

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/30/2010

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Morrison Holding Company		09/30/2010	Non-Qualifying Entity: ILLINOIS

**RECEIVING PARTY DATA**

Name:	Morrison Management Specialists, Inc.
Street Address:	5801 Peachtree Dunwoody Road
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30342
Entity Type:	CORPORATION: GEORGIA

**PROPERTY NUMBERS Total: 8**

Property Type	Number	Word Mark
Registration Number:	2909530	MORRISON
Registration Number:	2970096	MORRISON'S FRESH COOKING TO-GO
Registration Number:	2970098	MORRISON'S FRESH COOKING
Registration Number:	2970062	MORRISON'S FRESH COOKING TO-GO
Registration Number:	2970097	MORRISON'S FRESH COOKING
Registration Number:	1006514	MORRISON'S
Registration Number:	2909529	MORRISON MANAGEMENT SPECIALISTS
Registration Number:	3683685	MPOWER THE MORRISON WAY OF CARING

**CORRESPONDENCE DATA**

Fax Number: (704)295-5389  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 704-328-2838  
 Email: legal.trademarks-copyrights@compass-usa.com

**900185330**

**TRADEMARK  
 REEL: 004488 FRAME: 0892**

**OP \$215.00 2909530**

Correspondent Name: Compass Group USA, Inc.  
Address Line 1: 2400 Yorkmont Road  
Address Line 4: Charlotte, NORTH CAROLINA 28217

ATTORNEY DOCKET NUMBER:	MORRISON ASSIGNMENTS
NAME OF SUBMITTER:	Kathy Keller
Signature:	/Kathy Keller/
Date:	03/02/2011

**Total Attachments: 12**

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# STATE OF GEORGIA

## Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

## CERTIFICATE OF MERGER

I, **Brian P. Kemp**, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of 09/30/2010. Attached is a true and correct copy of the said filing.

Surviving Entity:

**MORRISON MANAGEMENT SPECIALISTS, INC.**, a Georgia Profit Corporation

Nonsurviving Entity/Entities:

**MORRISON HOLDING COMPANY**, an Illinois Non-Qualifying Entity

WITNESS my hand and official seal in the City of Atlanta  
and the State of Georgia on September 30, 2010



A handwritten signature in black ink, appearing to read 'B: P. Kemp'.

Brian P. Kemp  
Secretary of State

TRADEMARK

REEL: 004488 FRAME: 0894

CERTIFICATE OF MERGER  
OF  
MORRISON HOLDING COMPANY,  
AN ILLINOIS CORPORATION

MERGING WITH AND INTO  
MORRISON MANAGEMENT SPECIALISTS, INC.,  
A GEORGIA CORPORATION

The undersigned corporation  
DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<i>MORRISON HOLDING COMPANY</i>	<i>ILLINOIS</i>
<i>MORRISON MANAGEMENT SPECIALISTS, INC.</i>	<i>GEORGIA</i>

SECOND: That the name of the surviving corporation of the merger is MORRISON MANAGEMENT SPECIALISTS, INC., a Georgia corporation.

THIRD: That the Certificate of Incorporation of MORRISON MANAGEMENT SPECIALISTS, INC., a Georgia corporation, which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

FOURTH: That a Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.


FIFTH: That the executed Plan of Merger is on file at an office of the surviving corporation, the address of which is 5801 Peachtree Dunwoody Road, Atlanta, GA 30342.

SIXTH: That a copy of the Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That the shareholders of constituent corporations are not required to approve the merger under applicable law.

443719

State of Georgia  
Expedite Merger 11 Page(s)



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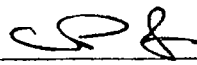
EIGHTH: That, pursuant to the Plan of Merger, the merger of the constituent corporations shall be effective at 12:00 p.m. Eastern on September 30, 2010.

NINTH: That a request for publication of a notice of filing of this Certificate of Merger and payment therefore will be made as required by O.C.G.A. § 14-2-1105.1.

[Signature Page follows.]

IN WITNESS WHEREOF, Morrison Management Specialists, Inc. has caused this Certificate to be signed by C. Palmer Brown, its Sr. Vice President and Secretary, the 16<sup>th</sup> day of September 2010.

MORRISON MANAGEMENT SPECIALISTS, INC.

By   
C. Palmer Brown,  
Senior Vice President & Secretary

2010 SEP 23 PM 12:02  
SECRETARY OF STATE  
CORPORATIONS DIVISION

2010 SEP 20 PM 12:51  
SECRETARY OF STATE  
CORPORATIONS DIVISION

443719

TRADEMARK

REEL: 004488 FRAME: 0897

To Whom It May Concern:

You are requested to publish the following NOTICE OF MERGER once a week for two consecutive weeks commencing within 10 days after the receipt of this request by this newspaper.

NOTICE OF MERGER

Notice is given that articles or a certificate of merger which will effect a merger by and between Morrison Holding Company, incorporated under the laws of the state of Illinois and Morrison Management Specialists, Inc., Incorporated under the laws of the state of Georgia has been delivered to the Secretary of State for filing in accordance with the Georgia Business Corporation Code. The name of the surviving corporation in the merger, Morrison Management Specialists, Inc., a corporation incorporated in the State of Georgia. The registered office of such corporation is located at 1201 Peachtree Street NE, Atlanta, GA 30361 and its registered agent at such address is CT Corporation.

