

FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)
M&G 11503 0-00-01

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Orion Food Systems, Inc.

Individuals
 General Partnership
 Corporation-State of **South Dakota**
 Other: _____

Association
 Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Orion Food Systems, LLC
2930 West Maple Street
Sioux Falls, South Dakota 57107

3. Nature of conveyance:
 Assignment
 Security Agreement
 Other: _____

Merger
 Change of Name

Execution Date: **February 15, 2002**

Individual(s) citizenship
 General Partnership
 Corporation-State of _____
 Other: **South Dakota Limited Liability Company**

Association
 Limited Partnership

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
(Designations must be separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or trademark number(s):

A. Trademark Application No.(s)/ Mark(s)
See attached Schedule

B. Trademark Reg. No.(s)/Mark(s)
See attached Schedule

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **Gregory C. Golla**
Address: **MERCHANT & GOULD P.C.**
P.O. Box 2910
Minneapolis, MN 55402-0910

6. Total number of applications and trademarks involved: **78**

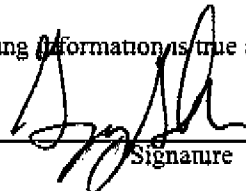
7. Total fee (37 CFR 3.41): **\$1965.00**
 Enclosed
 Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: **13-2725**

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Gregory C. Golla
Name of Person Signing


Signature

August 2, 2002
Date

Total number of pages including cover sheet, attachments, and document: **5**

Do not detach this portion

Main documents to be recorded with required cover sheet information to:

Commissioner for Patents and Trademarks
Box Assignments
Washington, D.C. 20531

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20531, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503

SCHEDULE

Pending Applications

SERIAL NO.	MARK
75/566,769	GRIPPER
76/161,917	HOMETOWN HEROES & Design
75/636,863	MOON MOUNTAIN

ISSUED REGISTRATIONS

REGISTRATION NO.	MARK
2,420,884	9-STAR
2,459,559	9-STAR SYSTEM
1,982,416	ANY TIME'S A GREAT TIME FOR HOT STUFF!
2,022,551	ANYTIME'S A GREAT TIME FOR READING!
2,383,639	ASIAN CREATIONS
2,453,904	CHIX CHICKEN
2,416,530	CHIX CHICKEN
2,327,874	CHIX THE CHICKEN STATION
2,089,447	CINNAMON STREET
2,089,424	CINNAMON STREET
2,106,779	CINNAMON STREET
1,962,438	CINNAMON STREET BAKERY
2,348,068	CINNOBABIES
2,029,159	COOL STUFF
1,910,670	EDDIE PEPPERS
1,984,869	FRESH SUBS, MADE-TO-ORDER...FAST!
1,792,001	GET MOOSE-I-FIED!
2,470,417	GRAHAM'S GRILL
2,239,819	GRIPPER'S GRILL & Design
2,239,818	GRIPPER'S GRILL
2,481,953	HOT GRIP
2,449,152	HOT STUFF
1,597,883	HOT STUFF
1,599,748	HOT STUFF
1,273,749	HOT STUFF
1,983,972	HOT STUFF PIZZA & Design
1,934,189	HOT STUFF PIZZA
1,934,188	HOT STUFF PIZZA
1,951,633	HOT STUFF PIZZERIA

1,677,993	HOT STUFF PIZZERIA & Design
1,646,945	HOT STUFF PIZZERIA & Design
1,610,846	HOT STUFF PIZZERIA & Design
1,605,063	HOT STUFF PIZZERIA DELI & BAKERY & Design
2,167,686	JOEY PAGODA'S
1,890,705	JOEY PAGODA'S ORIENTAL EXPRESS
1,964,436	JOEY PAGODA'S ORIENTAL EXPRESS
1,959,788	MACGREGOR'S MARKET
1,602,642	MASTERPIECE SUPREME
2,239,816	MAXWRAPS & Design
2,263,688	MAXWRAPS
2,273,063	MAXWRAPS GRIPPER'S GRILL & Design
2,327,876	MEAN GENE'S BURGERS
2,188,577	MEAN GENE'S BURGERS
2,263,789	MEGARITO
2,173,152	MOOSE BROS.
2,172,929	MOOSE BROS.
1,806,306	MOOSE BROS. MEL & MARTY CARRY-OUT PAN PIZZA & Design
2,450,237	NAP'S and Design
2,456,427	NAP'S
2,469,588	NAPPETIZERS
2,353,867	ONE COMPANY. ONE CONTACT. ONE CALL
1,581,808	ORION
1,580,464	ORION
2,169,665	ORION FOOD SYSTEMS & Design
1,936,914	ORION FOOD SYSTEMS
1,993,860	ORION FOOD SYSTEMS
1,983,994	PERSONAL SIZE PAN PIZZA HOT STUFF PIZZA & Design
1,501,525	PIZZA PATROL & Design
1,469,274	PIZZA PATROL
1,945,345	QUALITY PRODUCTS THROUGH QUALITY PEOPLE
1,853,326	SMASH HIT
2,533,845	SMASH HIT SUBS & Design
2,327,875	SMASH HIT SUBS
1,916,687	SMASH HIT SUBS
1,918,606	SMASH HIT SUBS & Design
2,011,058	STONE WILLY'S
2,221,802	THE BURGER THAT SAYS BITE ME.
2,030,941	THE FOREST OF DISCOVERY & Design

2,022,523	THE FOREST OF DISCOVERY
2,265,883	THE PERFECT 10
2,461,543	THE TRIPLER
2,009,910	UNCLE ANGELO'S
1,984,526	WE KNOW CONVENIENCE
2,459,795	Swirl Design
2,388,880	Display Case Design

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State of South Dakota



OFFICE OF THE SECRETARY OF STATE

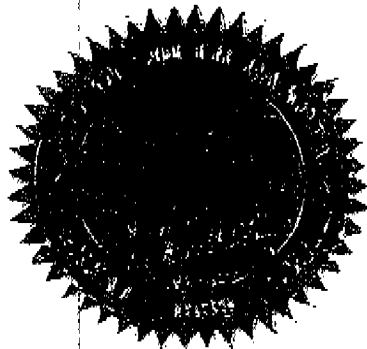
Certificate of Merger Limited Liability Company

ORGANIZATIONAL ID #: DL004453

I, JOYCE HAZELTINE, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Articles of Merger, ORION FOOD SYSTEMS, INC., a South Dakota Corporation merged into ORION FOOD SYSTEMS OF SOUTH DAKOTA, LLC, a South Dakota Limited Liability company which changed its name to ORION FOOD SYSTEMS, LLC, duly signed and verified pursuant to the provisions of the South Dakota Limited Liability Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issue this Certificate of Merger and attach thereto a duplicate of the Articles of Merger.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, this 29th day of August, 2002.



Joyce Hazeltine
Secretary of State

TRADEMARK