

FORM PTO-159a (Modified)
(Rev. 8-03)
OMB No. 0651-0011 (excl. 4/94)
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TM05/REV03

RECOR

08-06-2003

Docket No.:

63,112-0999

TRA



102513828

To the Director of the United States Patent and Trademark Office

for documents or copy thereof.

1. Name of conveying party(ies):

PAPA ROMANO'S, INC.

AND

R & P FOODS, INC.

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State MICHIGAN
☐ Other

Additional names(s) of conveying party(ies) ☐ Yes ☒ No

3. Nature of conveyance:

- ☐ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☒ Other

Execution Date: DECEMBER 19, 1996

2. Name and address of receiving party(ies):

Name: PAPA ROMANO'S ENTERPRISES, INC.

Internal Address:

Street Address: 24581 CRESTVIEW COURT

City: FARMINGTON HILLS State: MI ZIP: 48335

- ☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☒ Corporation-State MICHIGAN
☐ Other

If assignee is not domiciled in the United States, a domestic designation is ☐ Yes ☐ N
(Designations must be a separate document from
Additional name(s) & address(es) ☐ Yes ☐ N

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,264,404	1,469,931	1,572,221	1,962,676
1,563,609	1,563,616	1,562,439	1,961,323
1,566,532	1,875,442	1,883,762	

Additional numbers

☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: CHARLES R. RUTHERFORD

Internal Address: DYKEMA GOSSETT PLLC

Street Address: 39577 WOODWARD, SUITE 300

City: BLOOMFIELD HILLS State: MI ZIP: 48304

6. Total number of applications and registrations involved:

11

7. Total fee (37 CFR 3.41):.....\$ \$290.00

- ☐ Enclosed
☒ Authorized to be charged to deposit account

8. Deposit account number:

04-2223

CHARGE
SEE

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.

CHARLES R. RUTHERFORD

Name of Person Signing

Charles R. Rutherford

Signature

AUGUST 6, 2003

Date

Total number of pages including cover sheet, attachments, and

1

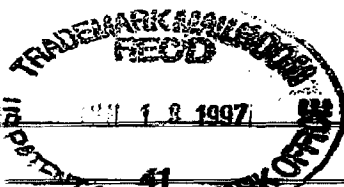
** TOTAL PAGE .02 **

TRADEMARK

REEL: 002695 FRAME: 0845

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(40) RE-RECORD TO ADD AN
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THE COVER SHEET OF A
MERGER DOCUMENT
PREVIOUSLY RECORDED ON
REEL 001589 FRAME 0086.



06-30-1997



Commissioner of Patents and Trademarks: Please

100442795

Documents or copy thereof

1. Name of conveying party(ies):

R & P Foods, Inc.

MCP
6-19-97

2. Name and address of receiving party(ies):

Papa Romano's Enterprises, Inc.
45355 Helm Street
Plymouth, MI 48170

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State: Michigan
☐ Other

☐ Individual(s) citizenship:
☐ Association:
☐ General Partnership:
☐ Limited Partnership:
☒ Corporation - State: Michigan
☐ Other:

3. Nature of conveyance:

☐ Assignment ☒ Merger
☐ Security Agreement ☐ Change of Name
☐ Other

If assignee is not domiciled in the United States, a domestic representative designation is attached.

☐ Yes ☐ No
 (Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached?

☐ Yes ☒ No

Execution Date: December 19, 1996

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,264,404	1,469,931
1,572,221	1,563,609
1,563,616	1,562,439
1,566,532	1,875,442
1,883,762	1,961,323
1,962,676	

Additional numbers attached?

☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Charles R. Rutherford
 Dykema Gossett PLLC
 1577 N. Woodward Avenue, Suite 300
 Bloomfield Hills, Michigan 48304
 (248) 203-0832

6. Total number of applications and registrations involved:

ELEVEN

7. Total fee (37 CFR 3.41).....\$250.00

☐ Enclosed

☒ Authorized to be charged to deposit account

8. Deposit Account Number: 04-2223

(Attach duplicate copy of this page if using deposit account)

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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.

