

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

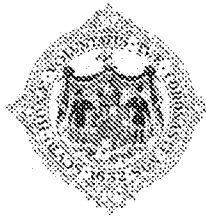
ETAS ID: TM421456

| | | | |
|---|---|-----------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | ENTITY CONVERSION | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Gilbert Foods, Inc. | | 08/05/2015 | Corporation: MARYLAND |
| RECEIVING PARTY DATA | | | |
| Name: | Gilbert Foods, LLC | | |
| Street Address: | 7251 Standard Drive | | |
| City: | Hanover | | |
| State/Country: | MARYLAND | | |
| Postal Code: | 21076 | | |
| Entity Type: | Limited Liability Company: MARYLAND | | |
| PROPERTY NUMBERS Total: 3 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 4551334 | HEARN KIRKWOOD | |
| Registration Number: | 4547664 | HEARN KIRKWOOD | |
| Registration Number: | 3380046 | PRIME CUTS | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | | | |
| <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: | 202.465.8397 | | |
| Email: | rmcdougall@milesstockbridge.com, anguyen@milesstockbridge.com, ipdocketing@milesstockbridge.com | | |
| Correspondent Name: | Rebecca McDougall, Miles & Stockbridge | | |
| Address Line 1: | 1500 K Street, NW | | |
| Address Line 2: | Suite 800 | | |
| Address Line 4: | Washington, D.C. 20005 | | |
| NAME OF SUBMITTER: | Rebecca E. McDougall | | |
| SIGNATURE: | /REMcDougall/ | | |
| DATE SIGNED: | 03/28/2017 | | |
| Total Attachments: 8 | | | |
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State of Maryland
Department of
Assessments and Taxation



Larry Hogan
Governor

Sean P. Powell
Director

Charter Division

Date: 08/05/2015

MILES & STOCKBRIDGE PC
ATTN C KLINE
100 LIGHT ST
BALTIMORE MD 21202-1036

THIS LETTER IS TO CONFIRM ACCEPTANCE OF THE FOLLOWING FILING:

ENTITY NAME : GILBERT FOODS, LLC
DEPARTMENT ID : W16684938
TYPE OF REQUEST : ARTICLES OF CONVERSION
DATE FILED : 08-05-2015
TIME FILED : 10:57 AM
RECORDING FEE : \$100.00
FILING NUMBER : 1000363008314595
CUSTOMER ID : 0002291960
WORK ORDER NUMBER : 0004508540

PLEASE VERIFY THE INFORMATION CONTAINED IN THIS LETTER. NOTIFY THIS DEPARTMENT
IN WRITING IF ANY INFORMATION IS INCORRECT. INCLUDE THE CUSTOMER ID AND THE WORK
ORDER NUMBER ON ANY INQUIRIES.

Charter Division
Baltimore Metro Area (410) 767-1350
Outside Metro Area (888) 246-5941

EFFECTIVE DATE: 08-05-2015
PRINCIPAL OFFICE: 7251 STANDARD DR
HANOVER MD 21076
RESIDENT AGENT: RICHARD L COSTELLA ESQ
C/O MILES & STOCKBRIDGE P.C.
100 LIGHT ST
BALTIMORE MD 21202

COMMENTS:

THIS INDICATES CONVERSION TO:
SURVIVOR:
(W16684938) GILBERT FOODS, LLC.

CONVERTED ENTITY:

(D00233197) GILBERT FOODS, INC.

GILBERT FOODS, INC.

ARTICLES OF CONVERSION FROM A CORPORATION TO A LIMITED LIABILITY COMPANY

AUG 05 2015
State Department of
Assessments and Taxation
301 W. Preston St.
Baltimore, Md. 21201

Gilbert Foods, Inc., a Maryland corporation (the "Corporation"), hereby files these articles of conversion (these "Articles") with the Maryland State Department of Assessments and Taxation for the purposes of converting from a corporation to a limited liability company under Section 3-901 of the Maryland General Corporation Law (the "MGCL") and certifies:

FIRST: The Corporation is a Maryland corporation formed by the filing of Articles of Incorporation on December 31, 1964. The name under which the Corporation was originally incorporated was H. & K. Distributing Co., Inc. The name of the Corporation immediately prior to the filing of these Articles is Gilbert Foods, Inc.

