

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 |
|---------------------------|----------|----------------|----------------------------|
| Brookshire Brothers, Ltd. | | 03/12/2012 | LIMITED PARTNERSHIP: TEXAS |

RECEIVING PARTY DATA

| | |
|------------------------|---------------------------|
| Name: | Brookshire Brothers, Inc. |
| Street Address: | 1201 Ellen Trout Drive |
| City: | Lufkin |
| State/Country: | TEXAS |
| Postal Code: | 75904 |
| Entity Type: | CORPORATION: TEXAS |

PROPERTY NUMBERS Total: 17

| Property Type | Number | Word Mark |
|----------------------|----------|-------------------------------|
| Registration Number: | 2961470 | B & B EXPRESS |
| Serial Number: | 85293219 | BBROS RX\$AVER |
| Serial Number: | 85186763 | BBROS BEVERAGE BLAST |
| Serial Number: | 85186760 | BBROS BEVERAGE DEPOT |
| Registration Number: | 4046496 | BBROSCONNECTS |
| Registration Number: | 1430667 | BUDGET CHOPPER |
| Registration Number: | 2206207 | DINNER DESTINATIONS |
| Registration Number: | 2206205 | DINNER DESTINATIONS |
| Registration Number: | 3172215 | FRESH HARVEST |
| Registration Number: | 3126710 | FRESH HARVEST |
| Serial Number: | 85528443 | FRESH HARVEST |
| Registration Number: | 2921695 | FRESH HARVEST FOOD & PHARMACY |
| Registration Number: | 3637889 | POLK OIL CO. |
| Registration Number: | 3560691 | POLK PICK IT UP |

OP \$440.00 2961470

TRADEMARK

| | | |
|----------------------|---------|-----------------------------------|
| Registration Number: | 2974294 | TEXAS STAR |
| Registration Number: | 2150929 | TOBACCO BARN |
| Registration Number: | 2206204 | YOUR PASSPORT TO MEALS IN MINUTES |

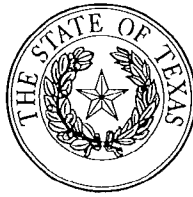
CORRESPONDENCE DATA

Fax Number: 2102268395
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: (210) 554-5363
 Email: ipdocket@coxsmith.com
 Correspondent Name: Cox Smith Matthews Incorporated
 Address Line 1: 112 East Pecan Street, Suite 1800
 Address Line 2: ATTN: Matthew M. Jennings
 Address Line 4: San Antonio, TEXAS 78205

| | |
|-------------------------|---------------------|
| ATTORNEY DOCKET NUMBER: | 20364.3 |
| NAME OF SUBMITTER: | Matthew M. Jennings |
| Signature: | /mmjennings58538/ |
| Date: | 05/08/2012 |

Total Attachments: 11
 source=Brookshire Brothers Certificate of Conversion#page1.tif
 source=Brookshire Brothers Certificate of Conversion#page2.tif
 source=Brookshire Brothers Certificate of Conversion#page3.tif
 source=Brookshire Brothers Certificate of Conversion#page4.tif
 source=Brookshire Brothers Certificate of Conversion#page5.tif
 source=Brookshire Brothers Certificate of Conversion#page6.tif
 source=Brookshire Brothers Certificate of Conversion#page7.tif
 source=Brookshire Brothers Certificate of Conversion#page8.tif
 source=Brookshire Brothers Certificate of Conversion#page9.tif
 source=Brookshire Brothers Certificate of Conversion#page10.tif
 source=Brookshire Brothers Certificate of Conversion#page11.tif



Office of the Secretary of State

CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument for

BROOKSHIRE BROTHERS, LTD.
File Number: 9621110

Converting it to

Brookshire Brothers, Inc.
File Number: 801587418

has been received in this office and has been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the conversion on the date shown below.