Enclosed is a check in the amount of \$40.00 in payment of the cost of publishing this notice.

Sincerely,

Morrison Management Specialists, Inc.

TRADEMARK

REEL: 004488 FRAME: 0898

**PLAN OF MERGER  
OF MORRISON HOLDING COMPANY  
INTO  
MORRISON MANAGEMENT SPECIALISTS, INC.**

This PLAN OF MERGER, made as of 30<sup>th</sup>, day of September, 2010, between Morrison Holding Company, a corporation organized and existing under the laws of the state of Illinois ("MHC") and MORRISON MANAGEMENT SPECIALISTS, INC., a corporation organized and existing under the laws of the state of Georgia ("the Corporation").

WITNESSETH

WHEREAS, the Board of Directors of the Corporation deems it advisable and in the best interests of the Corporation that MHC be merged with and into the Corporation (the "Merger") upon the terms and conditions set forth herein and in accordance with Section 14-2-1104 of the Georgia Business Corporation Code (the "Georgia Code") and the Illinois Business Corporation Act (the "Illinois Act"); and

WHEREAS, the Board of Directors of MHC deems it advisable and in the best interest of MHC that MHC be merged with and into the Corporation upon the terms and conditions set forth herein and in accordance with Section 14-2-1104 of the Georgia Business Corporation Code and the Illinois Act.

NOW, THEREFORE, the Board of Directors of MHC and the Corporation approve the Merger on the following terms and conditions:

ARTICLE I  
TERMS AND CONDITIONS OF MERGER

- 1.1 Merger. Subject to the terms and conditions contained herein, at the Effective Time (as defined below), MHC will be merged with and into the Corporation, with the Corporation being the surviving entity in the Merger. Upon the effectiveness of the Merger, the Corporation shall possess all of the rights, privileges, powers and franchises of MHC, and all property (real, personal, and mixed) and other assets (tangible and intangible) belonging to MHC shall be vested in the Corporation, and all such property, assets, rights, privilege, powers and franchises shall thereafter belong to the Corporation, and the title to any real estate vested by deed or otherwise in MHC shall not revert or be in any way impaired by reason of the Merger. All rights of creditors and all liens upon any property of MHC shall be preserved unimpaired, and all debts, liabilities and duties of MHC shall, following the Merger, attach to the Corporation and may be enforced against it to the same extent as if those debts, liabilities and duties had been incurred or contracted by the Corporation.
- 1.2 Consummation of the Merger. Promptly following the duly authorized approval of the Merger by the shareholders of MHC, the Corporation shall cause Articles of Merger



to be filed with the Secretary of State of Georgia and Secretary of State of Illinois in such form as required by, and executed in accordance with, the relevant provisions of Section 14-2-120 of the Georgia Code and Article 11 of the Illinois Act; and the Corporation shall also cause the Articles of Merger to be filed with the Secretary of State of Georgia and Secretary of State in IL in such form as required by, and executed in accordance with, the relevant provisions of the Section 14-2-1104 of the Georgia Code and Article 11 of the Illinois Act. The Merger shall become effective at 12 p.m. Eastern Standard Time on Thursday September 30, 2010 (the "Effective Time").

- 1.3 Further Assurances. If at any time after the Effective Time the Corporation shall consider or be advised that any further deeds, assignments, assurances, or any other acts are necessary, desirable or proper to vest, perfect or confirm, of record or otherwise, in the Corporation, the title to any property or right of MHC acquired or to be acquired by reason, or as a result of, the Merger, MHC agrees that the Corporation and its officers shall execute and deliver all such deeds, assignments and assurances and do all acts necessary, desirable or proper to vest, perfect or confirm title to such property or right in the Corporation, and the officers of the Corporation are fully authorized in the name of MHC or otherwise to take any and all such action.
- 1.4 The Corporation certifies that the Notice of Merger and a publishing fee of \$40 have been mailed or delivered to an authorized newspaper, as required by O.C.G.A. § 14-2-1105.1.

## ARTICLE II THE CORPORATION

- 2.1 Articles of Incorporation. The Articles of Incorporation of the Corporation, as in effect at the Effective Time, shall be the Articles of Incorporation of the Corporation.
- 2.2 Bylaws. The Bylaws of the Corporation, as in effect at the Effective Time, shall be the Bylaws of the Corporation until amended or repealed in accordance with the provisions thereof, the Articles of Incorporation and applicable by law.
- 2.3 Directors. The directors of the Corporation, as of the Effective Time, shall be the directors of the Corporation until their respective successors are duly elected and qualified in the manner provided in the Bylaws of the Corporation and under applicable law, or until their earlier resignation or removal.
- 2.4 Officers. The officers of the Corporation, as of the Effective Time, shall be the officers of the Corporation until their successors are duly elected and qualified in the manner provided in the Bylaws of the Corporation and under applicable law, or until their earlier resignation or removal.

