

08/11/2004  
700104299

FORM 710-159-  
(Rev. 6-03)  
OMB No. 0651-0011 (exp. 6-99)  
MAG 11203 02-0-01

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

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

Additional party(ies) of conveying party(ies) affected?  Yes  No

3. Nature of conveyance:  
 Assignment  
 Security Agreement  
 Other: **Corrective Merger to Remove Reg. No. 1853326 previously recorded at Rec/Frame: 002519/0089 on August 2, 2002**

Execution Date: **February 15, 2002**

Individual(s) citizenship  
 General Partnership  
 Other: **South Dakota Limited Liability Company**

Association  
 Limited Partnership

It appears to the Commissioner of Patents and Trademarks, a domestic representative designation is indicated.  
 Yes  No  
(Designation must be separate document from Assignment)

Additional party(ies) & conveyance affected?  Yes  No

4. Application number(s) or trademark number(s):  
A. Trademark Application No (s)/ Mark(s)

B. **CORRECTED** Trademark Reg. No.(s)/Mark(s)  
**1853236 - SMASH HIT**

Additional number(s) affected?  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: **3**


7. Total fee (37 CFR 3.41): **\$40.00**  
 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 11, 2004**  
Date

Total number of pages including cover sheet, attachments, and payment **9**

Do not detach this portion

This document is to be recorded and returned with the original documents to

Commissioner for Patents and Trademarks  
Pat. and Trad. Office  
Washington, D.C. 20514

Patent and Trademark Office. Send payment regarding the entire document to the U.S. Patent and Trademark Office, Office of Administration, P.O. Box 20514, Washington, D.C. 20514, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

CH \$40.00 132725 1853236



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PAGE 005/011

Fax Server

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
<del>1,853,236</del>	1,853,236 - CORRECTED	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
2,011,038		STONE WILLY'S
2,221,802		THE BURGER THAT SAYS BITE ME.
2,030,941		THE FOREST OF DISCOVERY & Design

TRADEMARK

REEL: 002933 FRAME: 0936

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PAGE 006/011

Fax Server

2,022,523	THE FOREST OF DISCOVERY
2,265,883	THE PERFECT 10
2,461,343	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

OPR/ASSIGNMENTS 8/2/02 9:21 PAGE 19/16 RightFAX

SEP-02-02 08:48 FROM-MERCHANT & GOULD 08/02/2002 +612-332-9081 T-473 P.01/06 F-540  
700015611

FORM 770-1004  
(Rev. 04/01)  
OMB No. 0705-0141 (exp. 09/01)  
MAY 2002 EDITION

REGISTRATION FORM COVER SHEET  
TRADEMARK ONLY

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

TO THE COMMISSIONER OF PATENTS AND TRADEMARKS: PLEASE PRINT OR TYPE CLEARLY AND ACCURATELY THE INFORMATION REQUESTED.

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

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:  
 Individual General Partnership  
 Corporation - State of South Dakota  
 Other: \_\_\_\_\_

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**

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: **Gregory C. Coils**  
 Address: **MERCHANT & GOULD P.C.  
P.O. Box 3910  
Minneapolis, MN 55403-0910**


