

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	02/25/2008		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ROMA FOOD ENTERPRISES, INC.		02/25/2008	CORPORATION: NEW JERSEY
RECEIVING PARTY DATA			
Name:	VISTAR CORPORATION		
Street Address:	12650 ARAPHOE ROAD		
City:	CENTENNIAL		
State/Country:	COLORADO		
Postal Code:	80112		
Entity Type:	CORPORATION: COLORADO		
PROPERTY NUMBERS Total: 10			
Property Type	Number	Word Mark	
Registration Number:	3178644	PIANCONE CREMA D'ORO	
Registration Number:	1203751	PIANCONE	
Registration Number:	3205568	PIANCONE	
Registration Number:	3187151	ASSOLUTI	
Registration Number:	1534533	ASTRO	
Registration Number:	1429468	ASTRO	
Registration Number:	1468563	ASTRO PIZZA	
Registration Number:	3038663	ASSOLUTI!	
Registration Number:	1533501	ASTRO	
Registration Number:	1849491	ASSOLUTI!	
CORRESPONDENCE DATA			

900105421

TRADEMARK
REEL: 003769 FRAME: 0241

CH \$265.00 3178644

Fax Number: (612)370-3207

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 612 371 3970

Email: tmg@lindquist.com

Correspondent Name: LINDQUIST & VENNUM P.L.L.P.

Address Line 1: 80 South Eighth Street, 4200 IDS Center

Address Line 2: GARRETT M. WEBER

Address Line 4: MINNEAPOLIS, MINNESOTA 55402

ATTORNEY DOCKET NUMBER:

510121.0001

NAME OF SUBMITTER:

GARRETT M. WEBER

Signature:

/garrett m weber/

Date:

04/30/2008

Total Attachments: 6

source=roma merge#page1.tif

source=roma merge#page2.tif

source=roma merge#page3.tif

source=roma merge#page4.tif

source=roma merge#page5.tif

source=roma merge#page6.tif

STATEMENT OF MERGER

OF

ROMA FOOD ENTERPRISES, INC., a New Jersey corporation,
VEND SOURCE, INC., an Arizona corporation,
VISTAR MERCHANDISING, INC., a Delaware corporation, and
VISTAR SPECIALTY MARKETS, INC., a Delaware corporation

WITH AND INTO

VISTAR CORPORATION, a Colorado corporation

Vistar Corporation, a corporation organized and existing under the laws of the State of Colorado ("**Vistar**"), Roma Food Enterprises, Inc., a corporation organized and existing under the laws of the State of New Jersey and a wholly-owned subsidiary of Vistar ("**RFE**"), Vistar Merchandising, Inc., a corporation organized and existing under the laws of the State of Delaware and a wholly-owned subsidiary of Vistar ("**VM**"), Vistar Specialty Markets, Inc., a corporation organized and existing under the laws of the State of Delaware and a wholly-owned subsidiary of Vistar ("**VSM**"), and Vend Source, Inc., a corporation organized and existing under the laws of the State of Arizona that will be a wholly-owned subsidiary of Vistar immediately upon the consummation of the merger between Vistar and VSM ("**VS**"), do hereby certify that:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger (the "**Merger**") are set forth below:

<i>Name and Principal Office</i>	<i>State and Form of Organization</i>
Vistar Corporation, 12650 East Arapahoe Road, Centennial, Colorado 80112	Colorado corporation
Roma Food Enterprises, Inc., 12650 East Arapahoe Road, Centennial, Colorado 80112	New Jersey corporation
Vend Source, Inc., 12650 East Arapahoe Road, Centennial, Colorado 80112	Arizona corporation
Vistar Merchandising, Inc., 12650 East Arapahoe Road, Centennial, Colorado 80112	Delaware corporation
Vistar Specialty Markets, Inc., 12650 East Arapahoe Road, Centennial, Colorado 80112	Delaware corporation

SECOND: The Agreement and Plan of Merger ("**Plan of Merger**") between the parties and all actions taken in connection therewith are, and will be, in accordance with the requirements of Title 7, Sections 111-104 and 111-107 of the Colorado Business Corporations Act (the "**CBCA**"), Title 8, Sections 252 and 253 of the Delaware General Corporation Law (the "**DGCL**"), Sections 14A:10-5.1 and 14A:10-7 of the New Jersey Business Corporation Act (the "**NJBCA**"), Chapter 11, Article 1, Sections 10-1104 and 10-1107 of the Arizona Business Corporation Act (the "**ABCA**") and,

to qualify the Merger for Federal income tax purposes as a tax-free liquidation of RFE, VS, VM, and VSM in accordance with Section 332 of the Internal Revenue Code of 1986, as amended, and the regulations thereunder.