SECOND: By virtue of these Articles and the Articles of Organization filed for record contemporaneously herewith, the Corporation is converting into Gilbert Foods, LLC (the "Company"), a limited liability company formed under and pursuant to the Maryland Limited Liability Company Act (the "Act").

THIRD: Upon the completion of the conversion in accordance with the MGCL and the Act, the Company shall, for all purposes of the laws of the State of Maryland, continue as the same entity as the Corporation.

FOURTH: The name of the limited liability company into which the Corporation shall be converted is Gilbert Foods, LLC, which shall be organized in Maryland.

FIFTH: The conversion has been approved in accordance with Section 3-902 of the MGCL.

SIXTH: The manner and basis of converting outstanding shares of stock of the Corporation into membership interests of the Company is as follows: all outstanding shares of stock of the Corporation will be immediately converted into an equal number of membership interests in the Company, which units will represent 100% of the membership interests in the Company.

SEVENTH: The conversion is effective on upon filing.

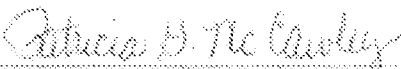
[Signatures on Following Page]

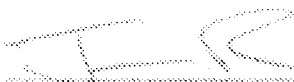
The undersigned acknowledges these Articles to be the act and deed of the Corporation and, further, as to all matters or facts required to be verified under oath, the undersigned acknowledges that, to the best of his knowledge, information and belief, these matters and facts relating to the Corporation are true in all material respects and that this statement is made under the penalties of perjury.

IN WITNESS WHEREOF, these Articles have been duly executed and attested on behalf of the Corporation as of the 4th day of August, 2015.

WITNESS AND ATTEST

GILBERT FOODS, INC.


Patricia G. McCawley, Secretary

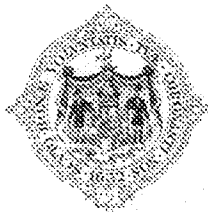
By: 
John Reichlin, President

6833-1647-8768, v. 2

Signature Page to Articles of Conversion

TRADEMARK
REEL: 006020 FRAME: 0830

State of Maryland
Department of
Assessments and Taxation



Larry Hogan
Governor

Sean P. Powell
Director

Charter Division

Date: 08/05/2015

MILES & STOCKBRIDGE PC
ATTN C KLINE
100 LIGHT ST
BALTIMORE MD 21202-1036

THIS LETTER IS TO CONFIRM ACCEPTANCE OF THE FOLLOWING FILING:

ENTITY NAME : GILBERT FOODS, LLC
DEPARTMENT ID : W16684938
TYPE OF REQUEST : ARTICLES OF ORGANIZATION
DATE FILED : 08-05-2015
TIME FILED : 10:56 AM
RECORDING FEE : \$100.00
EXPEDITED FEE : \$50.00
FILING NUMBER : 1000362008314587
CUSTOMER ID : 0003291960
WORK ORDER NUMBER : 0004508540

PLEASE VERIFY THE INFORMATION CONTAINED IN THIS LETTER. NOTIFY THIS DEPARTMENT IN WRITING IF ANY INFORMATION IS INCORRECT. INCLUDE THE CUSTOMER ID AND THE WORK ORDER NUMBER ON ANY INQUIRIES. EVERY YEAR THIS ENTITY MUST FILE A PERSONAL PROPERTY RETURN IN ORDER TO MAINTAIN ITS EXISTENCE EVEN IF IT DOES NOT OWN PERSONAL PROPERTY. THE RETURN IS FOUND ON THE SDAT WEBSITE.

