

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	03/07/1984		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Stewart's Restaurants, Inc.		02/28/1984	CORPORATION: NEW JERSEY
<b>RECEIVING PARTY DATA</b>			
Name:	Stewarts Restaurants Incorporated		
Street Address:	93 Fostertown Road		
City:	Lumberton		
State/Country:	NEW JERSEY		
Postal Code:	08048-9598		
Entity Type:	CORPORATION: NEW JERSEY		
<b>PROPERTY NUMBERS Total: 4</b>			
Property Type	Number	Word Mark	
Registration Number:	0274949	STEWART'S ROOT BEER INC.	
Registration Number:	0933646	STEWART'S	
Registration Number:	0935505	STEWART'S	
Registration Number:	1585185	...WHERE EVERYTHING IS SODOG-GONE GOOD!	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(215)864-9278		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	215.864.8109		
Email:	rzoncal@ballardspahr.com, eckenrodet@ballardspahr.com		
Correspondent Name:	Lynn E. Rzonca		
Address Line 1:	1735 Market Street, 51st Floor		
Address Line 4:	Philadelphia, PENNSYLVANIA 19103-7599		
ATTORNEY DOCKET NUMBER:	100969		

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**TRADEMARK**  
**REEL: 004067 FRAME: 0721**

NAME OF SUBMITTER:	Lynn E. Rzonca
Signature:	/Lynn E. Rzonca/
Date:	09/24/2009
<b>Total Attachments: 9</b> source=STEWARTS RESTAURANTS INCORPORATED#page1.tif source=STEWARTS RESTAURANTS INCORPORATED#page2.tif source=STEWARTS RESTAURANTS INCORPORATED#page3.tif source=STEWARTS RESTAURANTS INCORPORATED#page4.tif source=STEWARTS RESTAURANTS INCORPORATED#page5.tif source=STEWARTS RESTAURANTS INCORPORATED#page6.tif source=STEWARTS RESTAURANTS INCORPORATED#page7.tif source=STEWARTS RESTAURANTS INCORPORATED#page8.tif source=STEWARTS RESTAURANTS INCORPORATED#page9.tif	

DEPARTMENT OF STATE  
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JANE BURGIO  
Secretary of State

CERTIFICATE OF MERGER  
OF  
FESSEL INC. T/A TOPP DISTRIBUTING INC.  
INTO  
STEWARTS RESTAURANTS, INC.

FILED

MAR 7 1984

ANE BURGIO  
Secretary of State

THIS IS TO CERTIFY THAT FESSEL INC. T/A TOPP DISTRIBUTING, INC. a corporation of the State of New Jersey, and the Directors thereof, having its registered office at Cahill, Wilinski & Cahill, 25 Chestnut Street, Haddonfield, NJ 08033 (hereinafter known as "TOPP") and STEWARTS RESTAURANTS, INC., a corporation of the State of New Jersey, and the Directors thereof, having its registered office at Cahill, Wilinski & Cahill, 25 Chestnut Street, Haddonfield, NJ 08033 (hereinafter known as "STEWARTS"), under and by virtue of the provisions of Title 14 of the Revised Statutes of the State of New Jersey have agreed to merge as follows:

- a) TOPP and STEWARTS do approve the Agreement of Merger as annexed hereto and bearing date of *February 28, 1984 - for accounting purpose.*
- b) Said plan of merger was unanimously approved by the directors of Topp according to law on *November 29, 1983*
- c) Said plan of merger was submitted to the stockholders of Topp and unanimously approved at the annual meeting of stockholders. The total number of shares voted, all in favor of the merger, was 1200
- d) Said plan of merger was unanimously approved by the directors of STEWARTS according to law on *November 29, 1983*
- e) Said plan of merger was submitted to the stockholders of STEWARTS and unanimously approved at the annual meeting of stockholders. The total number of shares voted, all in favor of the merger, was 100.

