

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Lincoln Foodservice Products, Inc.		09/25/2006	CORPORATION: INDIANA

RECEIVING PARTY DATA	
Name:	Lincoln Foodservice Products LLC
Street Address:	1111 N. Hadley Road
City:	Fort Wayne
State/Country:	INDIANA
Postal Code:	46804
Entity Type:	LIMITED LIABILITY COMPANY: INDIANA

PROPERTY NUMBERS Total: 24

Property Type	Number	Word Mark
Registration Number:	1433940	CENTURION
Registration Number:	2816634	CERAMIGUARD
Registration Number:	1437354	CHEF'S BEST
Registration Number:	1166502	COOL HANDLE I
Registration Number:	1166500	COOL HANDLE II
Registration Number:	1166501	COOL HANDLE III
Registration Number:	3044054	EVER-SMOOTH
Registration Number:	0635403	FRESH-O-MATIC
Registration Number:	1086267	GRILL TENDER
Registration Number:	2626015	HARDCOAT
Registration Number:	3019419	IMPINGER
Registration Number:	2275852	INSTA CUT
Registration Number:	1043330	LETTUCE KING
Registration Number:	1328059	ONION KING

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Registration Number:	0935311	ONION KING
Registration Number:	1342077	REDCO
Registration Number:	0988339	REDCO
Registration Number:	1542531	STAY COOL HANDLE
Registration Number:	0855944	TOMATO KING
Registration Number:	1334014	TOMATO KING
Registration Number:	1492271	TRADITIONALWARE
Registration Number:	2990029	WEAR GUARD
Registration Number:	1652904	WEAR-EVER
Registration Number:	1308659	WEDGEMASTER

CORRESPONDENCE DATA

Fax Number: (215)832-5347
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 215-569-5347
Email: aria@blankrome.com
Correspondent Name: Zachary A. Aria
Address Line 1: One Logan Square
Address Line 2: 9th Floor
Address Line 4: Philadelphia, PENNSYLVANIA 19103-6998

ATTORNEY DOCKET NUMBER:	494269-00153
NAME OF SUBMITTER:	Zachary A. Aria
Signature:	/Zachary A. Aria/
Date:	10/19/2006

Total Attachments: 5
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**State of Indiana
Office of the Secretary of State**

CERTIFICATE OF AMENDMENT

of

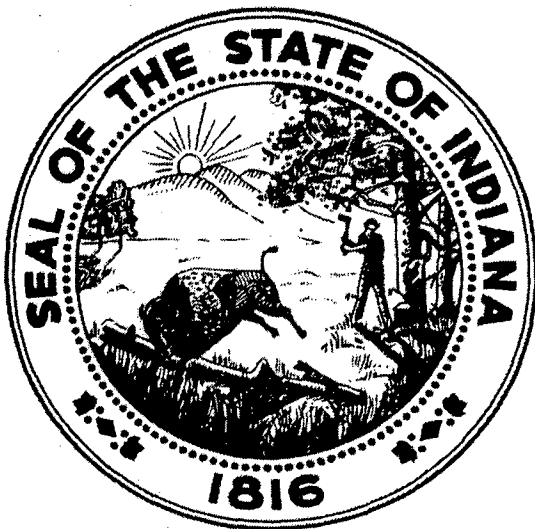
LINCOLN FOODSERVICE PRODUCTS, INC.

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Amendment of the above For-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

The name following said transaction will be:

LINCOLN FOODSERVICE PRODUCTS LLC

NOW, THEREFORE, with this document I certify that said transaction will become effective Wednesday, September 27, 2006.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, September 27, 2006.

A handwritten signature in black ink that reads "Todd Rokita".

TODD ROKITA,
SECRETARY OF STATE

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**TRADEMARK
REEL: 003412 FRAME: 0089**



ARTICLES OF ENTITY CONVERSION:
Conversion of a Corporation into a Limited Liability Company
 State Form 51576 (1-04)
 Approved by State Board of Accounts. 2004

APPROVED
 AND
 FILED

Todd Rokita
 IND. SECRETARY OF STATE

TODD ROKITA
 SECRETARY OF STATE
 CORPORATE DIVISION
 302 W Washington Street, Rm. E018
 Indianapolis, IN 46204
 Telephone: (317) 232-6576

INSTRUCTIONS: Use 8 1/2" x 11" white paper for attachments.
 Present original and one copy to the address in upper right corner of this form.
 Please TYPE or PRINT
 Please visit our office on the web at www.sos.in.gov