THIRD: The Board of Directors and sole shareholder of Vistar have determined to merge RFE, VS, VM, and VSM with and into Vistar pursuant to, and in accordance with, Title 7, Sections 111-104 and 111-107 of the CBCA, Sections 252 and 253 of the DGCL, Sections 14A:10-5.1 and 14A:10-7 of the NJBCA, and Sections 10-1104, 10-1105, and 10-1107 of ABCA and, in connection therewith, adopted the following resolutions by joint unanimous written consent on February 25, 2008:

“RESOLVED, that each of the Plans of Merger, substantially in the forms attached hereto as Exhibit A and Exhibit B, pursuant to which the Mergers will be consummated, and all of the transactions contemplated by the Plans of Merger, be, and are hereby, approved and adopted in all respects; and, be it

FURTHER RESOLVED, that the Corporation, in its capacity as the sole stockholder or shareholder of each of the Vistar Subs, as the case may be, cause (i) each Vistar Sub to (a) enter into the Short-Form Plan of Merger, substantially in the form attached hereto as Exhibit A, pursuant to which the Short-Form Merger will be consummated, and (b) effectuate and consummate all of the transactions contemplated by the Short-Form Plan of Merger and (ii) VSM, in its capacity as the sole shareholder of VS, to cause VS to enter into the Short-Form Plan of Merger and to effectuate and consummate the Short-Form Merger; and, be it

FURTHER RESOLVED, that the Long-Form Merger, on the terms and conditions set forth in the Long-Form Plan of Merger, including without limitation, the cancellation of each issued and outstanding share of common stock, par value \$1.00 per share, of Hartford (the “Hartford Stock”) in exchange for the payment of ten dollars (\$10.00) to Vistar Management, Inc., a Delaware corporation (the sole shareholder of the Corporation and sole stockholder of Hartford) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, as full consideration for the cancellation of such Hartford Stock, be, and it hereby is, approved, authorized and ratified in all respects; and, be it

FURTHER RESOLVED, that the Short-Form Merger, on the terms and conditions set forth in the Short-Form Plan of Merger, including without limitation, (i) the cancellation of each issued and outstanding share of RFE Stock in exchange for the payment of ten dollars (\$10.00) to the Corporation (the sole shareholder of RFE) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, as full consideration for the cancellation of such RFE

Stock; (ii) the cancellation of each issued and outstanding share of VM Stock in exchange for the payment of ten dollars (\$10.00) to the Corporation (the sole stockholder of VM) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, as full consideration for the cancellation of such VM Stock; (iii) the cancellation of each issued and outstanding share of VSM Stock in exchange for the payment of ten dollars (\$10.00) to the Corporation (the sole stockholder of VSM) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, as full consideration for the cancellation of such VSM Stock; (iv) and the cancellation of each issued and outstanding share of VS Stock in exchange for the payment of ten dollars (\$10.00) to the Corporation (the sole shareholder of VS immediately after the consummation of the merger of VSM with and into the Corporation) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, as full consideration for the cancellation of such VS Stock, be, and it hereby is, approved, authorized and ratified in all respects; and, be it

FURTHER RESOLVED, that any officer of the Corporation be, and each of them acting alone hereby is, authorized, empowered and directed to execute, deliver and file (if necessary) the Plans of Merger, together with such amendments, modifications, deletions, additions or other changes as in the judgment of such officer, whose authority shall be conclusively evidenced by his taking of such action, shall be necessary, appropriate or desirable to effectuate the foregoing resolutions; and, be it

FURTHER RESOLVED, that any officer of the Corporation be, and each of them acting alone hereby is, authorized to amend the Plans of Merger in accordance with its terms subject to such additional consents of the sole shareholder as may be required thereunder or by any applicable law; and, be it

FURTHER RESOLVED, that any officer of the Corporation be, and each of them acting alone hereby is, authorized, empowered and directed to take all such actions and to prepare, execute, deliver or file any documents, agreements, certificates or instruments, including without limitation, the preparation, execution, delivery and filing of (i) a certificate of merger to be filed with the Secretary of State of the State of Delaware with respect to the Long-Form Merger, (ii) a certificate of ownership and merger to be filed with the Secretary of State of the State of Delaware with respect to the Short-Form Merger of VM and VSM with and into the Corporation, (iii) a certificate of merger to be filed with the Secretary of State of the State of New Jersey with respect to the Short-Form Merger of RFE with and into the Corporation, (iv) a plan of merger and articles of merger with the Secretary of State of the State of Arizona with respect to the Short-Form Merger of VS with and into the Corporation and (v) statements of merger to be filed with the Secretary of State of the State of

