

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		Certificate of Conversion	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
TriMark ERF, LLC		06/01/2011	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	TriMark ERF, Inc.		
Street Address:	1200 7th Street		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94107		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2492222	BIGTRAY	
Registration Number:	2516648	BIGTRAY	
CORRESPONDENCE DATA			
Fax Number:	(617)235-9493		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	617.951.7000		
Email:	trademarks@ropesgray.com		
Correspondent Name:	Emilia F. Cannella, Ropes & Gray LLP		
Address Line 1:	800 Boylston Street		
Address Line 2:	Prudential Tower		
Address Line 4:	Boston, MASSACHUSETTS 02199-3600		
ATTORNEY DOCKET NUMBER:	105178-0003 96949, 96948		
NAME OF SUBMITTER:	Emilia F. Cannella		
Signature:	/Emilia F. Cannella/		

CH \$65.00 2492222

Date:

06/15/2011

Total Attachments: 6

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "TRIMARK ERF, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "TRIMARK ERF, LLC" TO "TRIMARK ERF, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF JUNE, A.D. 2011, AT 5:44 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4485412 8100V

110677836




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8804752

DATE: 06-02-11

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

TRADEMARK
REEL: 004561 FRAME: 0793

STATE of DELAWARE

CERTIFICATE OF CONVERSION
OF
TRIMARK ERF, LLC
TO
TRIMARK ERF, INC.

Pursuant to Title 8, Section 265 of the Delaware General Corporation Law and Title 6, Section 18-216 of the Delaware Limited Liability Company Act, TriMark ERF, LLC, a Delaware limited liability company (the "Company"), does hereby certify to the following information relating to the conversion of the Company into TriMark ERF, Inc., a Delaware corporation.

1. The date on which the Company was first formed in the State of Delaware is January 7, 2008.
2. The name of the Company immediately prior to filing this Certificate is TriMark ERF, LLC.
3. The name of the corporation as set forth in the Certificate of Incorporation filed in accordance with Section 265(b) of the Delaware General Corporation Law is TriMark ERF, Inc.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion of TriMark ERF, LLC to TriMark ERF, Inc. this 1st day of June, 2011.

By: 

Jerry Hyman
Authorized Person

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "TRIMARK ERF, INC." FILED IN THIS OFFICE ON THE FIRST DAY OF JUNE, A.D. 2011, AT 5:44 O'CLOCK P.M.


A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4485412 8100V

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8804752

DATE: 06-02-11

TRADEMARK
REEL: 004561 FRAME: 0795

STATE of DELAWARE

CERTIFICATE OF INCORPORATION
OF
TRIMARK ERF, INC.

1. Name. The name of this corporation is TriMark ERF, Inc.
2. Registered Office. The registered office of this corporation in the State of Delaware is located at 1209 Orange Street in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. Purpose. The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
4. Stock. The total number of shares of stock that this corporation shall have authority to issue is one thousand (1,000) shares of Common Stock, \$0.01 par value per share. Each share of Common Stock shall be entitled to one vote.
5. Incorporator. The name and mailing address of the incorporator is: Jerry Hyman, c/o TriMark USA, 505 Collins Street, So. Attleboro, MA 02703.
6. Change in Number of Shares Authorized. Except as otherwise provided in the provisions establishing a class of stock, the number of authorized shares of any class or series of stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of the corporation entitled to vote irrespective of the provisions of Section 242(b)(2) of the General Corporation Law of the State of Delaware.
7. Election of Directors. The election of directors need not be by written ballot unless the by-laws shall so require.
8. Authority of Directors. In furtherance and not in limitation of the power conferred upon the board of directors by law, the board of directors shall have power to make, adopt, alter, amend and repeal from time to time by-laws of this corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal by-laws made by the board of directors.
9. Liability of Directors. A director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that exculpation from liability is not permitted under the General Corporation Law of the State of Delaware as in effect at the time such liability is determined. No amendment or repeal of this paragraph 9 shall apply to or have any effect on the liability or

alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

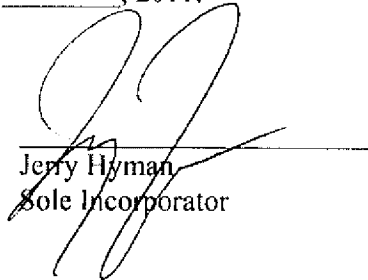
10. Indemnification. This corporation shall, to the maximum extent permitted from time to time under the law of the State of Delaware, indemnify and upon request advance expenses to any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit, proceeding or claim, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was or has agreed to be a director or officer of this corporation or while a director or officer is or was serving at the request of this corporation as a director, officer, partner, trustee, employee or agent of any corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorney's fees and expenses), judgments, fines, penalties and amounts paid in settlement incurred (and not otherwise recovered) in connection with the investigation, preparation to defend or defense of such action, suit, proceeding or claim; provided, however, that the foregoing shall not require this corporation to indemnify or advance expenses to any person in connection with any action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person. Such indemnification shall not be exclusive of other indemnification rights arising under any by-law, agreement, vote of directors or stockholders or otherwise and shall inure to the benefit of the heirs and legal representatives of such person. Any person seeking indemnification under this paragraph 10 shall be deemed to have met the standard of conduct required for such indemnification unless the contrary shall be established. Any repeal or modification of the foregoing provisions of this paragraph 10 shall not adversely affect any right or protection of a director or officer of this corporation with respect to any acts or omissions of such director or officer occurring prior to such repeal or modification.

11. Records. The books of this corporation may (subject to any statutory requirements) be kept outside the State of Delaware as may be designated by the board of directors or in the by-laws of this corporation.

12. Meeting of Stockholders of Certain Classes. If at any time this corporation shall have a class of stock registered pursuant to the provisions of the Securities Exchange Act of 1934, for so long as such class is so registered, any action by the stockholders of such class must be taken at an annual or special meeting of stockholders and may not be taken by written consent.

[Remainder of Page Intentionally Left Blank]

THE UNDERSIGNED, the sole incorporator named above, hereby certifies that the facts stated above are true as of this 1st day of June, 2011.



Jerry Hyman
Sole Incorporator