

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM361507

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/28/2014

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
THE GROCERS SUPPLY CO., INC.		12/19/2014	CORPORATION: TEXAS

RECEIVING PARTY DATA

Name:	GSC WHOLESALE, LLC
Street Address:	P.O. BOX 14200
City:	HOUSTON
State/Country:	TEXAS
Postal Code:	77221-4200
Entity Type:	LIMITED LIABILITY COMPANY: TEXAS

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Serial Number:	85375263	MR. CHIPMUNCH
Registration Number:	4268293	GROCERS SUPPLY
Registration Number:	4272318	GROCERS SUPPLY
Registration Number:	4272317	GS
Registration Number:	4467167	GS
Registration Number:	4452036	GS
Registration Number:	4455462	LAS LOMAS
Registration Number:	4448251	LAS LOMAS
Registration Number:	4522570	LAS LOMAS
Registration Number:	4376202	QUALITY BANANA
Registration Number:	4396937	TU HOGAR
Registration Number:	4293288	TU HOGAR
Registration Number:	4388988	TU HOGAR

CORRESPONDENCE DATA

Fax Number: 4052287305

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.

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Phone: 405-235-9621
Email: michael.labrie@mcafeetaft.com
Correspondent Name: MCAFEE & TAFT, MICHAEL J. LABRIE
Address Line 1: 211 NORTH ROBINSON
Address Line 2: 10th FLOOR - TWO LEADERSHIP SQUARE
Address Line 4: Oklahoma City, OKLAHOMA 73102-7103

ATTORNEY DOCKET NUMBER: 16487.1

NAME OF SUBMITTER: Michael J. LaBrie

SIGNATURE: /Michael J. LaBrie/

DATE SIGNED: 11/06/2015

Total Attachments: 5

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**THE STATE OF TEXAS
CERTIFICATE OF MERGER**

MERGING

**THE GROCERS SUPPLY CO., INC.
(a Texas Corporation)**

WITH

**GSC WHOLESALE, LLC
(a Texas Limited Liability Company)**

**THE GROCERS SUPPLY PRODUCE CO., LLC
(a Texas Limited Liability Company)**

**GROCERS SUPPLY INTERNATIONAL, LLC
(a Texas Limited Liability Company)**

AND

**FREEDMAN DISTRIBUTORS, LLC
(a Texas Limited Liability Company)**

Pursuant to chapter 10 of the Texas Business Organizations Code (as amended from time to time), and the title applicable to the filing entities identified below, the undersigned parties submit this Certificate of Merger for the purpose of effecting the merger of The Grocers Supply Co., Inc., a Texas corporation, with GSC Wholesale, LLC, a Texas limited liability company, The Grocers Supply Produce Co., LLC, a Texas limited liability company, Grocers Supply International, LLC, a Texas limited liability company, and Freedman Distributors, LLC, a Texas limited liability company (the "Merger").

1. The name, organizational form, state of organization, principal place of business and file number, if any, issued by the secretary of state of the State of Texas for each organization that is party to the Merger are as follows:

Name	Organizational Form	State of Formation	Principal Place of Business	File Number
The Grocers Supply Co., Inc.	For-Profit Corporation	Texas	3131 E. Holcombe Blvd. Houston, Texas 77021	4039300
GSC Wholesale, LLC	Limited Liability Company	Texas	3131 E. Holcombe Blvd. Houston, Texas 77021	802079094

The Grocers Supply Produce Co., LLC	Limited Liability Company	Texas	3131 E. Holcombe Blvd. Houston, Texas 77021	802106279
Grocers Supply International, LLC	Limited Liability Company	Texas	3131 E. Holcombe Blvd. Houston, Texas 77021	802106243
Freedman Distributors, LLC	Limited Liability Company	Texas	3131 E. Holcombe Blvd. Houston, Texas 77021	802106297

2. The Plan of Merger (as defined below) amends the name of The Grocers Supply Co., Inc. (such amendment, the "Name Change"). The new name of The Grocers Supply Co., Inc. shall be "2ML Real Estate Interests, Inc."

