

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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


<p>1. Name of conveying party(ies): <u>Papa Murphy's International, Inc.</u> <u>8000 NE Parkway Drive, S: 350+375</u> <u>Vancouver, Washington 98662</u></p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <u>Washington</u> <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: <u>Papa Murphy's International, Inc.</u> Internal Address: _____ Street Address: <u>8000 NE Parkway Drive, S: 350+375</u> City: <u>Vancouver</u> State: <u>WA</u> Zip: <u>98662</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____</p> <p><small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</small></p>
<p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>June 30, 2004</u></p>	

<p>4. Application number(s) or registration number(s): SEE ATTACHED SCHEDULE</p> <p>A. Trademark Application No.(s) _____</p>	<p>B. Trademark Registration No.(s) _____</p>
Additional number(s) attached <input type="checkbox"/> Yes <input type="checkbox"/> No	

<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Dana Breitman</u> Internal Address: <u>Goodwin Procter, LLP</u> _____ _____ Street Address: <u>599 Lexington Avenue</u> _____ City: <u>New York</u> State: <u>NY</u> Zip: <u>10022</u></p>	<p>6. Total number of applications and registrations involved: 17</p> <p>7. Total fee (37 CFR 3.41).....\$ <u>\$440</u></p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>060923</u></p> <p><small>(Attach duplicate copy of this page if paying by deposit account)</small></p>
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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.

DANA BREITMAN  6/30/04
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 6

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

CH \$440.00 060923 78285891

SCHEDULE OF MARKS

TRADEMARK	SERIAL NO/REGISTRATION NO.
MURPHY'S PIZZA	1,609,982
PAPA MURPHY'S	1,983,341
PAPA'S FAVORITE	1,447,787
PAPA ALDO'S TAKE & BAKE	1,856,875
PAPA ALDO'S	1,837,441
MAMA MURPHY'S deLITES Stylized	2,171,622
deLITE Stylized	2,186,254
PAPA GUY Logo	2,607,594
A FRESH WAY OF MAKING PIZZA	2,736,495
BIG PIZZA BIG TASTE	2,784,558
PAPA MURPHY'S DEEPER DISH TAKE 'N BAKE	2,814,599
HAND MADE HOME BAKED	2,815,887
PAPA MURPHY'S TAKE 'N' BAKE PIZZA & Design	2,847,400
DEEPER DISH	2,845,015
THE PAPA OF ALL PIZZAS	78/285,891
PAPA-RONI	78/268,908
PAPA MURPHY'S HAND MADE HOME BAKED & Design	78/321,855

LIBNY/4318568.1

Delaware

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The First State

I, HARRIET SMITH WINDSOR, 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:

"PAPA MURPHY'S INTERNATIONAL, INC.", A WASHINGTON CORPORATION,

WITH AND INTO "PAPA MURPHY'S INTERNATIONAL, INC." UNDER THE NAME OF "PAPA MURPHY'S INTERNATIONAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 2004, AT 1:54 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3814784 8100M

040483640

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3206470

DATE: 06-30-04

TRADEMARK
REEL: 002883 FRAME: 0686

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 02:09 PM 06/30/2004
 FILED 01:54 PM 06/30/2004
 SRV 040423640 - 3814784 FILE

CERTIFICATE OF MERGER

OF

PAPA MURPHY'S INTERNATIONAL, INC.
 a Washington corporation

INTO

PAPA MURPHY'S INTERNATIONAL, INC.
 a Delaware corporation

The undersigned, Papa Murphy's International, Inc., a Delaware corporation formed and existing under and by virtue of the General Corporation Law of the State of Delaware, hereby certifies as follows:

FIRST: The name and jurisdiction of formation or organization of each of the constituent corporations which is to merge are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Papa Murphy's International, Inc. (the "Merging Corporation")	Washington
Papa Murphy's International, Inc. (the "Surviving Corporation")	Delaware

SECOND: An Agreement and Plan of Merger providing for the merger of the Merging Corporation with and into the Surviving Corporation has been approved, adopted, certified, executed and acknowledged by the Merging Corporation and the Surviving Corporation in accordance with the requirements of Section 252 of the Delaware General Corporation Law.

THIRD: The name of the Surviving Corporation is "Papa Murphy's International, Inc."

FOURTH: The Certificate of Incorporation of the Surviving Corporation, as in effect immediately prior to the merger, shall be the Certificate of Incorporation of the Surviving Corporation.

FIFTH: The executed Agreement and Plan of Merger is on file at the place of business of the Surviving Corporation located at 8000 N.E. Parkway Drive, Suite 350, Vancouver Washington.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The merger of the Merging Corporation with and into the Surviving Corporation shall be effective upon the filing of this Certificate of Merger.

[End of Text]

IN WITNESS WHEREOF, Papa Murphy's International, Inc. has caused this Certificate of Merger to be signed by its duly authorized officer on this 30th day of June, 2004.

PAPA MURPHY'S INTERNATIONAL, INC.

By: /s/ Tim Palmer
Name: Tim Palmer
Title: President