Colorado with respect to all Mergers, all in the name and on behalf of the Corporation under its corporate seal or otherwise, as in the judgment of such officer, whose authority shall be conclusively evidenced by his taking of such action, shall be necessary, appropriate or desirable to effectuate the foregoing resolutions and/or to perform the Corporation's obligations under the Plans of Merger, and to qualify the Mergers for Federal income tax purposes as a tax-free liquidation of the Vistar Subs and Hartford in accordance with Section 332 of the Internal Revenue Code of 1986, as amended, and the regulations thereunder; and, be it

FURTHER RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and directed in the name of and on behalf of the Corporation, under its corporate seal or otherwise, to take all such additional actions and to execute and deliver any and all papers, agreements, instruments, certificates and documents, and to do all such other things as they, or any one of them, deem necessary, appropriate or desirable to carry out the purposes of the foregoing resolutions, the necessity, appropriateness or desirability of which shall be conclusively evidenced by the taking of such actions or such execution and delivery, in order to carry out fully and promptly each of the foregoing resolutions and the intent and purpose thereof; and, be it

FURTHER RESOLVED, that the officers of the Corporation be, and each of them acting alone hereby is, authorized and empowered to pay all fees and expenses that may be incurred by the Corporation in connection with the foregoing resolutions; and, be it

FURTHER RESOLVED, that all actions heretofore taken by any officer or director of the Corporation in connection with the foregoing resolutions be, and they hereby are, approved, authorized and ratified in all respects; and, be it

FURTHER RESOLVED, that this Joint Unanimous Written Consent may be delivered by facsimile and executed in any number of counterparts, each of which when so executed shall be deemed to be an original and all of which when taken together shall constitute one and the same document, and that the different members of the Board of Directors and the shareholder need not be signatories to the same counterpart. The Secretary of the Corporation is hereby directed to place this Joint Unanimous Written Consent in the Corporation's corporate minute book."

FOURTH: Vistar, a Colorado corporation, shall be the surviving corporation, and the name of the surviving corporation shall be "Vistar Corporation" The address of the principal place of business of the surviving corporation shall be 12650 East Arapahoe Road, Centennial, Colorado 80112.

FIFTH: The Amended and Restated Articles of Incorporation of Vistar (the "*Vistar Articles of Incorporation*") shall be the Articles of Incorporation

of the surviving corporation, and no amendments or changes to the Vistar Articles of Incorporation are desired to be effected by the Merger.

SIXTH: The Merger is to become effective on March 1, 2008.

SEVENTH: The executed Plan of Merger was duly approved and authorized by the Board of Directors and sole shareholder of Vistar by joint unanimous written consent dated February 25, 2008, by the Board of Directors and sole shareholder of RFE by joint unanimous written consent dated February 25, 2008, by the Board of Directors and sole shareholder of VS by joint unanimous written consent dated February 25, 2008, by the Board of Directors and sole stockholder of VM by joint unanimous written consent dated February 25, 2008, and by the Board of Directors and sole stockholder of VSM by joint unanimous written consent dated February 25, 2008.

EIGHTH: The Plan of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is as set forth above. A copy of the Plan of Merger will be furnished by the surviving corporation, on request and without cost to any constituent corporation.

NINTH: Vistar owns 100% of the outstanding shares of the common stock of RFE, VS (upon the merger of VSM with and into Vistar), VM and VSM.

TENTH: Each merging entity has been merged into the surviving entity.


ELEVENTH: Vistar, as the surviving corporation, shall be responsible for the payment of all fees and franchise taxes, and shall be obligated to pay such fees and franchise taxes if they are not timely paid.

TWELFTH: The undersigned is a duly authorized signatory of each constituent corporation.


[Remainder of Page Intentionally Left Blank - Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have caused this Statement of Merger to be executed by the undersigned officers, as of this 25th day of February, 2008.

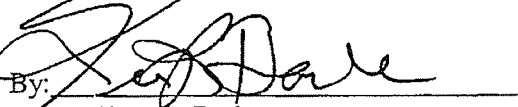
VISTAR CORPORATION

By: 
Name: Kent R. Berke
Title: Senior Vice President

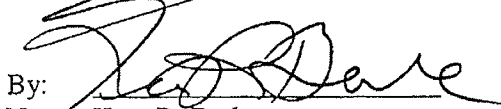
ROMA FOOD ENTERPRISES, INC.

By: 
Name: Kent R. Berke
Title: Senior Vice President


VENDSOURCE, INC.

By: 
Name: Kent R. Berke
Title: Senior Vice President

VISTAR MERCHANDISING, INC.

By: 
Name: Kent R. Berke
Title: Senior Vice President

VISTAR SPECIALTY MARKETS, INC.

By: 
Name: Kent R. Berke
Title: Senior Vice President