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

7. Total fee (\$7 CFR 3.41): **\$1563.00**  
 Enclosed  
 Authorized to be charged to deposit account

8. Please charge any additional fee or credit any overpayment to the deposit account number: **13-9736**

9. Signature and signature:

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

**Gregory C. Coils**  **August 2, 2002**  
 Name of Person Signing Date

10. Signature of Commissioner for Patents and Trademarks:

Total number of pages including cover sheet, applications, and exhibits: **1**

11. Signature of Applicant:

12. Signature of Attorney:

13. Signature of Agent:

14. Signature of Other:

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OPR/ASSIGNMENTS

8/2/02 3:21

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ADD-02-02 10:41

FROM-MERCHANT & GOULD

+612-332-9081

T-478 P.02/03 F-040

SCHEDULE

Pending Applications

SERIAL NO.	MARK
75/56,769	GRIPPER
76/161,917	HOMETOWN HEROINE & Design
75/56,863	MOON MOUNTAIN

ISSUED REGISTRATIONS

REGISTRATION NO.	MARK
2,420,884	I-STAR
2,430,359	I-STAR SYSTEM
1,982,416	ANY TIME'S A GREAT TIME FOR HOT STUFF!
2,092,551	ANY TIME'S A GREAT TIME FOR READING!
2,359,499	ASIAN CREATIONS
2,431,904	CHIK CHICKEN
2,416,338	CHIK CHICKEN
2,327,374	CHIK THE CHICKEN STATION
2,098,447	CINNAMON STREET
2,095,424	CINNAMON STREET
2,108,779	CINNAMON STREET
1,982,498	CINNAMON STREET BAKERY
2,348,068	CINNOBARS
2,028,159	COOL STUFF
1,910,670	EDGE PEPPERS
1,984,869	FRESH SUSHI, MADE-TO-ORDER...FAST!
1,792,001	GET MOOSE (FIED)
2,470,417	GRAHAM'S GRILL
2,358,819	GRIPPER'S GRILL & Design
2,358,818	GRIPPER'S GRILL
2,481,953	HOT GRIP
2,468,152	HOT STUFF
1,397,883	HOT STUFF
1,388,748	HOT STUFF
1,275,749	HOT STUFF
1,983,972	HOT STUFF PIZZA & Design
1,834,189	HOT STUFF PIZZA
1,834,188	HOT STUFF PIZZA
1,931,433	HOT STUFF PIZZERIA

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PAGE 15/16

RightFAX

AUG-02-02 09:41

FROM-MERCHANT & GOULD

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T-472 P.08/08 F-640

1,677,593	HOT STUFF PIZZERIA & Design
1,644,945	HOT STUFF PIZZERIA & Design
1,610,846	HOT STUFF PIZZERIA & Design
1,603,063	HOT STUFF PIZZERIA DRII & BAKERY & Design
2,167,686	JOEY FACCHIA'S
1,830,705	JOEY FACCHIA'S ORIENTAL EXPRESS
1,864,436	JOEY FACCHIA'S ORIENTAL EXPRESS
1,839,788	MAXWRAPE'S MARKET
1,802,642	MAXWRAPE'S SUPREME
2,230,816	MAXWRAPS & Design
2,263,688	MAXWRAPS
2,273,083	MAXWRAPS GRIFFIN GRILL & Design
2,327,876	MEAN GENIE'S BURGERS
2,182,377	MEAN GENIE'S BURGERS
2,263,788	MERCANTO
2,173,132	MOOSE BRIS.
2,172,858	MOOSE BRIS.
1,806,306	MOOSE BRIS. MEL & MARTY CARRY-OUT PAN PIZZA & Design
2,450,257	NAPS and Design
2,436,437	NAPS
2,469,388	NAUGHTERS
2,333,867	ONE COMPANY. ONE CONTACT. ONE CALL.
1,381,808	ORION
1,386,444	ORION
2,189,263	ORION FOOD SYSTEMS & Design
1,934,914	ORION FOOD SYSTEMS
1,983,860	ORION FOOD SYSTEMS
1,983,954	PERSONAL SIZE PAN PIZZA HOT STUFF PIZZA & Design
1,301,825	PIZZA PATROL & Design
1,489,274	PIZZA PATROL
1,945,345	QUALITY PRODUCTS THROUGH QUALITY PEOPLE
1,849,326	SMASH HIT
2,393,845	SMASH HIT SLIMS & Design
2,327,875	SMASH HIT SLIMS
1,816,287	SMASH HIT SLIMS
1,918,606	SMASH HIT SLIMS & Design
2,011,058	TYCONE WILLY'S
2,221,802	THE BURGERS THAT SAYE HITE ME.
2,050,941	THE FOREST OF DISCOVERY & Design

TRADEMARK

REEL: 002933 FRAME: 0940

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PAGE 011/011

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8/2/02 9:21 PAGE 16/16 RightFAX

AUG-02-02 09:41

FROM-MERCHANT & GOULD

+612-332-9081

T-470 P.04/05 F-140

2,022,329	THE FOREST OF DISCOVERY
2,283,883	THE PERFECT 10
2,461,343	THE TRIPLEX
2,709,910	ONCE UPON AN ANGEL'S
1,984,326	WE KNOW CONVENIENCE
2,459,785	Smart Design
2,588,690	Display Case Design



0029334 0477

# State of South Dakota



## OFFICE OF THE SECRETARY OF STATE

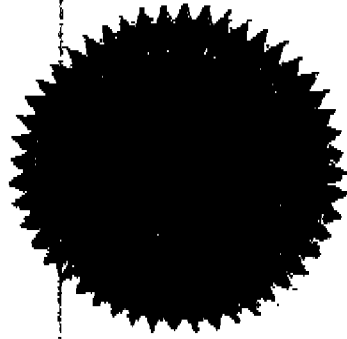
### Certificate of Merger Limited Liability Company

ORGANIZATIONAL ID #: DL004453

I, JOYCE HAZELTINE, Secretary of State of the State of South Dakota, do hereby certify that on September 2, 2004, a Merger of 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, was executed and verified pursuant to the provisions of the South Dakota Limited Liability Act, and a copy of this certificate and its records is available for public inspection.

ACCORDINGLY, and by virtue of the authority vested in me by law, I hereby issue this Certificate of Merger, and hereby declare 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, in Pierre, this 2nd day of September, 2004.



*Joyce Hazeltine*  
Joyce Hazeltine  
Secretary of State