

FORM P O-1584 (Modified)
Rev. 6-01
OMB No. 351-0011 (exp. 4/30)
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TMOS/RE 03

RECOR
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08-08-2003



Docket No.:

63,112-0999

Tab settings

To the Director of the United States Patent and Traden.

102516520

al documents or copy thereof.

1. Name of conveying party(ies):

PAPA ROMANO'S, INC.
AND
R & P FOODS, INC.

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

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

3. Nature of conveyance:

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

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 FEE

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: 002697 FRAME: 0507



06-30-1997



100442796 Documents or copy thereof

Commissioner of Patents and Trademarks: Please

1. Name of conveying party(ies):
 R & P Foods, Inc. *MLP 6-19-97*

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

2. Name and address of receiving party(ies):
 Papa Romano's Enterprises, Inc.
 45355 Helm Street
 Plymouth, MI 48170

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	

TM

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
 577 S Woodward Avenue, Suite 300
 Bloomfield Hills, Michigan 48304
 248) 803-0832

6. Total number of applications and registrations involved:

ELEVEN

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

Enclosed

Authorized to be charged to deposit account.

8. Deposit Account Number: 04-2223
 (Attach duplicate copy of this page if using deposit account)

DO NOT USE THIS SPACE

chg fees

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

Charles Rutherford
 Signature

June 16, 1997
 Date

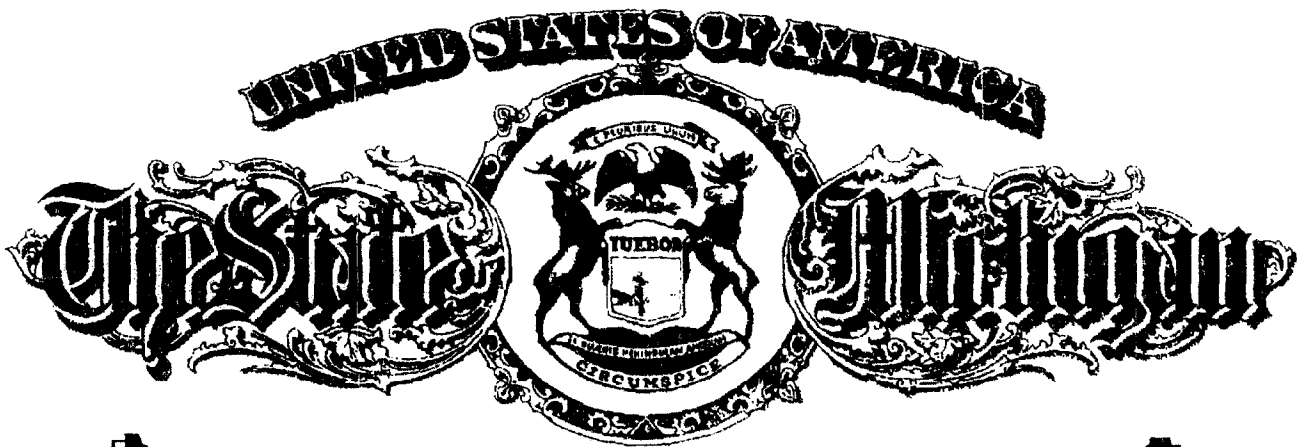
Total number of pages comprising cover sheet 1

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

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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.

Carl L. Lysen, Director

Corporation, Securities and Land Development Bureau

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TRADEMARK

SEAL APPEARS ONLY ON ORIGINAL

REEL: 1589 FRAME: 0087

TRADEMARK
REEL: 002697 FRAME: 0509

CAS 550 (Rev 8/90)

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

Date Received
 DEC 19 1996

(FOR BUREAU USE ONLY)

FILED

096A#3821 1220 DRG&FI \$125.00
 DEC 19 1996

PH. 517-663-2525 Ref # 00937
 Attn: Cheryl J. Bixby
 MICHIGAN RUNNER SERVICE
 P.O. Box 266
 Eaton Rapids, MI. 48827-0266 Zip Code

Administrator
 MI 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
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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:

126-00 Ann ck 39770

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TRADEMARK
 REEL: 002697 FRAME: 0510

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, 1997.

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 705a of the Act:

Papa Romano's, Inc.

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

(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)

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

(Type or Print Name and Title)

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

(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, Beats Two 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