

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 NORTHEAST PARKWAY DRIVE, SUITE 350
City:	VANCOUVER
State/Country:	WASHINGTON
Postal Code:	98662
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 24

Property Type	Number	Word Mark
Serial Number:	85109299	PAPA MURPHY'S PIZZA
Serial Number:	78871519	
Serial Number:	78733027	PAPA MURPHY'S TAKE 'N' BAKE PIZZA
Serial Number:	78733017	PAPA MURPHY'S TAKE 'N' BAKE PIZZA
Serial Number:	78733008	PAPA MURPHY'S TAKE 'N' BAKE PIZZA
Serial Number:	78732994	PAPA MURPHY'S TAKE 'N' BAKE PIZZA
Serial Number:	78732933	PAPA MURPHY'S TAKE 'N' BAKE PIZZA
Serial Number:	78732882	PAPA MURPHY'S TAKE 'N' BAKE PIZZA
Serial Number:	78268908	PAPA-RONI
Serial Number:	78321855	PAPA MURPHYS HAND MADE HOME BAKED
Serial Number:	78268723	DEEPER DISH
Serial Number:	77673193	MAKE IT A MEAL
Serial Number:	77266035	
Serial Number:	77166876	DELITE

TRADEMARK

900178158

REEL: 004427 FRAME: 0591

CH \$615.00 85109299

Serial Number:	77120369	WE CAN DO THAT
Serial Number:	76450664	HAND MADE HOME BAKED
Serial Number:	76527085	PAPA MURPHY'S TAKE 'N' BAKE PIZZA
Serial Number:	76449969	A FRESH WAY OF MAKING PIZZA.
Serial Number:	76345658	
Serial Number:	75049890	DELITE
Serial Number:	74525546	PAPA MURPHY'S
Serial Number:	74398644	PAPA ALDO'S
Serial Number:	73834845	MURPHY'S PIZZA
Serial Number:	73596946	PAPA'S FAVORITE

CORRESPONDENCE DATA

Fax Number: (415)974-1520
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
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-7
NAME OF SUBMITTER:	Neil E. Taxy
Signature:	/Neil E. Taxy/
Date:	12/07/2010

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: 004427 FRAME: 0593

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)