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TRADEMARK

REEL: 004067 FRAME: 0724

AGREEMENT OF MERGER  
BY  
FESSEL, INC. T/A TOPP DISTRIBUTING, INC.  
INTO  
STEWARTS RESTAURANTS, INC.

THIS AGREEMENT, made and entered into as of this day 28<sup>th</sup> February 1984 by and between FESSEL, INC. T/A TOPP DISTRIBUTING, INC., a corporation of the State of New Jersey, and the Directors thereof, having its registered office located at 25 Chestnut Street, Haddonfield, NJ 08033 and its registered agent therein being TOPP; and STEWARTS RESTAURANTS, INC., a corporation of the State of New Jersey, and the Directors thereof, having its registered office located at 25 Chestnut Street, Haddonfield, NJ 08033 its registered agent therein Robert Wilinski, hereinafter known as "STEWARTS";

WITNESSETH THAT:

WHEREAS, the Certificate of Incorporation of TOPP was filed with the Secretary of State of New Jersey on January 9, 1981. Said Certificate of Incorporation did authorize the issuance of 2500 shares of common, nominal or no par value stock and that 1200 shares of the same have been issued and are outstanding; and

WHEREAS, the Certificate of Incorporation of STEWARTS was filed with the Secretary of State of New Jersey on March 25, 1982. Said Certificate of Incorporation did authorize the issuance of 1000 shares of common, no par value stock and that 100 shares of the same have been issued and are outstanding; and

WHEREAS, TOPP and STEWARTS are organized for the purpose of carrying on business of the same or of a similar nature; and

WHEREAS, the respective Boards of Directors of said corporations deem it advisable to the end that greater efficiency, and economy of management and business growth may be accomplished and otherwise and generally be to the advantage and welfare of said corporations and their several and respective stockholders, to merge said corporations under and pursuant to the provisions of Section 14A;10-1 et seq. of the Revised Statutes of New Jersey.

NOW THEREFORE, in consideration of the premises and the mutual agreements, provisions and grants herein contained, it is agreed by and between the said parties hereto, and in accordance with the said Act of Legislature of the State of New Jersey, that said TOPP shall be and the same is hereby merged into STEWARTS.

And the parties hereto by these presents agree to and prescribe the terms and conditions of said merger, and the mode of carrying the same into effect, which terms and conditions and mode of carrying the same into effect the said parties hereto do mutually and severally agree and covenant to observe, keep and perform, that is to say:

Article I: The name of the surviving corporation is and shall be and remain STEWARTS RESTAURANTS INCORPORATED.

Article II: The number, names and place of residence of the first Directors of said surviving corporation, under the provisions of this Merger Agreement, who shall hold office until their successors be chosen or appointed according to the by-laws of said corporation, are as follows:

<u>Names of Directors</u>	<u>Residence</u>
1. William T. Fessler	416 Kings Highway E. Haddonfield, NJ 08033
2. Michael T. Fessler	120 Rhoads Avenue Haddonfield, NJ 08033

The first officers of the said surviving corporation, under the provisions of this Merger Agreement, shall be a President and Secretary/Treasurer; and their names and places of residence are as follows:

<u>Office</u>	<u>Names</u>	<u>Residence</u>
President	Michael T. Fessler	120 Rhoads Avenue Haddonfield, NJ 08033
Secretary and Treasurer	William T. Fessler	416 Kings Highway E. Haddonfield, NJ 08033

Article III: The capital stock of said surviving corporation, under the provisions of this Merger Agreement, is and shall be one thousand (1000) shares of common, no par value which on the date of this Merger Agreement shall be declared to have a per share value of One (\$1.00) Dollar.

Article IV: The manner of converting the capital stock of TOPP into the capital stock of the surviving corporation, STEWARTS shall be as follows:

All present holders of stock of TOPP shall take back a demand note, the value of which represents the purchase price of stock at the time of incorporation from the surviving corporation, STEWARTS.

