

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	01/27/2012		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
PFG Holdings, LLC		01/27/2012	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Performance Food Group, Inc.		
<b>Street Address:</b>	12500 West Creek Parkway		
<b>City:</b>	Richmond		
<b>State/Country:</b>	VIRGINIA		
<b>Postal Code:</b>	23238		
<b>Entity Type:</b>	CORPORATION: COLORADO		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3800481	FIRST MARK	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2124552502		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	(212) 455-2222		
<b>Email:</b>	ksolomon@stblaw.com		
<b>Correspondent Name:</b>	Marcela Robledo, Esq.		
<b>Address Line 1:</b>	Simpson Thacher & Bartlett LLP		
<b>Address Line 2:</b>	425 Lexington Avenue		
<b>Address Line 4:</b>	New York, NEW YORK 10017		
<b>ATTORNEY DOCKET NUMBER:</b>	074676/0010		
<b>NAME OF SUBMITTER:</b>	Marcela Robledo		

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**900254800**

**TRADEMARK**  
**REEL: 005024 FRAME: 0696**

Signature:	/mr/
Date:	05/09/2013
Total Attachments: 4 source=PFGHoldings-PerformanceMerger#page1.tif source=PFGHoldings-PerformanceMerger#page2.tif source=PFGHoldings-PerformanceMerger#page3.tif source=PFGHoldings-PerformanceMerger#page4.tif	

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, 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:

"PFG HOLDINGS, LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "PERFORMANCE FOOD GROUP, INC." UNDER THE NAME OF "PERFORMANCE FOOD GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF COLORADO, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 2012, AT 10:28 O'CLOCK A.M.

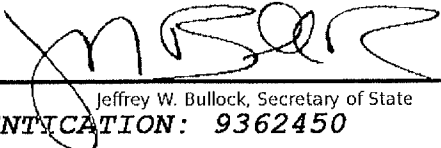
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 2012, AT 11:35 O'CLOCK P.M.

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120093279

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9362450

DATE: 02-14-12

TRADEMARK  
REEL: 005024 FRAME: 0698

**CERTIFICATE OF MERGER  
OF  
PFG HOLDINGS, LLC  
WITH AND INTO  
PERFORMANCE FOOD GROUP, INC.**

**UNDER SECTION 18-209 OF THE  
DELAWARE LIMITED LIABILITY COMPANY ACT**

January 27, 2012

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

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

<u>Name</u>	<u>State of Incorporation/Formation</u>
PFG Holdings, LLC	Delaware
Performance Food Group, Inc.	Colorado

**SECOND:** The Agreement and Plan of Merger, dated as of January 27, 2012 (as amended and supplemented to the date hereof, the "Merger Agreement"), by and between PFG and the Company 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, Inc. shall be the name of the surviving entity of the Merger.

**FOURTH:** As of the effective time of the Merger, the Amended and Restated Articles of Incorporation of PFG shall be the Amended and Restated Articles of Incorporation 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.

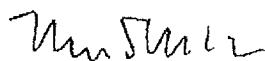
**SIXTH:** A copy of the Merger Agreement will be furnished by the surviving entity of the Merger, on request and without cost, to any member of the Company or shareholder of PFG.

**SEVENTH:** This Certificate of Merger shall become effective at 11:35 PM, Eastern Standard time, on January 27, 2012.

**EIGHTH:** PFG consents to service of process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligations of the Company. PFG further irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings. Any copies of such services of process can be mailed to Performance Food Group, Inc., 12500 West Creek Parkway, Richmond, Virginia 23238.

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

PERFORMANCE FOOD GROUP, INC.,  
a Colorado corporation



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Name: Michael L. Miller  
Title: Senior Vice President, General  
Counsel, Secretary

[Signature Page to Certificate of Merger (PFG Holdings, LLC -- PFG)]

**TRADEMARK**  
**REEL: 005024 FRAME: 0700**

**U.S. Trademark Schedule**

TITLE	REG. NO./APP. NO.
FIRST MARK	3,800,481