Indiana Code 23-1-18-3
 FILING FEE: \$30.00

ARTICLES OF CONVERSION
OF
 LINCOLN FOODSERVICE PRODUCTS, INC.
 (hereinafter "Non-surviving Corporation")

INTO
 LINCOLN FOODSERVICE PRODUCTS LLC
 (hereinafter "Surviving LLC")

ARTICLE I: PLAN OF ENTITY CONVERSION

- a. Please set forth the Plan of Conversion, containing such information as required by *Indiana Code 23-1-38.5-11* and *Indiana Code 23-1-38 5-12*, attach herewith, and designate it as "Exhibit A."
 The following is basic information that must be included in the Plan of Entity Conversion: (please refer to *Indiana Code 23-1-38 5-12* for a more complete listing of requirements before submitting the plan)
- A statement of the type of business entity that Surviving LLC will be and, if it will be a foreign non-corporation, its jurisdiction of organization;
 - The terms and conditions of the conversion;
 - The manner and basis of converting the shares of Non-surviving Corporation into the interests, securities, obligations, rights to acquire interests or other securities of Surviving LLC following its conversion; and
 - The full text, as in effect immediately after the consummation of the conversion, of the organic document (if any) of Surviving LLC
 - If, as a result of the conversion, one or more shareholders of Non-surviving Corporation would be subject to owner liability for debts, obligations, or liabilities of any other person or entity, those shareholders must consent in writing to such liabilities in order for the Plan of Merger to be valid.
- b. Please read and sign the following statement
I hereby affirm under penalty of perjury that the plan of conversion is in accordance with the Articles of Incorporation or bylaws of Non-surviving Corporation and is duly authorized by the shareholders of Non-surviving Corporation as required by the laws of the State of Indiana

Signature *[Signature]* Printed Name Irwin M. Shur Title Vice President

ARTICLE II: NAME AND DATE OF INCORPORATION OF NON-SURVIVING CORPORATION

- a. The name of Non-surviving Corporation immediately before filing these Articles of Entity Conversion is the following:
LINCOLN FOODSERVICE PRODUCTS, INC.
- b. The date on which Non-surviving Corporation was incorporated in the State of Indiana is the following: 06/06/1957

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ARTICLE III: NAME AND PRINCIPAL OFFICE OF SURVIVING LLC

- a. The name of Surviving LLC is the following:
LINCOLN FOODSERVICE PRODUCTS LLC
- (Please note pursuant to *Indiana Code 23-18-2-8*, this name must include the words "Limited Liability Company", "L L C", or "LLC").
 - (If Surviving LLC is a foreign LLC, then its name must adhere to the laws of the state in which it is domiciled).
- b. The address of Surviving LLC's Principal Office is the following:

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 TO OFFICE

Street Address	City	State	Zip Code
1111 N. Hadley Rd.	Fort Wayne	IN	46804

ARTICLE IV: REGISTERED OFFICE AND AGENT OF SURVIVING LLC

Registered Agent: The name and street address of Surviving LLC's Registered Agent and Registered Office for service of process are the following:

Name of Registered Agent

Corporation Service Company

Address of Registered Office (street or building)

251 East Ohio Street, Suite 500

City

Indianapolis

Zip Code

Indiana 46204

ARTICLE V - JURISDICTION OF SURVIVING LLC AND CHARTER SURRENDER OF NON-SURVIVING CORPORATION**SECTION 1:****JURISDICTION**Please state the jurisdiction in which Surviving LLC will be organized and governed. Indiana**SECTION 2:****CHARTER SURRENDER** ((Please complete this section only if Surviving LLC is organized outside of Indiana).)

If the jurisdiction stated above is not Indiana, please set forth the Articles of Charter Surrender for the Non-surviving Corporation and attach herewith as "Exhibit B"

Pursuant to *Indiana Code 23-1-38.5-14*, the Articles of Charter Surrender must include:

1. The name of Non-surviving Corporation;
2. A statement that the Articles of Charter Surrender are being filed in connection with the conversion of Non-surviving Corporation into an LLC that will be organized in a jurisdiction other than the State of Indiana;
3. A signed statement under penalty of perjury that the conversion was duly approved by the shareholders of Non-surviving Corporation in a manner required by Indiana Law and consistent with the Articles of Incorporation or the bylaws of Non-surviving Corporation;
4. The jurisdiction under which the Surviving LLC will be organized; and
5. The address of Surviving LLC's executive office.