Charter Division
Baltimore Metro Area (410) 767-1350
Outside Metro Area (888) 246-5941

0009698788

CACCPY

EFFECTIVE DATE: 08-05-2015
PRINCIPAL OFFICE: 7251 STANDARD DR
HANOVER MD 21075
RESIDENT AGENT: RICHARD L COSTELLA ESQ
C/O MILES & STOCKBRIDGE P.C.
100 LIGHT ST
BALTIMORE MD 21202

GILBERT FOODS, LLC

ARTICLES OF ORGANIZATION

State Department of Assessments and Taxation
05/05/2015
301 W. Preston St.
Baltimore, Md. 21201

The undersigned, Colleen Pleasant Kline, whose post office address is c/o Miles & Stockbridge P.C., 100 Light Street, Baltimore, Maryland 21202, being at least 18 years of age and duly authorized to execute and file these Articles of Organization, hereby forms a limited liability company under the Maryland Limited Liability Company Act (the "Act") and certifies to the Maryland State Department of Assessments and Taxation (the "SDAT") as follows:

1. Conversion from Maryland Corporation. Pursuant to Section 3-901 of the Maryland General Corporation Law and the provisions of the Act, these Articles of Organization are being filed with the SDAT contemporaneously with Articles of Conversion converting Gilbert Foods, Inc., a Maryland corporation (the "**Converting Corporation**"), to Gilbert Foods, LLC, a Maryland limited liability company (the "**Company**"). Upon the completion of the conversion in accordance with the Maryland General Corporation Law and the Act, the Company shall, for all purposes of the laws of the State of Maryland, continue as the same entity as the Converting Corporation.

2. Name of the Company. The name of the Company is: Gilbert Foods, LLC.

3. Purposes. The purposes for which the Company is formed are: (i) to conduct any lawful business as may be approved by the members of the Company in accordance with the Operating Agreement of the Company, as amended from time to time; and (ii) to do all things necessary, convenient or incidental to the foregoing.

4. Principal Office. The principal office, mailing address and place of business of the Company shall be 7251 Standard Drive, Hanover, Maryland 21076.

5. Resident Agent. The name and address of the resident agent of the Company are Richard L. Costella, Esquire, c/o Miles & Stockbridge P.C. 100 Light Street, Baltimore, Maryland 21202. The resident agent of the Company named herein is a Maryland resident.

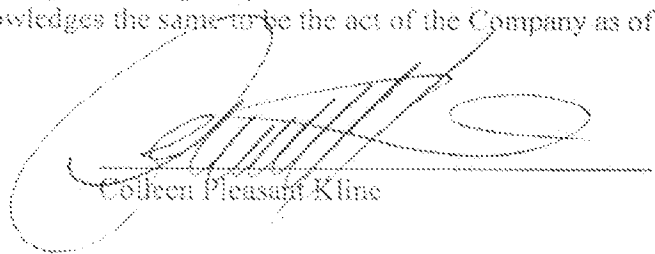
6. Existence. The Company shall have a perpetual existence.

7. Effective Date. These Articles of Organization shall be effective upon filing.

8. Limitation of Authority of Members. Pursuant to Section 4A-401(a)(3) of the Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to act for the Company solely by virtue of being a member.

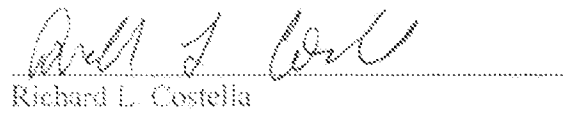
[Signatures on Following Page]

IN WITNESS WHEREOF, the undersigned, being duly authorized to execute and file these Articles of Organization, hereby acknowledges the same to be the act of the Company as of August 4, 2015.



Colleen Pleasant Kline

The undersigned hereby consents to act as the resident agent in Maryland for Gilbert Foods, LLC.



Richard L. Costella

Signature Page to Articles of Organization