ARTICLE III  
CONVERSION AND EXCHANGE OF SHARES

3.1 Conversion to Company Common Stock. At the Effective Time and without any further action on the part of the Corporation, MHC or the board of directors of either or the shareholders of either, the shares of the Common Stock of MHC which were issued to the Corporation prior to the Merger will promptly after the Effective Time, shall not be converted, exchanged or otherwise remain issued and outstanding, but instead shall, be canceled and retired.

ARTICLE IV  
CLOSING

4.1 Closing. Subject to the terms and conditions of this Plan, the closing of the Merger (the "Closing") will take place at the Effective Time.

4.2 Closing of MHC Stock Ledger. At the Effective Time, the stock ledger of MHC shall be closed and no transfer of shares of stock in MHC shall thereafter be made.

ARTICLE V  
MISCELLANEOUS

5.1 Address of Corporation. The Corporation has its principal office at 5801 Peachtree Dunwoody Road, Atlanta, GA 30342 and its Registered Agent/Office at 1201 Peachtree Street, NE, Atlanta, GA 30361.

5.2 Address of MHC. MHC has its principal office at 5801 Peachtree Dunwoody Road, Atlanta, GA 30342 and its Registered Agent/Office at 1201 Peachtree Street, NE, Atlanta, GA 30361.

5.3 Corporation Name. The name of the Corporation shall continue to be Morrison Management Specialists, Inc.

5.4 Effect of Merger. Upon the Merger of MHC into the Corporation becoming effective, the corporation existence of MHC will cease, and the corporate existence of the Corporation will continue.

[Signature Page Follows]

TRADEMARK

REEL: 004488 FRAME: 0901

MORRISON HOLDING COMPANY

By: *Becky Anderson*  
Becky Anderson  
Assistant Secretary

MORRISON MANAGEMENT SPECIALISTS, INC.

By: *C. Palmer Brown*  
C. Palmer Brown., Sr. Vice  
President, Corporate Development,  
General Counsel & Secretary

2010 SEP 23 PM 12:02  
SECRETARY OF STATE  
CORPORATIONS DIVISION

2010 SEP 20 PM 12:52  
SECRETARY OF STATE  
CORPORATIONS DIVISION

TRADEMARK

REEL: 004488 FRAME: 0902

FORM **BCA 11.25** (rev. Dec. 2003)  
**ARTICLES OF MERGER,  
CONSOLIDATION OR EXCHANGE**  
Business Corporation Act

Jesse White, Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-6961  
www.cyberdriveillinois.com

Remit payment in the form of a  
check or money order payable  
to the Secretary of State.

The filing fee is \$100, but if merger or  
consolidation involves more than 2  
corporations, \$50 for each additional  
corporation.

\_\_\_\_\_ File # \_\_\_\_\_ Filing Fee: \$ \_\_\_\_\_ Approved: \_\_\_\_\_  
\_\_\_\_\_ Submit in duplicate \_\_\_\_\_ Type or Print clearly in black ink \_\_\_\_\_ Do not write above this line \_\_\_\_\_

NOTE: Strike inapplicable words in items 1, 3 and 4.

1. Names of the corporations proposing to <sup>merge</sup> ~~consolidate~~ , and the state or country of their incorporation:  
~~exchange shares~~

Name of Corporation	State or Country of Incorporation	Corporation File Number
Morrison Holding Company	Illinois	6026-783-9
Morrison Management Specialists, Inc.	Georgia	K91810882

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the <sup>surviving</sup> ~~new~~ corporation: Morrison Management Specialists, Inc.  
~~acquiring~~  
(b) it shall be governed by the laws of: Georgia

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of <sup>merger</sup> ~~consolidation~~ is as follows:  
~~exchange~~  
  
Plan of Merger attached

5. Plan of <sup>merger</sup> consolidation was approved, as to each corporation not organized in Illinois, in compliance with the laws of the exchange state under which it is organized, and (b) as to each Illinois corporation, as follows:

*(The following items are not applicable to mergers under §11.30 — 90% owned subsidiary provisions. See Article 7.)*

*(Only "X" one box for each Illinois corporation)*

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.20)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

Morrison Holding Company
















6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
Morrison Holding Company	100	100
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. (Not applicable to 100% owned subsidiaries)  
 The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was \_\_\_\_\_  
 (Month & Day) (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received?  Yes  No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated September 16, 2010  
 (Month & Day) (Year)

Morrison Holding Company  
 (Exact Name of Corporation)

  
 (Any authorized officer's signature)

Becky Anderson - Assistant Secretary  
 (Type or Print Name and Title)

Dated September 16, 2010  
 (Month & Day) (Year)

Morrison Management Specialists, Inc.  
 (Exact Name of Corporation)

  
 (Any authorized officer's signature)

C. Palmer Brown - Sr. VP & Secretary  
 (Type or Print Name and Title)

Dated \_\_\_\_\_, \_\_\_\_\_  
 (Month & Day) (Year)

\_\_\_\_\_  
 (Exact Name of Corporation)

\_\_\_\_\_  
 (Any authorized officer's signature)

\_\_\_\_\_  
 (Type or Print Name and Title)