3. The name of each surviving entity of the Merger, organizational form, laws under which each entity is organized and principal place of business are as follows:

Name	Organizational Form	State of Formation	Principal Place of Business	File Number
2ML Real Estate Interests, Inc. (formerly The Grocers Supply Co., Inc.)	Corporation	Texas	3131 E. Holcombe Blvd. Houston, Texas 77021	4039300
GSC Wholesale, LLC	Limited Liability Company	Texas	3131 E. Holcombe Blvd. Houston, Texas 77021	802079094
The Grocers Supply Produce Co., LLC	Limited Liability Company	Texas	3131 E. Holcombe Blvd. Houston, Texas 77021	802106279
Grocers Supply International, LLC	Limited Liability Company	Texas	3131 E. Holcombe Blvd. Houston, Texas 77021	802106243
Freedman Distributors, LLC	Limited Liability Company	Texas	3131 E. Holcombe Blvd. Houston, Texas 77021	802106297

4. A Plan of Merger, dated as of December 19, 2014 (the "Plan of Merger"), providing for the Merger has been approved, adopted, executed and acknowledged by each of the constituent entities which is to merge as required by the laws of the jurisdiction of formation of each entity and their governing documents.

5. In lieu of providing the Plan of Merger, each domestic filing entity certifies that:
- a. A signed Plan of Merger is on file at the principal place of business of each surviving entity that is named in this Certificate of Merger as a party to the Merger.
 - b. On written request, a copy of the Plan of Merger will be furnished without cost by each surviving entity to any owner or member of each domestic entity that is a party to the Plan of 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.
 - c. Other than the Name Change, no amendments to the certificate of formation of each of the parties are effected by the Merger, and the certificate of formation of each of the parties, as in effect immediately before the effective time of the Merger, shall be the certificate of formation of each of the parties at and after the effective time of the Merger until amended as provided by law.
 - d. No new entities or other organizations are created pursuant to the Plan of Merger.

6. The Certificate of Merger and Merger shall become effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date shall be December 28, 2014 at 12:01 a.m. Central Time.

7. In lieu of providing the tax certificate, the surviving organizations will be liable for the payment of the required franchise taxes.

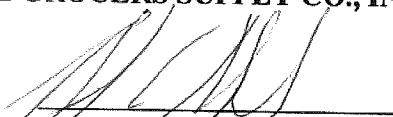
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Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Texas Business Organizations Code, or other law applicable to and governing the merging entity, to execute the filing instrument.

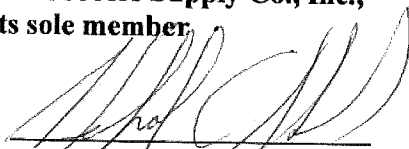
Date: December 19, 2014

THE GROCERS SUPPLY CO., INC.

By: 
Name: Michael C. Nichols
Title: Chief Operating Officer

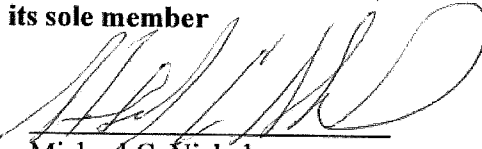
GSC WHOLESALE, LLC

By: **The Grocers Supply Co., Inc.,
its sole member**

By: 
Name: Michael C. Nichols
Title: Chief Operating Officer

**THE GROCERS SUPPLY PRODUCE CO.,
LLC**

By: **The Grocers Supply Co., Inc.,
its sole member**

By: 
Name: Michael C. Nichols
Title: Chief Operating Officer

GROCERS SUPPLY INTERNATIONAL, LLC

**By: The Grocers Supply Co., Inc.,
its sole member**

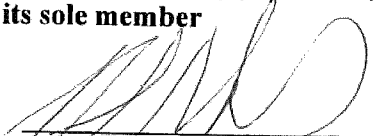
By: 

Name: Michael C. Nichols

Title: Chief Operating Officer

FREEDMAN DISTRIBUTORS, LLC

**By: The Grocers Supply Co., Inc.,
its sole member**

By: 

Name: Michael C. Nichols

Title: Chief Operating Officer