

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM334613

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/30/2014		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Schlabach Distributing, Inc.		07/30/2014	CORPORATION: PENNSYLVANIA
RECEIVING PARTY DATA			
Name:	Dutch Valley Food Distributors, Inc.		
Street Address:	7615 Lancaster Avenue		
City:	Myerstown		
State/Country:	PENNSYLVANIA		
Postal Code:	17067		
Entity Type:	CORPORATION: PENNSYLVANIA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4524850	SCHLABACH DISTRIBUTING, INC. SINCE 1959	
Registration Number:	4366164	SCHLABACH DISTRIBUTING, INC.	
CORRESPONDENCE DATA			
Fax Number:	7172601641		
<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:	717-232-8000		
Email:	trademarks@mwn.com		
Correspondent Name:	Sue Heberlig		
Address Line 1:	100 Pine Street		
Address Line 4:	Harrisburg, PENNSYLVANIA 17108		
ATTORNEY DOCKET NUMBER:	356/31875-0013		
NAME OF SUBMITTER:	Sue Heberlig		
SIGNATURE:	/SueHeb/		
DATE SIGNED:	03/10/2015		
Total Attachments: 11			
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COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS
401 NORTH STREET, ROOM 206
P.O. BOX 8722
HARRISBURG, PA 17105-8722
WWW.CORPORATIONS.STATE.PA.US/CORP

DUTCH VALLEY FOOD DISTRIBUTORS, INC.

THE BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. THE BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE BUREAU, PLEASE VISIT OUR WEB SITE LOCATED AT WWW.CORPORATIONS.STATE.PA.US/CORP OR PLEASE CALL OUR MAIN INFORMATION TELEPHONE NUMBER (717)787-1057. FOR ADDITIONAL INFORMATION REGARDING BUSINESS AND / OR UCC FILINGS, PLEASE VISIT OUR ONLINE "SEARCHABLE DATABASE" LOCATED ON OUR WEB SITE.

ENTITY NUMBER: 730162

McNees Wallace & Nurick LLC
counter Pick-Up, 100 Pine St, PO Box 1166
Harrisburg, PA 17108

TRADEMARK
REEL: 005474 FRAME: 0969

**PENNSYLVANIA DEPARTMENT OF STATE
 BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

**Articles/Certificate of Merger
 (15 Pa.C.S.)**

- Domestic Business Corporation (§ 1926)
- Domestic Nonprofit Corporation (§ 5926)
- Limited Partnership (§ 8547)

Name Catherine Wright McNoes Wallace & Nurick LLC		
Address COUNTER PICK-UP		
City	State	Zip Code

Document will be returned to the name and address you enter to the left.

Commonwealth of Pennsylvania
 ARTICLES OF MERGER-BUSINESS 11 Page(s)

Fee: \$150 plus \$40 additional for each Party in additional to two



In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation/limited partnership surviving the merger is: Dutch Valley Food Distributors Inc.					
2. Check and complete one of the following:					
<input checked="" type="checkbox"/> The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):					
(a) Number and Street					
RT 501 N. Box 465	City	State	Zip	County	
	Myerstown	PA	17067	Lebanon	
(b) Name of Commercial Registered Office Provider					
c/o					
<input type="checkbox"/> The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation /limited partnership incorporated/formed under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):					
(a) Number and Street					
	City	State	Zip	County	
(b) Name of Commercial Registered Office Provider					
c/o					
<input type="checkbox"/> The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:					
Number and Street					
	City	State	Zip		

PA DEPT. OF STATE

JUL 30 2014

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PA. DEPT. OF STATE

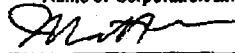
IN TESTIMONY WHEREOF, the undersigned corporation/limited partnership has caused these Articles/Certificate of Merger to be signed by a duly authorized officer thereof this

30th _____ day of June _____

2014 _____

Dutch Valley Food Development, Inc.

Name of Corporation/Limited Partnership



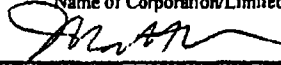
Signature

Matthew V. Burkholder, President

Title

Schlabach Distributing, Inc.

Name of Corporation/Limited Partnership



Signature

Matthew V. Burkholder, President

Title

AGREEMENT AND PLAN OF MERGER

merging

SCHLABACH DISTRIBUTING, INC.
(a Pennsylvania corporation)

with and into

DUTCH VALLEY FOOD DISTRIBUTORS, INC.
(a Pennsylvania corporation)

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of July 30, 2014, with an effective date of August 1, 2014, by and between SCHLABACH DISTRIBUTING, INC., a Pennsylvania corporation (the "Merging Entity"), and DUTCH VALLEY FOOD DISTRIBUTORS, INC., a Pennsylvania corporation (the "Surviving Entity").

