

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/27/2012

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Progressive Group Alliance, LLC		01/27/2012	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Performance Food Group, Inc.
Street Address:	12500 West Creek Parkway
City:	Richmond
State/Country:	VIRGINIA
Postal Code:	23238
Entity Type:	CORPORATION: COLORADO

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	0275382	PLEE-ZING
Registration Number:	0935842	LIL BRAVE

CORRESPONDENCE DATA

Fax Number: 2124552502
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
 Phone: (212) 455-2222
 Email: ksolomon@stblaw.com
 Correspondent Name: Marcela Robledo, Esq.
 Address Line 1: Simpson Thacher & Bartlett LLP
 Address Line 2: 425 Lexington Avenue
 Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER: 074676/0010

900254798

**TRADEMARK
 REEL: 005024 FRAME: 0702**

CH \$65.00 0275382

NAME OF SUBMITTER:	Marcela Robledo
Signature:	/mr/
Date:	05/09/2013
Total Attachments: 4 source=Progressive-Performance Merger#page1.tif source=Progressive-Performance Merger#page2.tif source=Progressive-Performance Merger#page3.tif source=Progressive-Performance Merger#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:

"PROGRESSIVE GROUP ALLIANCE, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

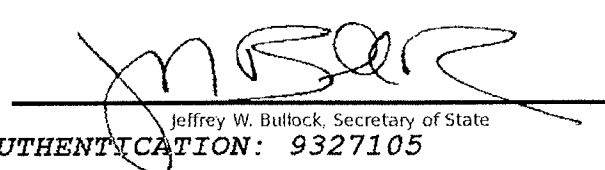
WITH AND INTO "PERFORMANCE FOOD GROUP, INC." UNDER THE NAME OF "PERFORMANCE FOOD GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF COLORADO, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 2012, AT 10:39 O'CLOCK A.M.

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 11:45 O'CLOCK P.M.

5101745 8100M

120093324




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9327105

DATE: 01-27-12

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

TRADEMARK
REEL: 005024 FRAME: 0704

**CERTIFICATE OF MERGER
OF
PROGRESSIVE GROUP ALLIANCE, 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 Progressive Group Alliance, LLC., a Delaware limited liability company ("ProGroup" 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>
Progressive Group Alliance, 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 ProGroup 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 ProGroup or shareholder of PFG.

SEVENTH: This Certificate of Merger shall become effective at 11:45 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 ProGroup. 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



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

[Signature Page to Certificate of Merger (Progressive Group Alliance, LLC - PFG)]

U.S. Trademark Schedule

TITLE	REG. NO./APP. NO.
PLEE-ZING	275,382
LIL BRAVE	935,842