

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM312278

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Harris Teeter, Inc.		03/19/2014	CORPORATION: NORTH CAROLINA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Harris Teeter, LLC		
<b>Street Address:</b>	701 Crestdale Road		
<b>City:</b>	Matthews		
<b>State/Country:</b>	NORTH CAROLINA		
<b>Postal Code:</b>	28105		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: NORTH CAROLINA		
<b>PROPERTY NUMBERS Total: 35</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2905200		
<b>Registration Number:</b>	2849059	H.T. TRADERS	
<b>Registration Number:</b>	2908853	HARRIS TEETER FARMERS MARKET	
<b>Registration Number:</b>	2908854	HARRIS TEETER NATURALS	
<b>Registration Number:</b>	2882486	HARRIS TEETER RESERVE	
<b>Registration Number:</b>	2906745	HARRIS TEETER YOUR NEIGHBORHOOD FOOD MAR	
<b>Registration Number:</b>	2908702	HARRIS TEETER YOUR NEIGHBORHOOD FOOD MAR	
<b>Registration Number:</b>	3495501	HARRIS TEETER YOURWELLNESS FOR LIFE	
<b>Registration Number:</b>	3495913	MY EARTH	
<b>Registration Number:</b>	4387054	201 CENTRAL WINE, BEER & SPECIALTY FOOD	
<b>Registration Number:</b>	4235378	CHILLY VANILLY	
<b>Registration Number:</b>	4243606	COPA BANANA	
<b>Registration Number:</b>	3285092	E-VIC	
<b>Registration Number:</b>	3285087	E-VIC	
<b>Registration Number:</b>	2967431	H.T. TRADERS	
<b>Registration Number:</b>	2575267	H. T. TRADERS	
<b>Registration Number:</b>	2820373	H.T. TRADERS HARRIS TEETER SEARCHING NEA	
<b>Registration Number:</b>	2967433	H.T. TRADERS HARRIS TEETER SEARCHING NEA	
<b>Registration Number:</b>	2926384	HARRIS TEETER	
<b>TRADEMARK</b>			

CH \$890.00 2905200

Property Type	Number	Word Mark
Registration Number:	1515980	HARRIS TEETER
Registration Number:	2988274	HARRIS TEETER FARMERS MARKET
Registration Number:	3006460	HARRIS TEETER FARMERS MARKET
Registration Number:	3359129	HARRIS TEETER FISHERMANS MARKET
Registration Number:	3359124	HARRIS TEETER FISHERMANS MARKET
Registration Number:	3003637	HARRIS TEETER GREEN THUMB EXPERT
Registration Number:	2619736	HARRIS TEETER H.T. TRADERS SEARCHING NEA
Registration Number:	3066726	HARRIS TEETER NATURALS
Registration Number:	2772527	HARRIS TEETER RANCHER
Registration Number:	3286310	HARRIS TEETER YOURBABY
Registration Number:	3286311	HARRIS TEETER YOURTOT
Registration Number:	3255495	HARRIS TEETER YOURWELLNESS
Registration Number:	4487363	HUNTER F·A·R·M·S
Registration Number:	2920947	TOGETHER IN EDUCATION
Registration Number:	2919148	TOGETHER IN EDUCATION
Registration Number:	2220259	VIC

**CORRESPONDENCE DATA**

Fax Number: 4159831200

*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.*

Phone: 415-983-1802

Email: sftrademarks@pillsburylaw.com

Correspondent Name: Richard L. Kirkpatrick

Address Line 1: P.O. Box 2824

Address Line 2: Calendar/Docketing Department

Address Line 4: San Francisco, CALIFORNIA 94126-2824

<b>ATTORNEY DOCKET NUMBER:</b>	061148-0431387
<b>NAME OF SUBMITTER:</b>	Richard L. Kirkpatrick
<b>SIGNATURE:</b>	/Richard L. Kirkpatrick/
<b>DATE SIGNED:</b>	07/29/2014

**Total Attachments: 4**  
source=Articles of Organization including conversion (corp to LLC)#page1.tif  
source=Articles of Organization including conversion (corp to LLC)#page2.tif  
source=Articles of Organization including conversion (corp to LLC)#page3.tif  
source=Articles of Organization including conversion (corp to LLC)#page4.tif



# NORTH CAROLINA

## Department of the Secretary of State

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**To all whom these presents shall come, Greetings:**

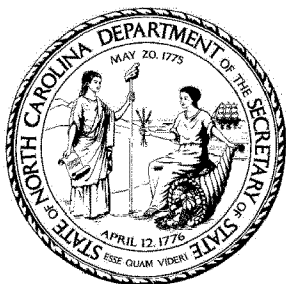
I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

### ARTICLES OF ORGANIZATION

OF

**HARRIS TEETER, LLC**

the original of which was filed in this office on the 18th day of March, 2014.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 18th day of March, 2014.