In addition, the loan payable to William Fessler by TOPP shall be transferred as an obligation of the surviving corporation, STEWARTS.

Interest will be payable on the above obligation at a rate to be determined at a later date.

Article V: The corporate name and organization of TOPP, except insofar as the same shall continue by Statute or may be requisite for carrying out the purpose of this Merger Agreement, shall cease upon the filing in the office of the Secretary of State of the State of New Jersey of this Merger Agreement, when adopted by the stockholders as hereinafter provided.

Article VI: The by-laws of the said surviving corporation, STEWARTS, shall be the present by-laws and shall continue until changed or amended as provided therein.

Article VII: Upon the consummation of the act of merger herein provided for, all and singular the rights, privileges, powers and franchises of TOPP and all property, real, personal and mixed and all debts due on whatever accounts, as well as for stock subscriptions as all other things in action or belonging to TOPP shall be vested in STEWARTS; and all property, rights, privileges, powers and franchises, and all and every other interest of TOPP shall hereafter be as effectually the property of STEWARTS as they were of TOPP and the title to any and all real estate, whether by deed or otherwise vested in either TOPP or STEWARTS, shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of TOPP shall be preserved unimpaired, and TOPP may be deemed to continue in existence in order to preserve the same; and all debts, liabilities and duties of TOPP shall forthwith attach to STEWARTS and may be enforced against STEWARTS to the same

extent as if said debts, liabilities and duties had been incurred or contracted by STEWARTS, it being expressly provided that the merger of TOPP and STEWARTS shall not in any manner impair the rights of any creditor or creditors of TOPP. If at any time STEWARTS shall deem or be advised that any further assignments, assurances in the law or things are necessary or desirable to vest the title of any property of TOPP in STEWARTS, the proper officers of STEWARTS shall and will execute all proper assignments and assurances in the law, and do all things necessary or proper to vest title to such property in STEWARTS and to otherwise carry out the purposes of this Merger Agreement.

It is expressly declared that STEWARTS shall be and TOPP hereby covenants that, as corporations being subject to this MERGER Agreement, they shall be subject to the remedies and liabilities in such case prescribed in Sections 14A:10-1,2,3 and 4 of the Revised Statutes of New Jersey.

Article VIII: STEWARTS shall pay all expenses of the merger.

Article IX: The registered office of STEWARTS in the State of New Jersey is at 25 Chestnut Street, Haddonfield, NJ 08033 upon whom process against the said corporation may be served within said State.

Article X: This Merger Agreement shall be submitted to the stockholders of TOPP and STEWARTS as provided by law, and shall take effect and be deemed and taken to be the agreement and act of merger of TOPP and STEWARTS upon the adoption thereof by the votes of the holders of a majority of all the shares of the issued and outstanding capital stock of TOPP and STEWARTS respectively and upon the doing of such other acts and things as shall be required by Sections 14A:10-1, 2,3, and 4 of the Revised Statutes of New Jersey.

IN WITNESS WHEREOF, TOPP and STEWARTS have caused their respective corporate seals to be hereunto affixed and these presents to be signed by their respective Presidents and attested by their respective Secretaries, all thereunto duly authorized, and the Directors of each of said corporations have hereunto set their hands and seals as of the day and year first above mentioned.



FESSEL, INC. T/A TOPP  
DISTRIBUTING, INC.

BY: William T. Fessler  
WILLIAM T. FESSLER, PRESIDENT

Attested:

Michael W. Fessler  
MICHAEL T. FESSLER, SECRETARY

DIRECTORS

William T. Fessler  
WILLIAM T. FESSLER

Michael W. Fessler  
MICHAEL T. FESSLER

STEWARTS RESTAURANTS, INC.