Dated: 04/25/2012

Effective: 04/28/2012 11:56 pm



A handwritten signature in cursive script, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State



Office of the Secretary of State

CERTIFICATE OF FILING OF

Brookshire Brothers, Inc.
File Number: 801587418

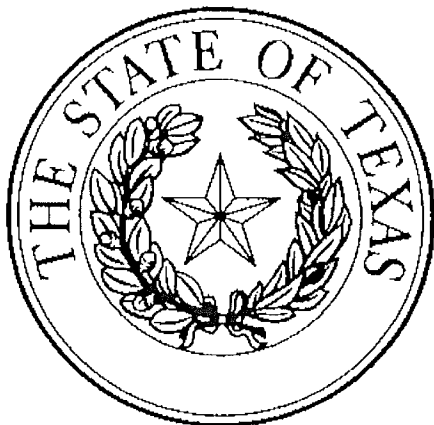
The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic For-Profit Corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 04/25/2012

Effective: 04/28/2012 11:56 pm



A handwritten signature in cursive script, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

FILED
In the Office of the
Secretary of State of Texas
APR 25 2012
Corporations Section

CERTIFICATE OF CONVERSION
OF
BROOKSHIRE BROTHERS, LTD.

March 12, 2012

Pursuant to the provisions of Article 10.101 of the Texas Business Organizations Code (the "*TBOC*"), Brookshire Brothers, Ltd., a Texas limited partnership (the "*Partnership*"), certifies the following Certificate of Conversion (the "*Certificate*") for the purpose of effecting a conversion of the Partnership into a Texas corporation in accordance with the TBOC:

Converting Entity Information

1. The name of the converting entity is Brookshire Brothers, Ltd., a Texas limited partnership. The jurisdiction of formation of the Partnership is Texas and the date of formation is February 24, 1997. The file number issued to the Partnership by the Secretary of State of the State of Texas is 9621110.

Converted Entity Information

2. The Partnership is converting to a for-profit corporation. The name of the for-profit corporation is Brookshire Brothers, Inc., a corporation formed under the laws of Texas (the "*Corporation*").

Plan of Conversion

3. In lieu of providing the plan of conversion, the converting Partnership certifies that an executed copy of the plan of conversion is on file at the principal place of business of the Partnership, 1201 Ellen Trout Drive, Lufkin, Texas 75904, and an executed plan of conversion will be on file from and after the conversion, at the principal place of business of the converted entity, 1201 Ellen Trout Drive, Lufkin, Texas 75904.

4. A copy of the plan of conversion will be furnished by the converting entity (before the conversion) or by the converted entity (after the conversion), on written request and without cost, to any partner or member of the converting or converted entity.

Certificate of Formation for the Converted Entity

5. The converted entity is a Texas corporation and the Certificate of Formation is attached hereto as Exhibit A.

Approval of the Plan of Conversion

6. The plan of conversion has been approved as required by the TBOC, the laws of the jurisdiction of formation and the governing documents of the converting entity.

Effectiveness of Filing

7. This Certificate becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is 11:56 p.m., Central Time, on April 28, 2012.

Tax Certificate

8. In lieu of providing the tax certificate, the Corporation, as the converted entity, is liable for the payment of any franchise taxes.

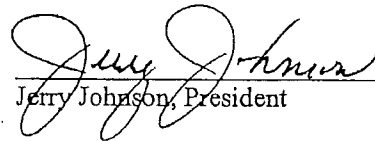
[SIGNATURE PAGE FOLLOWS]

*[SIGNATURE PAGE TO
CERTIFICATE OF CONVERSION OF
BROOKSHIRE BROTHERS, LTD.]*

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Conversion to be duly executed on the date set forth above.

BROOKSHIRE BROTHERS, LTD.

By: Brookshire Brothers Management, Inc.
its General Partner



Jerry Johnson, President

CERTIFICATE OF FORMATION
OF
BROOKSHIRE BROTHERS, INC.

FILED
In the Office of the
Secretary of State of Texas
APR 25 2012
Corporations Section

March 12, 2012

THE UNDERSIGNED, acting as the organizer of a corporation under and in accordance with the Business Organizations Code of the State of Texas (the "TBOC"), hereby adopts the following Certificate of Formation (this "Certificate").