RECITALS:

A. The Merging Entity is a corporation organized and existing under the laws of the Commonwealth of Pennsylvania.

B. The Surviving Entity is a corporation organized and existing under the laws of the Commonwealth of Pennsylvania.

C. Section 1921(a) of the Pennsylvania Business Corporation Law of 1988, as amended (the "BCL"), provides that two corporations may merge with the Pennsylvania corporation being the surviving corporation.

D. The shareholders of the Surviving Entity own all of the issued and outstanding stock of the Merging Entity, as set forth on Schedule A, and the shareholders of the Merging Entity own all of the issued and outstanding sock of the Surviving Entity, as set forth on Schedule B.

E. The respective governing bodies of the Merging Entity and the Surviving Entity deem it to be in the best respective interests of the Merging Entity and the Surviving Entity for the Merging Entity to merge with and into the Surviving Entity with the Surviving Entity being the sole surviving entity, under and pursuant to the BCL, and on the terms and conditions set forth herein (the "Merger").

F. It is the intention of the parties that the Merger constitute a tax-free reorganization within the meaning of section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

NOW THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound, the parties hereto agree as follows:

EXHIBIT A

ARTICLE I
MERGER; TREATMENT OF SHARES

1.1 **Merger.** As of the Effective Date (as defined in Section 2.2 below), and pursuant to the applicable provisions of the BCL and the terms and conditions of this Agreement, the Merging Entity shall be merged with and into the Surviving Entity, with the Surviving Entity as the sole surviving entity. The name of the Surviving Entity shall remain and continue to be Dutch Valley Food Distributors, Inc.

1.2 **Cessation of Merging Entity.** As of the Effective Date, the separate existence of the Merging Entity shall cease and the Surviving Entity shall succeed to all of the properties, assets, rights, privileges and powers of the Merging Entity, and the Surviving Entity shall be subject to all of the debts, liabilities and obligations of the Merging Entity, in accordance with and to the extent provided by the BCL.

1.3 **Continuity of Business Enterprise.** Following the Merger, the Surviving Entity will continue the Merging Entity's historic business or will use a significant portion of the Merging Entity's historic business assets in a business within the meaning of Section 1.368-1(d) of the U.S. Department of Treasury Income Tax Regulations.

1.4 **Conversion of Interests.** As of the Effective Date, by virtue of the Merger and without any further action on the part of any party:

(a) each shareholder of the Merging Entity shall receive 5.55 shares of Voting, Common stock of the Surviving Entity in exchange for each one share of Voting, Common stock that such shareholder held in the Merging Entity immediately prior to the Merger;

(b) each shareholder of the Merging Entity shall receive 5.55 shares of Non-Voting, Common stock of the Surviving Entity in exchange for each one share of Non-Voting, Common stock that such shareholder held in the Merging Entity immediately prior to the Merger; and

(c) each outstanding share of Voting, Common stock of the Merging Entity and each outstanding share of Non-Voting, Common stock of the Merging Entity shall be cancelled and rendered null and void.

Schedule C attached hereto sets forth the stock ownership and the percentage ownership of each shareholder in the Surviving Entity immediately following the Merger. As of the Effective Date, each shareholder of the Merging Entity shall tender any and all certificates representing the outstanding shares of stock of the Merging Entity for cancellation.

ARTICLE II
FILINGS; EFFECTIVE DATE

2.1 **Articles of Merger.** Articles of Merger shall be filed with the Secretary of State of the Commonwealth of Pennsylvania (the "Articles of Merger") on or before August 1, 2014, consistent with the terms and conditions of the BCL and this Agreement.

2.2 Effective Date. The Merger shall become effective at the later of: (a) the date that the Articles of Merger are filed; or (b) the latest date set forth as the effective date in the Articles of Merger (the later of (a) and (b) being the "Effective Date").

ARTICLE III CORPORATE GOVERNANCE

3.1 Articles of Incorporation. Upon consummation of the Merger, the Articles of Incorporation of the Surviving Entity, as amended, shall continue in full force and effect until altered, amended or repealed as provided therein or as provided by law.

3.2 Bylaws. Upon consummation of the Merger, the Bylaws of the Surviving Entity, as amended (the "Bylaws"), shall continue in full force and effect until altered, amended or repealed as provided therein or as provided by law.

