

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM312053

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
J.H. Harvey Co., LLC		04/29/2014	LIMITED LIABILITY COMPANY: GEORGIA
RECEIVING PARTY DATA			
Name:	J.H. Harvey Co., LLC		
Street Address:	727 S. Davis Street		
City:	Nashville		
State/Country:	GEORGIA		
Postal Code:	31639		
Entity Type:	LIMITED LIABILITY COMPANY: TEXAS		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	2832045	HARVEYS SUPERMARKETS	
Registration Number:	3684088	HARVEYS HOMETOWN REWARDS	
Registration Number:	3655502	HARVEYS SUPERMARKET TRADING SINCE 1924	
Registration Number:	2832047	HARVEYS THE SAVINGS PLACE	
CORRESPONDENCE DATA			
Fax Number:	9494754754		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	949-451-3800		
Email:	skann@gibsondunn.com		
Correspondent Name:	Stephanie S. Kann, Senior Paralegal		
Address Line 1:	3161 Michelson Drive		
Address Line 2:	Gibson, Dunn & Crutcher LLP		
Address Line 4:	Irvine, CALIFORNIA 92612		
ATTORNEY DOCKET NUMBER:	56362-00009		
NAME OF SUBMITTER:	Stephanie S. Kann		
SIGNATURE:	/stephanie s. kann/		
DATE SIGNED:	07/28/2014		
Total Attachments: 11			

CH \$115.00 2832045

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STATE OF GEORGIA

Secretary of State
Corporations Division
313 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF CONVERSION

I, **Brian P. Kemp**, The Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that a CERTIFICATE OF CONVERSION has been filed on April 29, 2014 converting

J.H. HARVEY CO., LLC
a Domestic Limited Liability Company

to

J.H. HARVEY CO., LLC
a Foreign Non-Qualifying Entity

The required fees as provided by Title 14 of the Official Code of Georgia Annotated have been paid. Conversion of the above-named entity is effective upon issuance of this certificate.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on April 29, 2014



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

Brian P. Kemp
Secretary of State

Tracking #: LoKKMMvt

**CERTIFICATE OF CONVERSION
FROM A GEORGIA LIMITED LIABILITY COMPANY TO
A TEXAS LIMITED LIABILITY COMPANY**

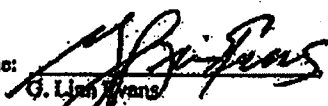
This Certificate of Conversion from a Georgia Limited Liability Company to a Texas Limited Liability Company (this "*Certificate of Conversion*") has been duly executed and is being filed by J.H. Harvey Co., LLC, a Georgia limited liability company (the "*Company*"), and the undersigned authorized person of J.H. Harvey Co., LLC, a Texas limited liability company, to convert the Company into a Texas limited liability company pursuant to Section 10.102 of the Texas Business Organization Code. (the "*TBOC*"), and Section 14-11-906 of the Official Code of Georgia (the "*OCGA*").

1. The name of the Company immediately prior to filing this Certificate of Conversion is J.H. Harvey Co., LLC.
2. The name of the Texas limited liability company to which the Company shall be converted is J.H. Harvey Co., LLC.
3. The conversion of the Company from a Georgia limited liability company to a Texas limited liability company has been approved as required by Section 14-11-906(c) of the OCGA and Section 10.102 of the TBOC.
4. The authority of the Company's registered agent to accept service on its behalf is revoked as of the effective time of such conversion. The Georgia Secretary of State is irrevocably appointed as the agent for service of process on the resulting entity in any proceeding to enforce an obligation of the Company arising prior to the effective time of such conversion, including the rights, if any, of dissenting members.
5. A copy of any process served on the Georgia Secretary of State as the agent for service of process on the Company may be mailed to: 727 S. Davis Street, Nashville, Georgia 31639.
6. The Georgia Secretary of State shall be notified of any change in the resulting entity's mailing address.
7. This Certificate of Conversion will become effective at 10:00 a.m., E.S.T. time on April 29, 2014.

