

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Papa Murphy's International, Inc.		05/05/2010	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Papa Murphy's International LLC		
Street Address:	8000 NE Parkway Drive, Suite 350		
City:	Vancouver		
State/Country:	WASHINGTON		
Postal Code:	98662		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2924995	PAPA-RONI	
CORRESPONDENCE DATA			
Fax Number:	(415)974-1520		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	4159571800		
Email:	ntaxy@lpslaw.com		
Correspondent Name:	Neil E. Taxy		
Address Line 1:	199 Fremont Street, 21st Floor		
Address Line 4:	San Francisco, CALIFORNIA 94105		
ATTORNEY DOCKET NUMBER:	PAPAM-TM-0013		
NAME OF SUBMITTER:	Neil E. Taxy		
Signature:	/Neil E. Taxy/		
Date:	11/03/2010		

CH \$40.00 2924995

Total Attachments: 3

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Delaware

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The First State


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "PAPA MURPHY'S INTERNATIONAL, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "PAPA MURPHY'S INTERNATIONAL, INC." TO "PAPA MURPHY'S INTERNATIONAL LLC", FILED IN THIS OFFICE ON THE FIFTH DAY OF MAY, A.D. 2010, AT 7:16 O'CLOCK P.M.

3814784 8100V

100468043

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7976004

DATE: 05-06-10

TRADEMARK
REEL: 004309 FRAME: 0755

CERTIFICATE OF CONVERSION TO LIMITED LIABILITY COMPANY
OF
PAPA MURPHY'S INTERNATIONAL, INC.
TO
PAPA MURPHY'S INTERNATIONAL LLC

*Pursuant to Section 18-214 of the Delaware Limited Liability Company Act and
Section 266 of Delaware General Corporation Law*

This Certificate of Conversion to Limited Liability Company, dated May 5, 2010, has been duly executed and is being filed by Papa Murphy's International, Inc., a Delaware corporation (the "Company"), and Victoria Blackwell, as an authorized person of Papa Murphy's International LLC, a Delaware limited liability company (the "LLC"), to convert the Company to the LLC, under the Delaware Limited Liability Company Act (6 Del.C. § 18-101, et seq.) and the Delaware General Corporation Law (8 Del.C. § 101, et seq.) (the "DGCL").

1. The Company's name when it was originally incorporated was Papa Murphy's International, Inc.
2. The Company's name immediately prior to the filing of this Certificate of Conversion to Limited Liability Company was Papa Murphy's International, Inc.
3. The Company filed its original certificate of incorporation with the Secretary of State of the State of Delaware and was first incorporated on June 10, 2004 in the State of Delaware, and was incorporated in the State of Delaware immediately prior to the filing of this Certificate of Conversion to Limited Liability Company.
4. The name of the LLC into which the Company shall be converted as set forth in its Certificate of Formation is Papa Murphy's International LLC.
5. The conversion of the Company to the LLC has been approved in accordance with the provisions of Sections 228 and 266 of the DGCL.
6. The conversion of the Company to the LLC shall be effective upon the filing of this Certificate of Conversion to Limited Liability Company and a Certificate of Formation with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion to Limited Liability Company as of the date first written above.

PAPA MURPHY'S INTERNATIONAL, INC.

By: *Victoria T. Blackwell*
Name: Victoria T. Blackwell
Title: Secretary

PAPA MURPHY'S INTERNATIONAL LLC

By: *Victoria T. Blackwell*
Name: Victoria T. Blackwell
Title: Secretary

SIGNATURE PAGE TO CERTIFICATE OF CONVERSION (PAPA MURPHY'S INTERNATIONAL LLC)