3.3 Management. Upon consummation of the Merger, the Board of Directors and the officers of the Surviving Entity shall continue to manage the affairs of the Surviving Entity in accordance with the terms and conditions of the Bylaws.

ARTICLE IV MISCELLANEOUS

4.1 Further Assurances. If at any time the Surviving Entity shall consider or be advised that any further assignments or assurances or any other acts are necessary or desirable to (a) vest, perfect or confirm, of record or otherwise, in the Surviving Entity its rights, title or interest in, to or under any of the rights, properties or assets of the Merging Entity acquired or to be acquired by the Surviving Entity as a result of, or in connection with, the Merger, or (b) otherwise carry out the purposes of this Agreement, then the Merging Entity shall be deemed to have granted the Surviving Entity an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in the Surviving Entity and otherwise to carry out the purposes of this Agreement; and the proper managers and officers of the Surviving Entity are fully authorized in the name of the Merging Entity or otherwise to take any and all such action.

4.2 Governing Law. The validity, interpretation and performance of this Agreement shall be controlled by and construed under the laws of the Commonwealth of Pennsylvania (without regard to choice-of-law provisions).

4.3 Address of the Surviving Entity. At the Effective Time, the address of the Surviving Entity shall be changed to 7615 Lancaster Avenue, P.O. Box 465, Myerstown, Lebanon County, Pennsylvania 17067.

4.4 Entire Agreement. This instrument contains the entire agreement reached between the parties hereto with respect to the transactions contemplated hereby and supersedes all prior agreements, understandings, representations and warranties between the parties.

[SIGNATURES APPEAR ON FOLLOWING PAGE]


IN WITNESS WHEREOF, the parties to this Agreement have caused their signatures, or have caused the signatures of their duly authorized representatives, to be set forth below as of the day and year first above written.

ATTEST:

SURVIVING ENTITY:

DUTCH VALLEY FOOD DISTRIBUTORS, INC.


By: 
Lane A. Burkholder, Asst. Secretary

By: 
Matthew V. Burkholder, President

ATTEST:

MERGING ENTITY:

SCHLABACH DISTRIBUTING, INC.

By: 
Lane A. Burkholder, Asst. Secretary

By: 
Matthew V. Burkholder, President

Signature Page to Agreement and Plan of Merger

Schedule A

Dutch Valley Food Distributors, Inc.

Stock Ownership and Percentage Interests Owned Immediately Prior to Merger

Shareholder	Voting, Common Stock Shares Owned	Voting, Common Stock Percentage Interest	Non-Voting, Common Stock Shares Owned	Non-Voting, Common Stock Percentage Interest	Total Percentage Ownership
Melvin S. Burkholder	0	0%	17,000	11.111%	10%
Matthew V. Burkholder	8,670	51%	45,334.34	29.63%	31.767%
Lane A. Burkholder	8,330	49%	45,333.33	29.63%	31.567%
Corby M. Burkholder	0	0%	45,333.33	29.63%	29.666%
Total:	17,000	100.00%	153,001	100.00%	100.00%

Schedule B

Schlabach Distributing, Inc.

Stock Ownership and Percentage Interests Owned Immediately Prior to Merger

Shareholder	Voting, Common Stock Shares Owned	Voting, Common Stock Percentage Interest	Non-Voting, Common Stock Shares Owned	Non-Voting, Common Stock Percentage Interest	Total Percentage Ownership
Melvin S. Burkholder	0	0%	100	11.111%	10.142%
Matthew V. Burkholder	51	51.30%	266.67	29.63%	32.218%
Lane A. Burkholder	35	40.70%	266.67	29.63%	30.595%
Corby M. Burkholder	0	0%	266.66	29.629%	27.045%
Total:	86	100.00%	900	100.00%	100.00%

Schedule C

Dutch Valley Food Distributors, Inc.

Capital Stock Ownership and Percentage Interests Owned Immediately Following Merger

Shareholder	Voting, Common Stock Shares Owned	Voting, Common Stock Percentage Interest	Non-Voting, Common Stock Shares Owned	Non-Voting, Common Stock Percentage Interest	Total Percentage Ownership
Melvin S. Burkholder	0	0%	17,555	11.11%	10%
Matthew V. Burkholder	8,953.05	51.23%	46,814.36	29.63%	31.781%
Lane A. Burkholder	8,524.25	48.77%	46,813.35	29.63%	31.536%
Corby M. Burkholder	0	0%	46,813.29	29.63%	26.678%
Total:	17,447.30	100.00%	157,996	100.00%	100.00%