*Elaine F. Marshall*

Secretary of State

SOSID: 0053930  
 Date Filed: 3/18/2014 3:02:00 PM  
 Effective: 3/19/2014  
 Elaine F. Marshall  
 North Carolina Secretary of State  
 C2014 077 01402

*State of North Carolina*  
*Department of the Secretary of State*

**ARTICLES OF ORGANIZATION  
 INCLUDING ARTICLES OF CONVERSION**

Pursuant to §§ 57D-2-21, 57D-9-20 and 57D-9-22 of the General Statutes of North Carolina, the undersigned converting business entity does hereby submit these Articles of Organization Including Articles of Conversion for the purpose of forming a limited liability company pursuant to the conversion of another eligible entity.

- The name of the limited liability company is: Harris Teeter, LLC  
 The limited liability company is being formed pursuant to a conversion of another business entity.  
 (See Item 1 of the Instructions for appropriate entity designation)
- The name of the converting business entity is: Harris Teeter, Inc.  
 and the organization and internal affairs of the converting business entity are governed by the laws of the state or country of North Carolina

A plan of conversion has been approved by the converting business entity as required by law.

- The converting business entity is a (*check one*):  domestic corporation;  foreign corporation;  
 foreign limited liability company;  domestic limited partnership;  
 foreign limited partnership;  domestic registered limited liability partnership;  
 foreign limited liability partnership;  professional corporation; or  other partnership as defined in G.S. 59-36, whether or not formed under the laws of North Carolina.

- The mailing address of the converting entity prior to the conversion is:

Number and Street: 701 Crestdale Road

City: Matthews State: NC Zip Code: 28105 County: Mecklenburg

If different, the mailing address of the resulting business entity is:

Number and Street: 701 Crestdale Road

City: Matthews State: NC Zip Code: 28105 County: Mecklenburg

- The name and address of each person executing these articles of organization is as follows: (*State whether each person is executing these articles of organization in the capacity of a member, organizer or both. Note: This document must be signed by all persons listed.*)

Frederick J. Morganthall II, as sole organizer

701 Crestdale Road

Matthews, NC 28105

6. The name of the initial registered agent is: Corporation Service Company-Raleigh
7. The street address and county of the initial registered office of the limited liability company is:  
 Number and Street: 327 Hillsborough Street  
 City: Raleigh State: NC Zip Code: 27603 County: Wake
8. The North Carolina mailing address, *if different from the street address*, of the initial registered office is:  
 Number and Street: \_\_\_\_\_  
 City: \_\_\_\_\_ State: NC Zip Code: \_\_\_\_\_ County: \_\_\_\_\_
9. Principal Office Information: *Select either a or b.*
- a.  The limited liability company has a principal office.  
 The principal office telephone number: (704) 844-3418  
 The street address and county of the principal office of the limited liability company is:  
 Number and Street: 701 Crestdale Road  
 City: Matthews State: NC Zip Code: 28105 County: Mecklenburg  
 The mailing address, *if different from the street address*, of the principal office of the limited liability company is:  
 Number and Street: \_\_\_\_\_  
 City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_ County: \_\_\_\_\_
- b.  The limited liability company does not have a principal office.
10. Any other provisions which the limited liability company elects to include (e.g., the purpose of the entity) are attached.
11. (Optional): Please provide a business e-mail address: \_\_\_\_\_  
 The Secretary of State's Office will e-mail the business automatically at the address provided at no charge when a document is filed. The e-mail provided will not be viewable on the website. For more information on why this service is being offered, please see the instructions for this document.
12. These articles will be effective upon filing, unless a future date is specified: 12:01 a.m., March 19, 2014.

This is the 18<sup>th</sup> day of March, 2014.

*(Optional: Business Entity Name)*  
Frederick J. Morganthall II  
*Signature*

Frederick J. Morganthall, II, Sole Organizer  
*Type or Print Name and Title*

The below space to be used if more than one organizer or member is listed in Item #5 above.

*(Optional: Business Entity Name)*

*(Optional: Business Entity Name)*

*Signature*

*Signature*

*Type or Print Name and Title*

*Type or Print Name and Title*

*(Optional: Business Entity Name)*

*(Optional: Business Entity Name)*

*Signature*

*Signature*

*Type or Print Name and Title*

*Type or Print Name and Title*

NOTES:

- 1. Filing fee is \$125. This document must be filed with the Secretary of State.

CORPORATIONS DIVISION  
*(Revised January 2014)*

P.O. BOX 29622  
*Page 3*

RALEIGH, NC 27626-0622  
*(Form L-01A)*

TRADEMARK

REEL: 005332 FRAME: 0351