Charles R. Rutherford
 Name

Signature

Date

Chg Fees
 Charles R. Rutherford June 16, 1997

Total number of pages comprising cover sheet 1

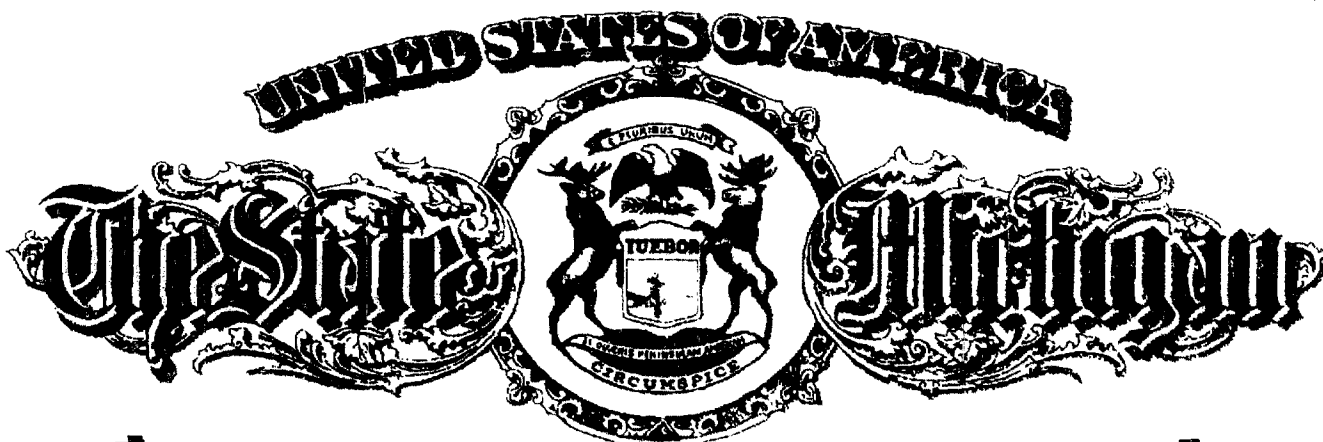
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Mail documents to be recorded with required cover sheet information to:

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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. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

.17277



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify that the Annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 30th day of December, 1996.

, Director

Corporation, Securities and Land Development Bureau

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SEAL APPEARS ONLY ON ORIGINAL

REEL 1589 FRAME 0087

TRADEMARK

REEL: 002695 FRAME: 0848

CRS 550 (Rev. 6/90)

**MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU**

Date Received

(FOR BUREAU USE ONLY)

DEC 19 1996

FILED

096443821 1220 DRG&FI \$125.00

DEC 19 1996

PH. 517-663-2525 Ref # 60737
Attn: Cheryl J. Bixby
MICHIGAN RUNNER SERVICE
P.O. Box 266
Eaton Rapids, MI. 48827-0266

Zip Code

Administrator
MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU

EFFECTIVE DATE January 1, 1997

↑ Document will be returned to the name and address you enter above ↑

CERTIFICATE OF MERGER / CONSOLIDATION**For use by Domestic Profit and/or NonProfit Corporations**

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), and/or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporations execute the following Certificate:

1. The Plan of Merger (Consolidation) is as follows:

a. The name of each constituent corporation and its identification number is:

Papa Romano's, Inc.

090-829

R & P Foods, Inc.

297-613

b. The name of the surviving (new) corporation and its identification number is:

Papa Romano's Enterprises, Inc.

090-829

c. For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
Papa Romano's, Inc.	990	common voting	common voting
R & P Foods, Inc.	1,000	common voting	common voting

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows:

125.00 Am ck 39770

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TRADEMARK
REEL: 002695 FRAME: 0849

2. (Complete for any profit corporation only)

- a. The manner and basis of converting shares are as follows: Each issued and outstanding share of stock of R & P Foods, Inc. shall be converted or exchanged for .99 shares of Papa Romano's, Inc.
- b. The amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows:
Article I - The name of the corporation is: Papa Romano's Enterprises, Inc.
- c. The plan of merger will be furnished by the surviving profit corporation, on request and without cost, to any shareholder of any constituent profit corporation.

