

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM313083

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	05/31/2014		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
J.H. Harvey Co., LLC		05/30/2014	LIMITED LIABILITY COMPANY: TEXAS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Samson Merger Sub, LLC		
<b>Street Address:</b>	1999 Bryan Street, Suite 900		
<b>City:</b>	Dallas		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	75201		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: TEXAS		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3655502	HARVEYS SUPERMARKET TRADING SINCE 1924	
<b>Registration Number:</b>	3684088	HARVEYS HOMETOWN REWARDS	
<b>Registration Number:</b>	2832045	HARVEYS SUPERMARKETS	
<b>Registration Number:</b>	2832047	HARVEYS THE SAVINGS PLACE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	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>			
<b>Phone:</b>	949-451-3800		
<b>Email:</b>	skann@gibsondunn.com		
<b>Correspondent Name:</b>	Stephanie S. Kann, Senior Paralegal		
<b>Address Line 1:</b>	3161 Michelson Drive		
<b>Address Line 2:</b>	Gibson, Dunn & Crutcher LLP		
<b>Address Line 4:</b>	Irvine, CALIFORNIA 92612		
<b>ATTORNEY DOCKET NUMBER:</b>	56362-00009		
<b>NAME OF SUBMITTER:</b>	Stephanie S. Kann		
<b>SIGNATURE:</b>	/Stephanie S. Kann/		
<b>DATE SIGNED:</b>	08/06/2014		

CH \$115.00 3655502

**Total Attachments: 5**

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## Office of the Secretary of State

May 30, 2014

Capitol Services Inc  
P O Box 1831  
Austin, TX 78767 USA

RE:  
Samson Merger Sub, LLC ( File Number: 801789062 )  
Retained Subsidiary One, LLC ( File Number: 801789919 )

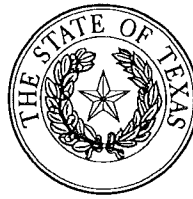
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It has been our pleasure to approve and place on record the filing instrument effecting a merger. The appropriate evidence of filing is attached for your files. Payment of the filing fee is acknowledged by this letter.

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

Sincerely,

Corporations Section  
Business & Public Filings Division

Enclosure



## Office of the Secretary of State

### CERTIFICATE OF MERGER

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

J.H. Harvey Co., LLC  
Domestic Limited Liability Company (LLC)  
[File Number: 801942008]

Into

Samson Merger Sub, LLC  
Domestic Limited Liability Company (LLC)  
[File Number: 801789062]

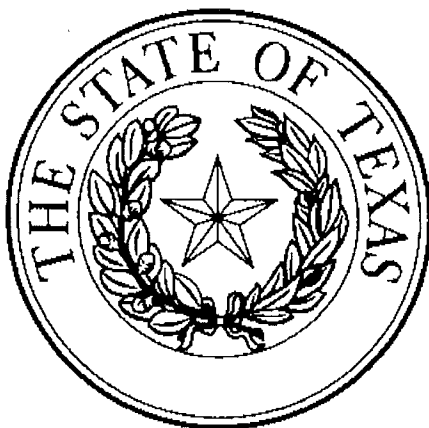
Retained Subsidiary One, LLC  
Domestic Limited Liability Company (LLC)  
[File Number: 801789919]

has been received in this office and has been found to conform to law.

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

Dated: 05/30/2014

Effective: 05/31/2014 10:59 pm



*NANDITA BERRY*

Nandita Berry  
Secretary of State

**CERTIFICATE OF MERGER**

**OF**

**J.H. HARVEY CO., LLC**

**WITH AND INTO**

**SAMSON MERGER SUB, LLC, AND  
RETAINED SUBSIDIARY ONE, LLC**

**FILED**  
In the Office of the  
Secretary of State of Texas  
**MAY 30 2014**  
Corporations Section

Pursuant to chapter 10 and 101 of the Texas Business Organizations Code (the "*TBOC*"), the undersigned parties submit this certificate of merger (this "*Certificate*").

1. The name, organizational form, state of organization, and file number, if any, issued by the secretary of state for each organization that is a party to the merger are as follows:

- (a) J.H. Harvey Co., LLC, a Texas limited liability company, file number 801942008, with principle place of business located at 727 S. Davis Street, Nashville, Georgia 31639, which shall not survive the merger,

shall merge with and into:

- (b) Samson Merger Sub, LLC, a Texas limited liability company, file number 0801789062, with principle place of business located at 1999 Bryan Street, Suite 900, Dallas, Texas 75201 which shall survive the merger; and
- (c) Retained Subsidiary One, LLC, a Texas limited liability company, file number 801789919, with principle place of business located at 2110 Executive Drive, Salisbury, North Carolina 28147, which shall survive the merger.

2. A signed plan of merger is on file at the principle place of business of each of Samson Merger Sub, LLC and Retained Subsidiary One, LLC. On written request, a copy of the plan of merger will be furnished without cost by each surviving entity to any member of any domestic entity that is a party to the merger and to any creditor or obligee of the parties to the merger at the time of the merger if a liability or obligation is then outstanding.

3. In lieu of providing a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by J.H. Harvey Co., LLC, Retained Subsidiary One, LLC will be liable for the payment of the required franchise taxes of J.H. Harvey Co., LLC and the filing of all required franchise tax returns.

4. The plan of merger has been approved as required by the laws of the jurisdiction of formation of each organization that is a party to the merger and by the governing documents of those organizations.

5. This Certificate will become effective at 10:59 p.m., C.T. time on May 31, 2014.


[Signature page follows]

**TRADEMARK**  
**REEL: 005337 FRAME: 0808**

The undersigned sign this Certificate subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certify that the statements contained herein are true and correct, and that the persons signing are authorized under the provisions of the TBOC to execute this filing instrument.

Dated: May 30, 2014

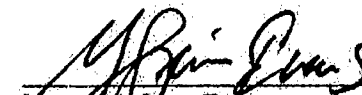
J.H. HARVEY CO., LLC

  
Name: G. Linn Evans  
Title: Vice President

SAMSON MERGER SUB, LLC

\_\_\_\_\_  
Name: Brian P. Carney  
Title: Vice President

RETAINED SUBSIDIARY ONE, LLC

  
Name: G. Linn Evans  
Title: Assistant Secretary

[Signature Page to Certificate of Merger for Eighth Divisive Merger]

TRADEMARK  
REEL: 005337 FRAME: 0809

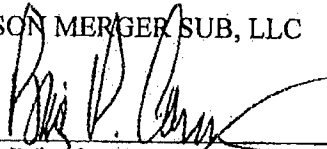
The undersigned sign this Certificate subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certify that the statements contained herein are true and correct, and that the persons signing are authorized under the provisions of the TBOC to execute this filing instrument.

Dated: May 30, 2014

J.H. HARVEY CO., LLC

\_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

SAMSON MERGER SUB, LLC

  
\_\_\_\_\_  
Name: Brian P. Carney  
Title: Vice President

LEGAL APPROVED  
ATTY:   
DATE: 6/2/14

RETAINED SUBSIDIARY ONE, LLC

\_\_\_\_\_  
Name:  
Title:

[Signature Page to Certificate of Merger for Eighth Divisive Merger]