ARTICLE ONE
ENTITY NAME AND TYPE

The name of the entity is Brookshire Brothers, Inc. (the "Corporation"). The Corporation is a for-profit corporation. The Corporation is being formed pursuant to a plan of conversion. The name, address, date of formation, prior form of organization and jurisdiction of organization of the converting entity is set forth below:

| <u>CONVERTING ENTITY'S (PRIOR) NAME</u> | <u>ADDRESS</u> | <u>PRIOR FORM OF ORGANIZATION</u> | <u>DATE OF FORMATION</u> | <u>JURISDICTION OF FORMATION</u> |
|---|---|---------------------------------------|------------------------------|--|
| Brookshire Brothers, Ltd. | 1201 Ellen Trout Drive Lufkin, Texas 75904 | Limited Partnership | 02/94/1997 | Texas |

ARTICLE TWO
PURPOSE

The purpose for which the Corporation is organized is the transaction of any or all lawful business for which a for-profit corporation may be formed under the TBOC.

ARTICLE THREE
CAPITALIZATION

Section 3.1 Authorized Shares. The total number of shares of all classes the Corporation is authorized to issue is 100 shares of Common Shares, par value \$0.01 per share (the "Common Shares").

Section 3.2 Common Shares.

a. The holders of Common Shares shall be entitled to one vote for each such share on each matter properly submitted to the shareholders on which the holders of Common Shares are entitled to vote. Except as otherwise provided by law or this Certificate, at any annual or

special meeting of the shareholders the Common Shares shall have the exclusive right to vote for the election of directors and on all other matters properly submitted to a vote of the shareholders.

b. The holders of Common Shares shall be entitled to receive such dividends and other distributions when, as and if declared thereon by the Board from time to time out of any assets or funds of the Corporation legally available therefor.

c. In the event of any voluntary or involuntary winding-up or termination of the Corporation, after payment or provision for payment of the debts, liabilities and obligations of the Corporation, the holders of Common Shares shall be entitled to receive all the remaining assets of the Corporation available for distribution to its shareholders, ratably in proportion to the number of Common Shares held by them.

ARTICLE FOUR ORGANIZER

The name and address of the organizer is as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------|---|
| Jerry Johnson | 1201 Ellen Trout Drive Lufkin, Texas 75904 |

ARTICLE FIVE REGISTERED AGENT

The initial registered agent is an individual resident of the State of Texas whose name and business address is set forth below:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------|---|
| Jerry Johnson | 1201 Ellen Trout Drive Lufkin, Texas 75904 |

ARTICLE SIX INITIAL DIRECTORS

The number of directors constituting the initial Board is five (5), and the names and addresses of the persons who are to serve as the initial directors until the first annual meeting of shareholders or until the successor or successors are duly elected and qualified are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------|---|
| Jerry Johnson | 1201 Ellen Trout Drive Lufkin, Texas 75904 |
| Jack Gabriel | 1201 Ellen Trout Drive Lufkin, Texas 75904 |

| <u>NAME</u> | <u>ADDRESS</u> |
|----------------|---|
| Carl Ray Polk | 1201 Ellen Trout Drive Lufkin, Texas 75904 |
| Randy Ferguson | 1201 Ellen Trout Drive Lufkin, Texas 75904 |
| Milton Hixon | 1201 Ellen Trout Drive Lufkin, Texas 75904 |

**ARTICLE SEVEN
ACTIONS BY SHAREHOLDERS WITHOUT A MEETING**

Any action required to be taken at any annual or special meeting of shareholders, and any action which may be taken at any annual or special meeting of shareholders, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall have been signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which holders of all shares entitled to vote on the action were present and voted.

**ARTICLE EIGHT
LIMITED LIABILITY; INDEMNIFICATION**

Section 8.1 Limitation of Liability. No person who is or was a director of the Corporation shall be personally liable to the Corporation or any of its shareholders for monetary damages for an act or omission in such person's capacity as a director of the Corporation, except to the extent such limitation or elimination of liability is not permitted by applicable law, as the same exists or hereafter may be changed. If applicable law is hereafter changed to authorize corporate action further limiting or eliminating the liability of directors, then the liability of a director to the Corporation or its shareholders shall be limited or eliminated to the fullest extent permitted by applicable law, as so changed. Any repeal or amendment of this Section 8.1 by the shareholders of the Corporation or by changes in law, or the adoption of any other provision of this Certificate inconsistent with this Section 8.1 will, unless otherwise required by law, be prospective only (except to the extent such amendment or change in law permits the Corporation to further limit or eliminate the liability of directors) and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or amendment or adoption of such inconsistent provision with respect to acts or omissions occurring prior to such repeal or amendment or adoption of such inconsistent provision.

