

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/27/2012		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
PFG Holdings, LLC		01/27/2012	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Performance Food Group, Inc.		
Street Address:	12500 West Creek Parkway		
City:	Richmond		
State/Country:	VIRGINIA		
Postal Code:	23238		
Entity Type:	CORPORATION: COLORADO		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3800481	FIRST MARK	
CORRESPONDENCE DATA			
Fax Number:	2124552502		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	(212) 455-2222		
Email:	ksolomon@stblaw.com		
Correspondent Name:	Marcela Robledo, Esq.		
Address Line 1:	Simpson Thacher & Bartlett LLP		
Address Line 2:	425 Lexington Avenue		
Address Line 4:	New York, NEW YORK 10017		
ATTORNEY DOCKET NUMBER:	074676/0010		
NAME OF SUBMITTER:	Marcela Robledo		

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Signature:	/mr/
Date:	05/09/2013
Total Attachments: 4 source=PFGHoldings-PerformanceMerger#page1.tif source=PFGHoldings-PerformanceMerger#page2.tif source=PFGHoldings-PerformanceMerger#page3.tif source=PFGHoldings-PerformanceMerger#page4.tif	

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"PFG HOLDINGS, LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "PERFORMANCE FOOD GROUP, INC." UNDER THE NAME OF "PERFORMANCE FOOD GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF COLORADO, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 2012, AT 10:28 O'CLOCK A.M.

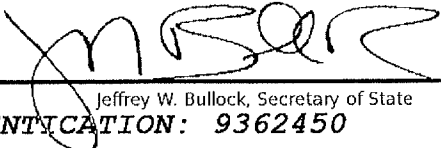
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 2012, AT 11:35 O'CLOCK P.M.

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120093279

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9362450

DATE: 02-14-12

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**CERTIFICATE OF MERGER
OF
PFG HOLDINGS, LLC
WITH AND INTO
PERFORMANCE FOOD GROUP, INC.**

**UNDER SECTION 18-209 OF THE
DELAWARE LIMITED LIABILITY COMPANY ACT**

January 27, 2012

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act, Performance Food Group, Inc., a Colorado corporation ("PFG"), does hereby certify the following information relating to the merger of PFG Holdings, LLC, a Delaware limited liability company (the "Company" and together with PFG, the "Merging Entities"), with and into PFG (the "Merger").

FIRST: The name and state of incorporation or formation of each of the Merging Entities are as follows:

<u>Name</u>	<u>State of Incorporation/Formation</u>
PFG Holdings, LLC	Delaware
Performance Food Group, Inc.	Colorado

SECOND: The Agreement and Plan of Merger, dated as of January 27, 2012 (as amended and supplemented to the date hereof, the "Merger Agreement"), by and between PFG and the Company has been approved, adopted, certified, executed and acknowledged by each of the Merging Entities in accordance with Section 18-209 of the Limited Liability Company Act of the State of Delaware.

THIRD: Performance Food Group, Inc. shall be the name of the surviving entity of the Merger.

FOURTH: As of the effective time of the Merger, the Amended and Restated Articles of Incorporation of PFG shall be the Amended and Restated Articles of Incorporation of the surviving entity of the Merger.

FIFTH: The executed Merger Agreement is on file at an office of the surviving entity of the Merger, the address of which is 12500 West Creek Parkway, Richmond, Virginia 23238.

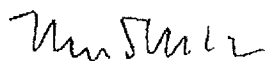
SIXTH: A copy of the Merger Agreement will be furnished by the surviving entity of the Merger, on request and without cost, to any member of the Company or shareholder of PFG.

SEVENTH: This Certificate of Merger shall become effective at 11:35 PM, Eastern Standard time, on January 27, 2012.

EIGHTH: PFG consents to service of process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligations of the Company. PFG further irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings. Any copies of such services of process can be mailed to Performance Food Group, Inc., 12500 West Creek Parkway, Richmond, Virginia 23238.

IN WITNESS WHEREOF, Performance Food Group, Inc. has caused this Certificate of Merger to be signed as of the day and year first above written.

PERFORMANCE FOOD GROUP, INC.,
a Colorado corporation



Name: Michael L. Miller
Title: Senior Vice President, General
Counsel, Secretary

[Signature Page to Certificate of Merger (PFG Holdings, LLC -- PFG)]

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U.S. Trademark Schedule

TITLE	REG. NO./APP. NO.
FIRST MARK	3,800,481