ARTICLE VI: DISSOLUTION OF SURVIVING LLC

Please indicate when dissolution will take place in Surviving LLC:

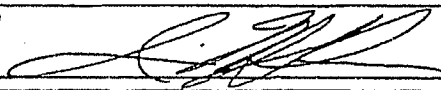
- The latest date upon which Surviving LLC is to dissolve is _____, OR
- Surviving LLC is perpetual until dissolution.

ARTICLE VII: MANAGEMENT OF SURVIVING LLCSurviving LLC will be managed by: The members of Surviving LLC, OR A manager or managers

In Witness Whereof, the undersigned being an officer or other duly authorized representative of Non-surviving Corporation executes these Articles of Entity Conversion and verifies, subject to penalties of perjury, that the statements contained herein are true.

this 25th day of September, 2006

Signature



Printed Name

Irwin M. Shur

Title

Vice President

ARTICLES OF ENTITY CONVERSION - EXHIBIT A

PLAN OF CONVERSION

1. Conversion. The Stockholder of Lincoln Foodservice Products, Inc., an Indiana corporation (the "Corporation"), hereby agrees that the Corporation shall be converted into Lincoln Foodservice Products LLC, an Indiana limited liability company (the "Company").
2. Conversion Date. The conversion provided for shall become effective on September 30, 2006.
3. Common Stock Interests/Membership Interests. As of the Conversion Date, all of the outstanding capital stock of the Corporation shall be automatically be converted into a 100% ownership interest in the Company.
3. No Cash Consideration. The conversion of the Corporation into the Company provided for shall be completed without the payment of any cash consideration by or to the Stockholder.
4. Effect of Conversion. The conversion shall be effective pursuant to Section 23-1-38.5-10 of the Indiana Business Corporation Law and all of the rights, privileges and powers of the Corporation, and all property, real, personal and mixed, and all debts due to the Corporation, as well as all other things and causes of action belonging to the Corporation, shall remain vested in the Company and shall be the property of the Company.

INDIANA SECRETARY OF STATE
RECORDED
2006 SEP 27 PM 4:33

ARTICLES OF ENTITY CONVERSION - EXHIBIT A CONTINUED



ARTICLES OF ORGANIZATION

State Form 49459 (R / 1-03)

Approved by State Board of Accounts 1999

TODD ROKITA
SECRETARY OF STATE
CORPORATION'S DIVISION
302 W. Washington St., Rm. E018
Indianapolis, IN 46204
Telephone: (317) 232-6576

INSTRUCTIONS Use 8 1/2" x 11" white paper for attachments.
Present original and one (1) copy to the address in upper right corner of this form.
Please TYPE or PRINT.
Please visit our office on the web at www.sos.in.gov.

Indiana Code 23-18-2-4
FILING FEE: \$90.00

ARTICLES OF ORGANIZATION

The undersigned, desiring to form a Limited Liability Company (hereinafter referred to as "LLC") pursuant to the provisions of:
Indiana Business Flexibility Act, Indiana Code 23-18-1-1, et seq. as amended, executes the following Articles of Organization:

ARTICLE I - NAME AND PRINCIPAL OFFICE

Name of LLC (the name must include the words "Limited Liability Company", "LLC", or "LLC")

LINCOLN FOODSERVICE PRODUCTS LLC

Principal Office: The address of the principal office of the LLC is: (optional)

Post office address 1111 N. Hadley Rd.	City Fort Wayne	State IN	ZIP code 46804
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ARTICLE II - REGISTERED OFFICE AND AGENT

Registered Agent: The name and street address of the LLC's Registered Agent and Registered Office for service of process are:

Name of Registered Agent Corporation Service Company			
Address of Registered Office (street or building) 251 East Ohio Street, Suite 500	City Indianapolis	State Indiana	ZIP code 46204

ARTICLE III - DISSOLUTION

- The latest date upon which the LLC is to dissolve: _____
- The Limited Liability Company is perpetual until dissolution.

ARTICLE IV - MANAGEMENT

- The Limited Liability Company will be managed by its members.
- The Limited Liability Company will be managed by a manager or managers.

In Witness Whereof, the undersigned executes these Articles of Organization and verifies, subject to penalties of perjury, that the statements contained herein are true,

this 25th day of September, 2006

Signature <i>David S. McCulloch</i>	Printed name David S. McCulloch
This instrument was prepared by: (name) Ralph Mosley	
Address (number, street, city and state) Blank Rome LLP, 405 Lexington Avenue, New York, NY 10174	ZIP code 11953

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The effective date of these Articles of Organization shall be September 30, 2006.