Section 8.2 Indemnification.

a. Each person who was or is a respondent or defendant, or is threatened to be made a respondent or defendant, or testifies or otherwise participates, in any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, arbitratve or investigative, any appeal in such an action, suit or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding (any of the foregoing hereinafter called a "*proceeding*"), whether or not by or in the right of the Corporation, because such person is or

was a director of the Corporation or, while a director of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, administrator, agent or similar functionary of another foreign or domestic corporation, limited or general partnership, limited liability company, business trust, real estate investment trust, joint venture, joint stock company, cooperative, association, bank, insurance company, credit union, association, proprietorship, trust, employee benefit plan, other enterprise or other organization (hereinafter a "*Covered Person*") shall be indemnified by the Corporation to the fullest extent authorized or permitted by applicable law, as the same exists or may hereafter be changed, against all judgments (including arbitration awards), court costs, penalties, excise and similar taxes, fines, settlements, reasonable attorneys' fees and other expenses (all of the foregoing hereinafter called "*expenses*") actually incurred by such person in connection with such proceeding, and such right to indemnification shall continue as to a person who has ceased to be a director, officer, partner, venturer, proprietor, trustee, employee, administrator, agent or similar functionary and shall inure to the benefit of his or her heirs, executors and administrators. The right to indemnification conferred by this Section 8.2 shall be a contract right and shall include the right to be paid or reimbursed by the Corporation the reasonable expenses incurred in defending or otherwise participating in any such proceeding in advance of its final disposition upon receipt by the Corporation of a written affirmation by the Covered Person of the Covered Person's good faith belief that the person has met the standard of conduct necessary for indemnification under the TBOC and a written undertaking by or on behalf of the person to repay all amounts so advanced if it shall be ultimately determined by final judicial decision from which there is no further right to appeal that the Covered Person has not met that standard or that indemnification of the Covered Person against expenses incurred by such person in connection with that proceeding is prohibited by the TBOC.

b. The rights conferred on any Covered Person by this Section 8.2 shall not be exclusive of any other rights which any Covered Person may have or hereafter acquire under law, this Certificate, the bylaws of the Corporation, an agreement, vote of shareholders or disinterested directors, or otherwise.

c. Any repeal or amendment of this Section 8.2 by the shareholders of the Corporation or by changes in law, or the adoption of any other provision of this Certificate inconsistent with this Section 8.2, will, unless otherwise required by law, be prospective only (except to the extent such amendment, change in law or adoption permits the Corporation to provide broader indemnification rights on a retroactive basis than permitted prior thereto), and will not in any way diminish or adversely affect any right or protection existing at the time of such repeal or amendment or adoption of such inconsistent provision in respect of any act or omission occurring prior to such repeal or amendment or adoption of such inconsistent provision.

d. This Section 8.2 shall not limit the right of the Corporation, to the extent and in the manner authorized or permitted by law, to indemnify and to advance expenses to persons other than Covered Persons.

ARTICLE NINE
SHAREHOLDER VOTE ON CERTAIN MATTERS

Except as otherwise provided in this Certificate, the vote of shareholders required for approval of any action for which the TBOC requires a shareholder vote, shall, if a greater vote of shareholders is provided for by the TBOC, instead be the affirmative vote of the holders of a majority of the outstanding shares entitled to vote thereon, unless any class or series of shares is entitled to vote as a class thereon, in which event the vote required shall be the affirmative vote of the holders of a majority of the outstanding shares within each class or series of shares entitled to vote thereon as a class and a majority of the outstanding shares otherwise entitled to vote thereon.

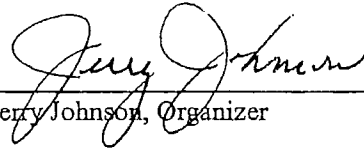
This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is 11:56 p.m., Central Time, on April 28, 2012.

[SIGNATURE PAGE FOLLOWS]

*[SIGNATURE PAGE TO CERTIFICATE OF FORMATION OF
BROOKSHIRE BROTHERS, INC.]*

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Formation to be duly executed on the date first set forth above.

ORGANIZER:



Jerry Johnson, Organizer