3. (Complete for any nonprofit corporation only)

- a) If it is organized on a membership basis, state (a) the name of the corporation, (b) a description of its members, and (c) the number, classification and voting rights of its members.
- b) If it is organized on a directorship basis, state (a) the name of the corporation, (b) a description of the organization of its board, and (c) the number, classification and voting rights of its directors.
- c) State the terms and conditions of the proposed merger or consolidation, including the manner and basis of converting the shares of, or membership or other interests in, each constituent corporation into shares, bonds, or other securities of, or membership or other interest in, the surviving or consolidated corporation, or into cash or other consideration.
- d) If a consolidation, the Articles of Incorporation of the consolidated corporation are attached to this Certificate and are incorporated herein. If a merger, the amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows:
- e) Other provisions with respect to the merger (consolidation) are as follows:

4. (Complete for any foreign corporation only)

This merger (consolidation) is permitted by the laws of the state of _____

the jurisdiction under which _____

(Name of foreign corporation)

is organized and the plan of merger (consolidation) was adopted and approved by such corporation pursuant to and in accordance with the laws of that jurisdiction.

5. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after receipt of this document in this office.)

The merger (consolidation) shall be effective on the 1st day of January, 19 97.

6. TO BE COMPLETED BY MICHIGAN PROFIT CORPORATIONS ONLY (Complete either part a or b for each corporation.)

- a) The plan of merger was approved by the unanimous consent of the incorporators of _____, a Michigan corporation which has not commenced business, has not issued any shares, and has not elected a Board of Directors.

(Signature of Incorporator)

(Signature of Incorporator)

(Signature of Incorporator)

(Signature of Incorporator)

- b) The plan of merger was approved by

☐ the Board of Directors of _____, the surviving Michigan corporation, without approval of the shareholders in accordance with Section 701 of the Act.

☒ the Board of Directors and the shareholders of the following Michigan corporation(s) in accordance with Section 703a of the Act:

Papa Romano's, Inc.

(Name of Corporation)

By Ronald G. Hancock Jr.
(Signature of President, Vice-President,
Chairperson or Vice-Chairperson) Dated 12-16-96

RONALD G. HANCOCK, President

(Type or Print Name and Title)

R & P Foods, Inc.

(Name of Corporation)

By Ronald G. Hancock Jr.
(Signature of President, Vice-President,
Chairperson or Vice-Chairperson) Dated 12-16-96

RONALD G. HANCOCK, President

(Type or Print Name and Title)

7. TO BE COMPLETED BY MICHIGAN NONPROFIT CORPORATIONS ONLY

The plan of merger or consolidation was approved by

☐ the Board of Directors and shareholders or members of the following Michigan corporation(s) in accordance with Sections 701 and 703(1) and (2) of the Act:

☐ the Board of Directors of the following Michigan corporation(s) organized on a directorship basis in accordance with Section 703(3) of the Act:

(Name of Corporation)

(Name of Corporation)

By _____
(Signature of President, Vice-President,
Chairperson or Vice-Chairperson)

By _____
(Signature of President, Vice-President,
Chairperson or Vice-Chairperson)

(Type or Print Name and Title)

(Type or Print Name and Title)

EXHIBIT A

	<i>CLIENT No.</i>	<i>U.S. REGIST RATION No.</i>	<i>MARK</i>	<i>REGISTRATION DATE</i>
(1)	63,112-002	1,264,404	Little Bambino & Design	1/17/84
(2)	63,112-006	1,469 931	When One of the Best, BeatsTwo the Rest	12/22/87
(3)	63,112-009	1,572,221	Bambino Design	12/19/89
(4)	63,112-010	1,563,609	Little Bambino (TM & SM)	10/31/89
(5)	63,112-011	1,563,616	Premium Pizza & Design	10/31/89
(6)	63,112-012	1,562,439	Home of the Little Bambino	10/24/89
(7)	63,112-015	1,566,532	Quality Has Always Been the First Consideration of this Organization and We Pledge Ourselves Never to Depart from this Principle	11/14/89
(8)	63,112-017	1,875,442	Papa Romano's	1/24/95
(9)	63,112-018	1,883,762	Papa Romano's and Design	3/14/95
(10)	63,112-019	1,961,323	Big Silician	3/12/96
(11)	63,112-020	1,962,676	Big Silician and Design	3/19/96

BH 96964
ID\ CRR