

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>		NEW ASSIGNMENT	
<b>NATURE OF CONVEYANCE:</b>		Articles of Conversion	
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
E & H Distributing Co.		12/30/2009	CORPORATION: NEVADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	E & H Distributing, LLC		
<b>Street Address:</b>	9399 West Higgins Road		
<b>Internal Address:</b>	Suite 500		
<b>City:</b>	Rosemont		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60018		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: NEVADA		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	77842311	VALUE WAY	
<b>Serial Number:</b>	77842317	VALUE WAY	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(312)258-5600		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	312-258-5521		
<b>Email:</b>	trademarks@schiffhardin.com, dnowicki@schiffhardin.com		
<b>Correspondent Name:</b>	Amy Cohen Heller, Schiff Hardin LLC		
<b>Address Line 1:</b>	P.O. Box 06079		
<b>Address Line 4:</b>	Chicago, ILLINOIS 60606-0079		
<b>ATTORNEY DOCKET NUMBER:</b>	38876-0055 VALUE WAY		
<b>NAME OF SUBMITTER:</b>	Amy Cohen Heller		
<b>Signature:</b>	/Amy Cohen Heller/		

OP \$65.00 77842311

900176470

**TRADEMARK**  
 REEL: 004422 FRAME: 0276

Date:

11/29/2010

**Total Attachments: 4**

source=E & H Distributing Co. -Articles of Conversion to LLC#page1.tif

source=E & H Distributing Co. -Articles of Conversion to LLC#page2.tif

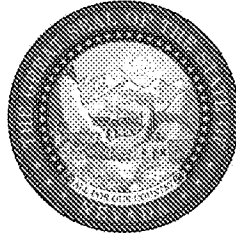
source=E & H Distributing Co. -Articles of Conversion to LLC#page3.tif

source=E & H Distributing Co. -Articles of Conversion to LLC#page4.tif

STATE OF NEVADA

**ROSS MILLER**  
Secretary of State

**SCOTT W. ANDERSON**  
Deputy Secretary  
for Commercial Recordings



OFFICE OF THE  
SECRETARY OF STATE

**Commercial Recordings Division**  
202 N. Carson Street  
Carson City, NV 89701-4069  
Telephone (775) 684-5708  
Fax (775) 684-7138

C T CORPORATION SYSTEM  
208 S LASALLE ST STE 814  
CHICAGO, IL 60604

**Job: C20091230-1871**  
December 30, 2009

**Special Handling Instructions:**  
EMAILED 12/30/09 - RSS

**Charges**

Description	Document Number	Filing Date/Time	Qty	Price	Amount
Convert In	20090896546-69	12/30/2009 8:40:05 AM	1	\$350.00	\$350.00
24 Hour Expedite	20090896546-69	12/30/2009 8:40:05 AM	1	\$125.00	\$125.00
Articles of Organization	20090896548-81	12/30/2009 8:40:05 AM	1	\$75.00	\$75.00
Total					\$550.00

**Payments**

Type	Description	Amount
Billed	750060	\$550.00
Total		\$550.00

**Credit Balance: \$0.00**

**Job Contents:**

File Stamped Copy(s): 2  
LLC Conversion Charter(s): 1

C T CORPORATION SYSTEM  
208 S LASALLE ST STE 814  
CHICAGO, IL 60604



ROSS MILLER  
 Secretary of State  
 204 North Carson Street, Suite 1  
 Carson City, Nevada 89701-4520  
 (775) 684 5708  
 Website: www.nvsos.gov

Filed in the office of  <i>[Signature]</i> Ross Miller Secretary of State State of Nevada	Document Number <b>20090896546-69</b>
	Filing Date and Time <b>12/30/2009 8:40 AM</b>
	Entity Number <b>C311-1955</b>

**Articles of Conversion**  
 (PURSUANT TO NRS 92A.205)  
 Page 1

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Articles of Conversion**  
 (Pursuant to NRS 92A.205)

**1. Name and jurisdiction of organization of constituent entity and resulting entity:**

E & H Distributing Co.  
 Name of constituent entity

Nevada  
 Jurisdiction

Corporation  
 Entity type \*

and,

E & H Distributing, LLC  
 Name of resulting entity

Nevada  
 Jurisdiction

Limited Liability Company  
 Entity type \*

**2. A plan of conversion has been adopted by the constituent entity in compliance with the law of the jurisdiction governing the constituent entity.**

**3. Location of plan of conversion: (check one)**

- The entire plan of conversion is attached to these articles.
- The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity.
- The complete executed plan of conversion for the resulting domestic limited partnership is on file at the records office required by NRS 88.330.

\* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust .

This form must be accompanied by appropriate fees.

NV096 - 05/29/2009 C T System Online

Nevada Secretary of State 92A Conversion Page 1  
 Revised: 3-26-09

**TRADEMARK**  
**REEL: 004422 FRAME: 0279**



ROSS MILLER  
 Secretary of State  
 204 North Carson Street, Suite 1  
 Carson City, Nevada 89701-4520  
 (775) 684 5708  
 Website: www.nvsos.gov

**Articles of Conversion**

(PURSUANT TO NRS 92A.205)

Page 2

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

4. Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the resulting entity in the conversion):

Attn: The Corporation Trust Company of Nevada

c/o: 6100 Neil Road, Suite 500, Reno, NV 89511

5. Effective date of conversion (optional) (not to exceed 90 days after the articles are filed pursuant to NRS 92A.240)\*

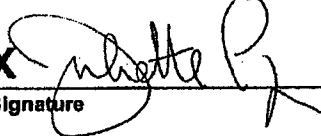
December 31, 2009

6. Signatures - must be signed by:

1. If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited-liability limited partnership; a manager of each Nevada limited-liability company with managers or one member if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited-liability partnership (a.k.a. general partnership governed by NRS chapter 87).

2. If constituent entity is a foreign entity: must be signed by the constituent entity in the manner provided by the law governing it.

Name of constituent entity

X   
 Signature

Executive Vice President  
 Title

12-29-2009  
 Date

\* Pursuant to NRS 92A.205(4) if the conversion takes effect on a later date specified in the articles of conversion pursuant to NRS 92A.240, the constituent document filed with the Secretary of State pursuant to paragraph (b) subsection 1 must state the name and the jurisdiction of the constituent entity and that the existence of the resulting entity does not begin until the later date. This statement must be included within the resulting entity's articles.

**FILING FEE: \$350.00**

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Conversion Page 2  
 Revised: 3-28-09

NV096 - 05-29-2009 C T System Online

TRADEMARK  
 REEL: 004422 FRAME: 0280



ROSS MILLER  
 Secretary of State  
 204 North Carson Street, Suite 4  
 Carson City, Nevada 89701-4520  
 (775) 684 5708  
 Website: www.nvsos.gov

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number <b>20090896548-81</b>
	Filing Date and Time <b>12/30/2009 8:40 AM</b>
	Entity Number <b>C311-1955</b>

**Articles of Organization  
 Limited-Liability Company**  
 (PURSUANT TO NRS CHAPTER 86)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

<b>1. Name of Limited-Liability Company:</b> (must contain approved limited-liability company wording; see instructions)	E & H DISTRIBUTING, LLC	Check box if a Series Limited-Liability Company <input type="checkbox"/>
<b>2. Registered Agent for Service of Process:</b> (check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent: The Corporation Trust Company of Nevada Name <input type="checkbox"/> Noncommercial Registered Agent (name and address below) <b>OR</b> <input type="checkbox"/> Office or Position with Entity (name and address below) Name of Noncommercial Registered Agent <b>OR</b> Name of Title of Office or Other Position with Entity 6100 Neil Road, Suite 500 Reno Nevada 89511 Street Address City State Zip Code 6100 Neil Road, Suite 500 Reno Nevada 89511 Mailing Address (if different from street address) City State Zip Code	
<b>3. Dissolution Date:</b> (optional)	Latest date upon which the company is to dissolve (if existence is not perpetual): Perpetual	
<b>4. Management:</b> (required)	Company shall be managed by: <input type="checkbox"/> Manager(s) <b>OR</b> <input checked="" type="checkbox"/> Member(s) (check only one box)	
<b>5. Name and Address of each Manager or Managing Member:</b> (attach additional page if more than 3)	1) U. S. Foodservice, Inc. Name 9399 W. Higgins Road, Suite 500 Rosemont IL 60018 Street Address City State Zip Code 2) Name Street Address City State Zip Code 3) Name Street Address City State Zip Code	
<b>6. Name, Address and Signature of Organizer:</b> (attach additional page if more than 1 organizer)	Gail Sharps Myers Name  Organizer Signature 9399 W. Higgins Road, Suite 500 Rosemont IL 60018 Address City State Zip Code	
<b>7. Certificate of Acceptance of Appointment of Registered Agent:</b>	I hereby accept appointment as Registered Agent for the above named Entity. <input checked="" type="checkbox"/> James M. Halpin Assistant Secretary Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date 12/24/09	

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 86 DILLC Articles  
 Revised on 3-18-09

NV043 - 05-28-2009 C T System Online