

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Lettieri's Inc.		12/26/2006	CORPORATION: MINNESOTA

RECEIVING PARTY DATA

Name:	Hot Stuff Foods, LLC
Street Address:	2930 W. Maple Street
City:	Sioux Falls
State/Country:	SOUTH DAKOTA
Postal Code:	57107
Entity Type:	LIMITED LIABILITY COMPANY: SOUTH DAKOTA

PROPERTY NUMBERS Total: 28

Property Type	Number	Word Mark
Registration Number:	2510971	BLASTERS
Registration Number:	2582693	BR-EGG-FAST
Registration Number:	2528719	BRUNCH STIX
Registration Number:	2441346	CHEF'S BEST
Registration Number:	2527947	FAST-SNACK
Registration Number:	2594783	FLAVOR-FULL POPS
Registration Number:	2635860	FLAVOR-POPS
Registration Number:	2518208	FUN STIX
Registration Number:	2556006	HANDI-BAKES
Registration Number:	2557695	HARDY STIX
Registration Number:	2133719	HERITAGE BAKERY
Registration Number:	2915735	LETTIERI'S
Registration Number:	2491567	PITA-BOWL

CH \$715.00 2510971

Registration Number:	2520633	QUICK-BITE
Registration Number:	2871938	QUICK STIX
Registration Number:	2532607	SNACK-SAVORS
Registration Number:	2602144	SPIRAL STIX
Registration Number:	2762994	STROMBOLINI
Registration Number:	2765914	STUFFED BAGUETTE
Registration Number:	2715530	TEAR 'N SHARE
Registration Number:	2115142	TUTTO GUSTO
Registration Number:	2928391	WRAP-DOGS!
Registration Number:	3071598	BUENOS AMIGOS
Registration Number:	1663536	OSCAR MAYER
Serial Number:	78931093	CIABATTA SQUARES
Serial Number:	78651761	BREAKFAST MELTS
Serial Number:	75762283	HOT SNACKS
Registration Number:	2352265	L'I'L TASTERS

CORRESPONDENCE DATA

Fax Number: (212)836-6777
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-836-7416
Email: cbritton@kayescholer.com
Correspondent Name: Christopher Britton, Esq.
Address Line 1: 425 Park Avenue
Address Line 2: c/o Kaye Scholer LLP
Address Line 4: New York, NEW YORK 10022

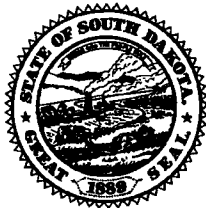
NAME OF SUBMITTER:	Johanne Remy
Signature:	/s/ Johanne Remy
Date:	01/04/2007

Total Attachments: 15

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State of South Dakota



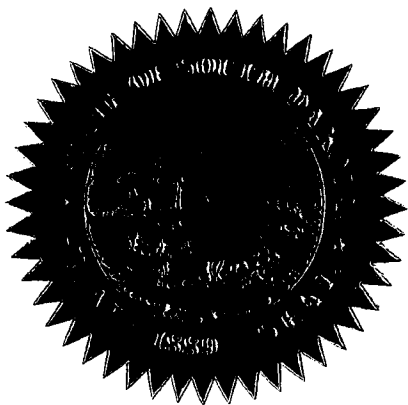
OFFICE OF THE SECRETARY OF STATE

Certificate of Merger

ORGANIZATIONAL ID #: DL004453

I, **Chris Nelson**, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Articles of Merger **LETTIERI'S, INC.**, an unqualified Minnesota Corporation merging into **HOT STUFF FOODS, LLC**, a South Dakota Limited Liability Company effective **December 31, 2006 at 11:58 p.m. Eastern Time.** duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, 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 hereto 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, the Capital, this December 28, 2006.

Chris Nelson

Chris Nelson
Secretary of State

Cert of Merger Merge.Doc

Filed this 28th day of
Dec., 2006
Ch. Nelson
SECRETARY OF STATE

ARTICLES OF MERGER OF
LETTIERI'S, INC.,
A MINNESOTA CORPORATION
WITH AND INTO
HOT STUFF FOODS, LLC,

RECEIVED
DEC 28 2006
S.D. SEC. OF STATE

A SOUTH DAKOTA LIMITED LIABILITY COMPANY

Pursuant to Section 47-34A-905 of the South Dakota Uniform Limited Liability Company Act, the undersigned entities, Lettieri's, Inc., a Minnesota corporation and Hot Stuff Foods, LLC, a South Dakota limited liability company, adopt the following articles of merger:

FIRST: The name and jurisdiction of organization of the corporation and the limited liability company party to the merger are:

Lettieri's, Inc., a Minnesota corporation
Hot Stuff Foods, LLC, a South Dakota limited liability company

SECOND: The articles of organization of Hot Stuff Foods, LLC, a South Dakota limited liability company, were filed on February 5, 2002, with the Secretary of State of the State of South Dakota. The articles of incorporation of Lettieri's, Inc., a Minnesota corporation, were filed on July 20, 1994, with the Secretary of State of the State of Minnesota.