BY: Michael W. Fessler  
MICHAEL T. FESSLER, PRESIDENT

Attested:

Michael W. Fessler  
MICHAEL T. FESSLER, SECRETARY

DIRECTORS

William T. Fessler  
WILLIAM T. FESSLER

Michael W. Fessler  
MICHAEL T. FESSLER

TRADEMARK

REEL: 004067 FRAME: 0729

CERTIFICATE OF THE SECRETARY OF  
FESSEL, INC. T/A TOPP DISTRIBUTING, INC.  
RELATIVE TO VOTE OF STOCKHOLDERS

I, MICHAEL T. FESSLER, Secretary of TOPP DISTRIBUTING, INC., a corporation organized and doing business pursuant to the "New Jersey Business Corporation Act" do hereby certify in accordance with provision of:

1. That the foregoing agreement of merger of said corporation and STEWARTS RESTAURANTS, INCORPORATED was made by the Directors of FESSEL, INC. T/A TOPP DISTRIBUTING, INC. at a meeting for that specific purpose.
2. That said agreement was duly submitted to the stockholders of said FESSEL, INC. T/A TOPP DISTRIBUTING, INC., at a meeting for the purpose of taking the same into consideration of which meeting notice of time, place and object thereof was waived.
3. That said agreement was considered by the stockholders at said meeting and a vote of the stockholders taken for adoption or rejection of said agreement, and that said Merger Agreement was unanimously approved by all of the votes cast by the holders of capital stock of this corporation.
4. That the meeting of stockholders of FESSEL, INC. T/A TOPP DISTRIBUTING, INC. and the said vote upon the adoption of said agreement, were held and taken separately from the meeting of stockholders and vote of the said STEWARTS RESTAURANTS, INCORPORATED.
5. That the registered office of FESSEL, INC T/A TOPP DISTRIBUTING, INC. is at 25 Chestnut Street, Haddonfield, NJ 08033 and Robert Wilinski is the agent therein, and in charge thereof, upon whom process against said corporation may be served within said State.

IN WITNESS WHEREOF, I have hereunto signed my name as Secretary and affixed the seal of said FESSEL, INC. T/A TOPP DISTRIBUTING, INC. this 28<sup>th</sup> day of February 1984


  
MICHAEL T. FESSLER, SECRETARY

CERTIFICATE OF THE SECRETARY OF  
STEWARTS RESTAURANTS, INC.  
RELATIVE TO VOTE OF STOCKHOLDERS

I, WILLIAM T. FESSLER, Secretary of STEWARTS RESTAURANTS, INCORPORATED, a corporation organized and doing business pursuant to the "New Jersey Business Corporation Act: do hereby certify in accordance with provision of:

1. That the foregoing agreement of merger of said corporation and FESSEL, INC. T/A TOPP DISTRIBUTING, INC. was made by the Directors of STEWARTS RESTAURANTS at a meeting for that specific purpose.
2. That said agreement was duly submitted to the stockholders of said STEWARTS RESTAURANTS INCORPORATED at a meeting for the purpose of taking the same into consideration, of which meeting notice of time, place and object thereof was waived.
3. That said agreement was considered by the stockholders at said meeting and a vote of the stockholders taken for adoption or rejection of said agreement, and that said Merger Agreement was unanimously approved by all of the votes cast by the holders of capital stock of this corporation.
4. That the meeting of stockholders of STEWARTS RESTAURANTS INCORPORATED and the said vote upon the adoption of said agreement, were held and taken separately from the meeting of stockholders and vote of the said TOPP DISTRIBUTING, INC.
5. That the registered office of STEWARTS RESTAURANTS INCORPORATED is at 25 Chestnut Street, Haddonfield, NJ 08033 and Robert Wilinski is the agent therein, and in charge thereof, upon whom process against said corporation may be served within said State.

IN WITNESS WHEREOF, I have hereunto signed my name as Secretary and affixed the seal of said STEWARTS R. STAURANTS, INC. this 28<sup>th</sup> day of February 1984

  
WILLIAM T. FESSLER, SECRETARY