[Signature page follows]

In Witness Whereof, the undersigned has executed this Certificate of Conversion on the
25 th day of April, 2014.

Name:


G. Lian Evans
Manager

2014 APR 29 AM 9:29
SECRETARY OF STATE
CORPORATIONS DIVISION

Georgia Certificate of Conversion

TRADEMARK
REEL: 005331 FRAME: 0061

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Nandita Berry
Secretary of State

Office of the Secretary of State

April 29, 2014

Corporation Service Company
211 E. 7th Street, Suite 620
Austin, TX 78701 USA

RE: J.H. Harvey Co., LLC
File Number: 801980106

It has been our pleasure to approve and place on record the filing instrument effecting a conversion. The appropriate evidence is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division
(512) 463-5555

Enclosure

Come visit us on the internet at <http://www.sos.state.tx.us/>

Phone: (512) 463-5555
Prepared by: Jean Marchione

Fax: (512) 463-5709
TID: 10337

Dial: 7-1-1 for Relay Services
Document: 541185200002

TRADEMARK
REEL: 005331 FRAME: 0062



Office of the Secretary of State

CERTIFICATE OF CONVERSION

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

J.H. Harvey Co., LLC
File Number: [Entity not of Record, Filing Number Not Available]

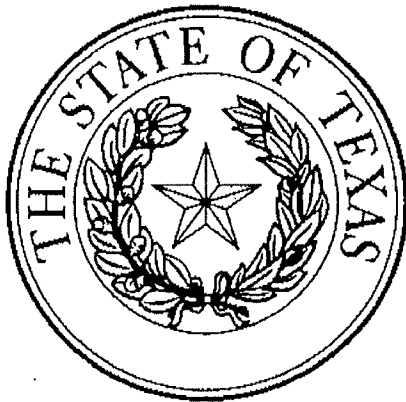
Converting it to

J.H. Harvey Co., LLC
File Number: 801980106

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: 04/28/2014

Effective: 04/29/2014 09:00 am



NANDITA BERRY

Nandita Berry
Secretary of State



Office of the Secretary of State

CERTIFICATE OF FILING OF

J.H. Harvey Co., LLC
File Number: 801980106

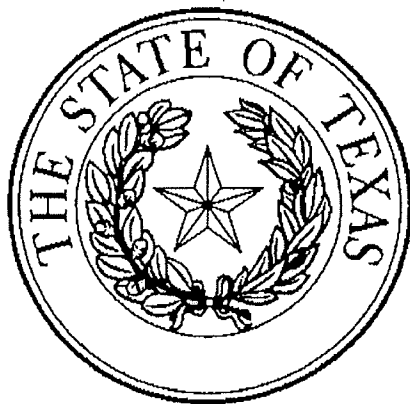
The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Limited Liability Company (LLC) has been received in this office and has been found to conform to the applicable provisions of law.

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: 04/28/2014

Effective: 04/29/2014 09:00 am



NANDITA BERRY

Nandita Berry
Secretary of State

FILED
In the Office of the
Secretary of State of Texas

APR 28 2014

Corporations Section

**CERTIFICATE OF CONVERSION
OF A
GEORGIA LIMITED LIABILITY COMPANY
CONVERTING TO
A TEXAS LIMITED LIABILITY COMPANY**

Pursuant to Section 10.102 of the Texas Business Organizations Code (the "*TBOC*") and Section 14-11-906 of the Official Code of Georgia Annotated ("*O.C.G.A.*"), J.H. Harvey Co., LLC, a Georgia limited liability company (the "*Georgia LLC*"), does hereby certify pursuant to this this Certificate of Conversion of a Georgia Limited Liability Company Converting to a Texas Limited Liability Company (this "*Certificate of Conversion*"), to the following information relating to the conversion of the Georgia LLC into J.H. Harvey Co., LLC, a Texas limited liability company (the "*Texas LLC*"):

1. The name of the Georgia LLC immediately prior to filing this Certificate of Conversion is J.H. Harvey Co., LLC.

2. The Georgia LLC was originally formed in Georgia under the name "HARE Acquisition Company, LLC"; the filing date of its original Articles of Organization with the Secretary of State of the State of Georgia is July 30, 2003.