THIRD: An Agreement and Plan of Merger for merging Lettieri's, Inc. with and into Hot Stuff Foods, LLC, has been approved and signed by each of Lettieri's, Inc. and Hot Stuff Foods, LLC.

FOURTH: The name and address of the surviving entity are: Hot Stuff Foods, LLC, 2930 W. Maple Street, Sioux Falls, South Dakota 57107.

FIFTH: The effective time and date of the merger is 11:58 p.m. eastern time on December 31, 2006.

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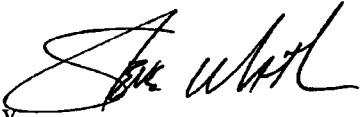
IN WITNESS WHEREOF, Lettieri's and Hot Stuff Foods have caused these Articles to be executed as of the 26th day of December, 2006.

Subscribed and sworn to before me this 26th LETTIERI'S, INC.

day of December, 2006



Notary Public

By: 

Name: Steve Watkins

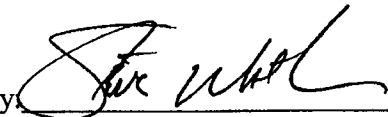
Title: CFD

Subscribed and sworn to before me this 26th HOT STUFF FOODS, LLC

day of December, 2006



Notary Public

By: 

Name: Steve Watkins

Title: CFD

ARTICLES AND PLAN OF MERGER OF

LETTIERI'S, INC.,

A MINNESOTA CORPORATION

WITH AND INTO

HOT STUFF FOODS, LLC,

A SOUTH DAKOTA LIMITED LIABILITY COMPANY

Pursuant to Section 302A.651 of the Minnesota Business Corporation Act (the "*MBCA*"), the undersigned entities, Lettieri's, Inc., a Minnesota corporation ("*Lettieri's*") and Hot Stuff Foods, LLC, a South Dakota limited liability company ("*Hot Stuff Foods*"), adopt the following articles of merger:

FIRST: Attached hereto as *Exhibit A* is the Agreement and Plan of Merger for merging Lettieri's with and into Hot Stuff Foods (the "*Plan of Merger*").

SECOND: The Plan of Merger has been approved by the shareholders and board of directors of Lettieri's and by the Board of Managers and the sole member of Hot Stuff Foods in accordance with the *MBCA* and the South Dakota Uniform Limited Liability Company Act.

THIRD: The effective time and date of the merger is 11:58 p.m. eastern time on December 31, 2006.

FOURTH: Hot Stuff Foods, the surviving corporation, agrees that: (i) it may be served with process in the state of Minnesota in any proceeding for the enforcement of an obligation of a constituent corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of a constituent corporation against it; (ii) the secretary of state of Minnesota is irrevocably appointed as its agent to accept service of process in any such proceeding and the address to which process may be forwarded is: 2930 W. Maple Street, Sioux Falls, South Dakota 57107, and; (iii) it will promptly pay to the dissenting shareholders of any corporation organized under the laws of the state of Minnesota which is a party to the merger the amount, if any, to which they are entitled under section 302A.473 of the *MBCA*.

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IN WITNESS WHEREOF, Lettieri's and Hot Stuff Foods have caused these Articles to be executed as of the 26th day of December, 2006.

LETTIERI'S, INC.

By:  _____

Name: Steve Watkins

Title: Vice Pres / CFO

HOT STUFF FOODS, LLC

By:  _____

Name: Steve Watkins

Title: CFO

EXHIBIT A TO ARTICLES OF MERGER
AGREEMENT AND PLAN OF MERGER

31381159

TRADEMARK
REEL: 003455 FRAME: 0009

AGREEMENT AND PLAN OF MERGER

This Agreement Plan of Merger (this "*Plan of Merger*") is made and entered into as of December 26, 2006 for the merger of Lettieri's, Inc. ("*Lettieri's*"), with and into Hot Stuff Foods, LLC (the "*Hot Stuff*").

RECITALS

WHEREAS, Lettieri's is a corporation organized and existing under the laws of the State of Minnesota; and

WHEREAS, Hot Stuff is a limited liability company organized and existing under the laws of the state of South Dakota; and

WHEREAS, Lettieri's and Hot Stuff desire to enter into this Plan of Merger whereby Lettieri's merges with and into Hot Stuff, with Hot Stuff being the Surviving Entity (as defined below) of the Merger (as defined below).

