

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/23/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Performance Food Group Company		05/23/2008	CORPORATION: TENNESSEE

RECEIVING PARTY DATA

Name:	Performance Food Group Company, LLC
Street Address:	12500 West Creek Parkway
City:	Richmond
State/Country:	VIRGINIA
Postal Code:	23238
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2349534	FOODSTAR

CORRESPONDENCE DATA

Fax Number: (202)955-5564
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 202-419-2404
 Email: stephen.jeffries@hklaw.com
 Correspondent Name: Stephen J. Jeffries
 Address Line 1: 2099 Pennsylvania Ave., NW, Suite 100
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20006

NAME OF SUBMITTER:	Stephen J. Jeffries
Signature:	/Stephen J. Jeffries/
Date:	08/06/2008

OP \$40.00 2349534

Total Attachments: 3

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Delaware

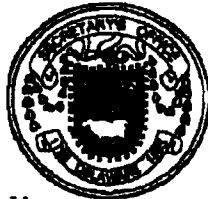
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"PERFORMANCE FOOD GROUP COMPANY", A TENNESSEE CORPORATION, WITH AND INTO "PERFORMANCE FOOD GROUP COMPANY, LLC" UNDER THE NAME OF "PERFORMANCE FOOD GROUP COMPANY, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF MAY, A.D. 2008, AT 3:23 O'CLOCK P.M.

missing
effective time
of
4:05pm



4551999 8100M

080597218

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6613476

DATE: 05-23-08

TRADEMARK
REEL: 003830 FRAME: 0098

**CERTIFICATE OF MERGER
OF
PERFORMANCE FOOD GROUP COMPANY
WITH AND INTO
PERFORMANCE FOOD GROUP COMPANY, LLC
UNDER SECTION 18-209 OF THE
DELAWARE LIMITED LIABILITY COMPANY ACT**

May 23, 2008

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act, Performance Food Group Company, LLC, a Delaware limited liability company, ("PFGC") does hereby certify the following information relating to the merger of Performance Food Group Company, a Tennessee corporation (the "Corporation" and together with PFGC, the "Merging Entities"), with and into PFGC (the "Merger").

FIRST: The name and state of incorporation or formation of each of the Merging Entities in the Merger are as follows:

<u>Name</u>	<u>State of Incorporation/Formation</u>
Performance Food Group Company	Tennessee
Performance Food Group Company, LLC	Delaware

SECOND: The Agreement and Plan of Merger, dated as of May 23, 2008 (as amended and supplemented to the date hereof, the "Merger Agreement"), by and between PFGC and the Corporation has been approved, adopted, certified, executed and acknowledged by each of the Merging Entities in accordance with Section 18-209 of the Limited Liability Company Act of the State of Delaware.

THIRD: Performance Food Group Company, LLC shall be the name of the surviving entity of the Merger.

FOURTH: As of the effective time of the Merger, the Certificate of Formation and Limited Liability Company Agreement of PFGC shall be the Certificate of Formation and Limited Liability Company Agreement of the surviving entity of the Merger.

FIFTH: The executed Merger Agreement is on file at an office of the surviving entity of the Merger, the address of which is 12500 West Creek Parkway, Richmond, Virginia, 23238.

SIXTH: A copy of the Merger Agreement will be furnished by the surviving entity of the Merger, on request and without cost, to any shareholder of the Corporation or member of PFGC.

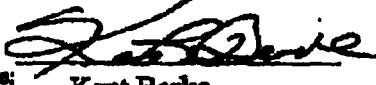
SEVENTH: This Certificate of Merger shall become effective at 4:05 PM, Eastern Daylight time, on May 23, 2008.

18055-1013-13179-1.mrgphs.2948913.3

IN WITNESS WHEREOF, Performance Food Group Company, LLC has caused this Certificate of Merger to be signed as of the day and year first above written.

**PERFORMANCE FOOD GROUP COMPANY,
LLC, a Delaware limited liability company**

By: **VISTAR Corporation, its sole member**

By: 
Name: **Kent Berke**
Title: **Senior Vice President**

[Signature Page to Certificate of Merger, PFOC into PFOC LLC]