3. The name of the Texas limited liability company into which the Georgia LLC shall be converted as set forth in its Certificate of Formation is J.H. Harvey Co., LLC.

4. A signed plan of conversion is on file at the principal place of business of the Georgia LLC, the converting entity. The address of the principal place of business of the Georgia LLC is: 727 S. Davis Street, Nashville, Georgia 31639.

5. A signed plan of conversion will be on file after the conversion at the principal place of business of the Texas LLC, the converted entity. The address of the principal place of business of the Texas LLC is: 727 S. Davis Street, Nashville, Georgia 31639.

6. A copy of the plan of conversion will be on written request furnished without cost by the Georgia LLC before the conversion or by the Texas LLC after the conversion to any owner or member of the Georgia LLC or the Texas LLC.

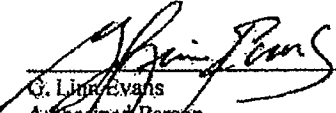
7. The Certificate of Formation of the Texas LLC is attached as an Exhibit to this Certificate of Conversion.

8. The plan of conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the Georgia LLC.

9. This Certificate of Conversion will become effective at 9:00 a.m., C.T. time on April 29, 2014.

[Signature page follows]

In Witness Whereof, the undersigned has executed this Certificate of Conversion on the
25th day of April, 2014.


G. Lynn Evans
Authorized Person

Texas Certificate of Conversion

TRADEMARK
REEL: 005331 FRAME: 0066

CERTIFICATE OF FORMATION

OF

J.H. HARVEY CO., LLC

I, the undersigned person, having the capacity to contract and acting as the organizer of a limited liability company under the Texas Business Organizations Code (the "TBOC"), do hereby adopt the following Certificate of Formation for such limited liability company.

1. The type of entity being formed is a limited liability company.
2. The name of the limited liability company is J.H. Harvey Co., LLC.
3. The limited liability company is being formed pursuant to a plan of conversion and the previous form of organization was as a Georgia limited liability company named J.H. Harvey Co., LLC formed in Georgia on July 30, 2003, and the address of such Georgia limited liability company is 727 S. Davis Street, Nashville, Georgia 31639.
4. The purpose for which the limited liability company is organized is to engage in the transaction of any and all lawful business for which limited liability companies may be organized under the TBOC.
5. The street address of the initial registered office of the limited liability company is Corporation Service Company d/b/a CSC-Lawyers Incorporating Service Company, and the name of its initial registered agent at such address is 211 E. 7th Street, Suite 620, Austin, Texas 78701-3218, Travis County.
6. The limited liability company is to be managed by one or more managers. The number of initial managers, who shall serve as managers until the first annual meeting of members of the limited liability company or until their successors are duly elected, shall be three (3). The names and addresses of the initial managers are as follows:

Name	Address
G. Linn Evans	2110 Executive Drive, P.O. Box 1330 Salisbury, North Carolina 28145-1330
Barry L. Robinson	727 S. Davis Street, P.O. Box 646 Nashville, Georgia 31639
Beth Newlands Campbell	2110 Executive Drive, P.O. Box 1330 Salisbury, North Carolina 28145-1330

7. This Certificate of Formation will become effective when the Certificate of Conversion to which it is attached as an exhibit becomes effective.

[Signature page follows]

In Witness Whereof, the undersigned has executed this Certificate of Formation on the
25th day of April, 2014.



G. Lynn Evans
Authorized Person

Texas Certificate of Formation

TRADEMARK
REEL: 005331 FRAME: 0068