NOW THEREFORE, Lettieri's and Hot Stuff Foods agree as follows:

ARTICLE I

MERGER AND EFFECT

1.01. Merger.

(a) At the Effective Time (defined in Section 1.02 below) Lettieri's will be merged with and into Hot Stuff (the "*Merger*") and the separate corporate existence of Lettieri's shall cease and Hot Stuff shall be the Surviving Entity (the "*Surviving Entity*") and the separate existence of the Surviving Entity, with all its purposes, objects, rights, privileges and powers, shall continue unaffected and unimpaired by the Merger. The Surviving Entity is a limited

liability company organized and existing under the laws of the state of South Dakota. The name of the Surviving Entity shall remain "Hot Stuff Foods, LLC" following the Merger.

(b) The address of the Surviving Entity's principal place of business shall be 2930 W. Maple Street, Sioux Falls, South Dakota 57107. The registered office of the Surviving Entity in South Dakota is CT Corporation System, 319 South Cotteau Street, Pierre, South Dakota 57501, and the name of the registered agent is The Corporation Trust Company.

1.02. **Effective Time of Merger.** The Merger will be effective at 11:58 p.m. eastern time on December 31, 2006 (the "*Effective Time*").

1.03. **Effect of Merger.**

(a) The effect of the Merger will be as provided in the applicable provisions of the Minnesota Business Corporation Act (the "*MBCA*") and the South Dakota Uniform Limited Liability Company Act (the "*SDULLCA*"). Without limiting the generality of the foregoing, insofar as permitted by the SDULLCA, at the Effective Time all the property, rights, assets, privileges, immunities, powers and purposes of Lettieri's shall vest in the Surviving Entity and all debts, liabilities and other obligations of Lettieri's will become the debts, liabilities and other obligations of the Surviving Entity. An action or proceeding pending by or against Lettieri's may be continued as if the merger had not occurred or Hot Stuff may be substituted as a party to the action or proceeding.

(b) On the Effective Date of the Merger, the board of managers of Hot Stuff immediately prior to the filing of the Certificate of Merger in the State of Minnesota and the State of South Dakota shall be the board of managers of the Surviving Entity, to serve thereafter

in accordance with the articles of organization of the Surviving Entity, and until their respective successors shall have been elected and qualified in accordance with such documents and the laws of the State of South Dakota or until the earlier of their death, resignation or removal.

(c) On the Effective Date of the Merger, the officers of Hot Stuff immediately prior to the filing of the Certificate of Merger in the State of Minnesota and the State of South Dakota shall be the officers of the Surviving Entity, with such officers to serve thereafter in accordance with the articles of organization of the Surviving Entity, and until their respective successors shall have been elected and qualified in accordance with such documents and the laws of the State of South Dakota or until the earlier of their death, resignation or removal.

ARTICLE II

CONVERSION OF INTERESTS

2.01. **Conversion of Lettieri's Capital Stock.** At the Effective Time, by virtue of the Merger and without any action on the part of Lettieri's, Hot Stuff Foods or their respective equity holders, each share of common stock of Lettieri's, par value \$0.01 per share, issued and outstanding immediately prior to the Effective Time, will be cancelled and will be converted into and become the right to a receive a 0.25% membership interest in Hot Stuff.

ARTICLE III

ARTICLES OF ORGANIZATION AND LIMITED LIABILITY COMPANY DECLARATION

3.01. **Articles of Organization.** The articles of organization of Hot Stuff, as amended, shall, at the Effective Time, be and constitute the Articles of Organization of the Surviving Entity until amended in the manner provided by law.

3.02. **Limited Liability Company Declaration.** The Limited Liability Company Declaration of Hot Stuff, as amended, shall, at the Effective Time, be and constitute the Limited Liability Company Declaration of the Surviving Entity until amended in the manner provided by law.

ARTICLE IV

MISCELLANEOUS

4.01. **Entire Agreement.** This Plan of Merger embodies the entire agreement and understanding of the parties hereto in respect of the subject matter contained herein. There are no restrictions, promises, representations, warranties, covenants or undertakings, other than those expressed, set forth or referred to herein. This Plan of Merger supersedes all prior agreements and understandings, oral and written, among the parties hereto with respect to such subject matter hereof.

4.02. **Assignment.** This Plan of Merger shall inure to the benefit of and be binding upon the parties hereto and their respective successors and assigns, but neither this Plan of Merger nor any of the rights, interests or obligations hereunder shall be assigned by either of the parties hereto without the prior written consent of the other party. Nothing in this Plan of Merger, expressed or implied, is intended to confer on any person other than the parties hereto or their respective successors and assigns, any rights, remedies, obligations or liabilities under or by reason of this Plan of Merger.

4.03. **Further Actions.** Each of the parties hereto agrees that, subject to its legal obligations, it will use its best efforts to do all things reasonably necessary to effectuate the transactions contemplated hereby.

4.04. **Section Headings.** The section headings contained in this Plan of Merger are inserted for reference purposes only and shall not affect the meaning or interpretation of this Plan of Merger.

