Business Corporation Act of 1983 and by the shareholders of the surviving corporation in compliance with the provisions of the Kentucky Business Corporation Act, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Illinois and by the State of Kentucky, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation,

respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

9. Notwithstanding the full approval of the merger herein provided for, the merger may be abandoned at any time prior to the filing of the Articles of Merger by the Secretary of State of the States of Illinois and Kentucky in the event of the approval of such abandonment by a majority of the Board of Directors of the terminating corporation and the surviving corporation.