4.05. **Counterparts.** This Plan of Merger may be executed in two or more counterparts, each of which shall be deemed to be an original, and all of which together shall be deemed to be one and the same instrument.

4.06. **Applicable Law.** This Plan of Merger and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of South Dakota, without regard to the conflict of laws rules thereof.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, Lettieri's and the Surviving Entity have caused this Agreement to be signed by their respective officers thereunto duly authorized as of the date first written above.

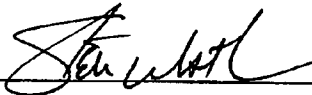
LETTIERI'S, INC.

By: 

Name: *Steve Warkus*

Title: *Vice Pres / CFO*

HOT STUFF FOODS, LLC

By: 

Name: *Steve Warkus*

Title: *CFO*

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

DEC 28 2006


Secretary of State

SCHEDULE A

Trademark Collateral

<u>Grantor</u>	<u>Trademark</u>	<u>Date Granted</u>	<u>Registration No. and Jurisdiction</u>
Hot Stuff Foods, LLC	BLASTERS	11/20/01	2,510,971 United States
Hot Stuff Foods, LLC	BR-EGG-FAST	6/18/02	2,582,693 United States
Hot Stuff Foods, LLC	BRUNCH STIX	1/8/02	2,528,719 United States
Hot Stuff Foods, LLC	CHEF'S BEST	4/3/01	2,441,346 United States
Hot Stuff Foods, LLC	FAST-SNACK	1/8/02	2,527,947 United States
Hot Stuff Foods, LLC	FLAVOR-FULL POPS	7/16/02	2,594,783 United States
Hot Stuff Foods, LLC	FLAVOR-POPS	10/15/02	2,635,860 United States
Hot Stuff Foods, LLC	FUN STIX	12/11/01	2,518,208 United States
Hot Stuff Foods, LLC	HANDI-BAKES	4/2/02	2,556,006 United States
Hot Stuff Foods, LLC	HARDY STIX	4/9/02	2,557,695 United States
Hot Stuff Foods, LLC	HERITAGE BAKERY	2/3/98	2,133,719 United States
Hot Stuff Foods, LLC	LETTIERI'S	1/4/2005	2,915,735 United States
Hot Stuff Foods, LLC	LI'L TASTERS	5/23/00	2,352,265 United States
Hot Stuff Foods, LLC	PITA-BOWL	9/18/01	2,491,567 United States
Hot Stuff Foods, LLC	QUICK-BITE	12/18/01	2,520,633 United States
Hot Stuff Foods, LLC	QUICK STIX	4/20/04	2,871,938 United States

<u>Grantor</u>	<u>Trademark</u>	<u>Date Granted</u>	<u>Registration No. and Jurisdiction</u>
Hot Stuff Foods, LLC	SNACK-SAVORS	1/22/02	2,532,607 United States
Hot Stuff Foods, LLC	SPIRAL STIX	7/30/02	2,602,144 United States
Hot Stuff Foods, LLC	STROMBOLINI	9/9/03	2,762,994 United States
Hot Stuff Foods, LLC	STUFFED BAGUETTE	9/16/03	2,765,914 United States
Hot Stuff Foods, LLC	TEAR 'N SHARE	5/13/03	2,715,530 United States
Hot Stuff Foods, LLC	TUTTO GUSTO	11/25/97	2,115,142 United States
Hot Stuff Foods, LLC	WRAP-DOGS	2/22/2005	2,928,391 United States
Hot Stuff Foods, LLC	BUENOS AMIGOS	3/21/06	3,071,598 United States

<u>Grantor (Licensor/Licensee)</u>	<u>Trademark License (Title/Agreement/ Subject Matter)</u>	<u>Date Granted</u>	<u>Registration No. and Jurisdiction</u>
Hot Stuff Foods, LLC (Licensee)	Consent to Use Trademark of Kraft Food Holdings, Inc. dated September 14, 2005	September 14, 2005	1663536 United States
Kraft Foods Holdings, Inc. (Licensor)	OSCAR MAYER and Design	Extended on September 29, 2006	

<u>Grantor</u>	<u>Trademark Application</u>	<u>Date Filed</u>	<u>Application No. and Jurisdiction</u>
Hot Stuff Foods, LLC	CIABATTA SQUARES	7/17/06	78/931093
Hot Stuff Foods, LLC	BREAKFAST MELTS	6/16/05	78/651761
Hot Stuff Foods, LLC	HOT SNACKS	7/28/99	75/762,283 ¹

<u>Grantor</u>	<u>Trademark</u>	<u>Other Relevant Information regarding Unregistered Trademark</u>
Hot Stuff Foods, LLC	LETTIERI'S AND DESIGN	None.
Hot Stuff Foods, LLC	BUENOS AMIGOS AND DESIGN	None.

¹ This trademark application has been abandoned.