12/02/2011

Electronic Version v1.1
Stylesheet Version v1.1

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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/27/2011

MRD 11/21/11

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Sbarro, Inc.		11/18/2011	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	Sbarro LLC
Street Address:	401 Broadhollow Road
City:	Melville
State/Country:	NEW YORK
Postal Code:	11747
Entity Type:	LIMITED LIABILITY COMPANY: NEW YORK

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Serial Number:	85293037	SBARRO FRESH ITALIAN COOKING
Registration Number:	1826726	CAFE SBARRO
Registration Number:	3230261	CARMELA'S
Registration Number:	2173621	LA CUCINA DI CAPRI
Registration Number:	2622141	MAMA MAKES IT BETTER
Registration Number:	2622140	MAMA SBARRO
Registration Number:	2646881	MAMA SBARRO'S PIZZERIA
Registration Number:	985647	SBARRO
Registration Number:	1991581	SBARRO
Registration Number:	3549590	SBARRO FRESH ITALIAN COOKING
Registration Number:	1834998	SBARRO THE BEST ITALIAN CHOICE
Registration Number:	1161472	SBARRO THE ITALIAN EATERY
Registration Number:	3125530	THE BIG MINI...BIG ON TASTE

CH $390.00 85293037

Registration Number:	2511105	TONY & BRUNO'S
Registration Number:	1763821	WHERE MAMA STILL RUNS THE KITCHEN

CORRESPONDENCE DATA

Fax Number: (312)862-2200
Phone: 3128623312
Email: patrick.lau@kirkland.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: Kirkland & Ellis LLP
Address Line 1: 300 North LaSalle
Address Line 2: c/o Patrick Lau, Legal Assistant
Address Line 4: Chicago, ILLINOIS 60654

ATTORNEY DOCKET NUMBER:	13970-13 PL
NAME OF SUBMITTER:	Patrick Lau
Signature:	/pl/
Date:	11/21/2011

Total Attachments: 5
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STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on November 18, 2011.

Daniel E. Shapiro
First Deputy Secretary of State

Rev. 05/09

CSC 45
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111118000 606

New York State
Department of State
Division of Corporations, State Records and Uniform Commercial Code
One Commerce Plaza, 99 Washington Avenue
Albany, NY 12231
www.dos.state.ny.us

CERTIFICATE OF MERGER

OF

SBARRO, INC.,
a New York Corporation

INTO

NEW SBARRO LLC,
a New York Limited Liability Company

Under Section 1003 of the Limited Liability Company Law

FIRST: The name (and if the name has been changed, the name under which it was formed) and jurisdiction of formation or organization of each domestic limited liability company or other domestic business entity that is to merge is:

Name of Entity	State of Organization
Sbarro, Inc.	New York
New Sbarro LLC	New York

SECOND: For each domestic limited liability company and domestic other business entity, the date when its initial articles of organization or formation document was filed with Department of State is:

The certificate of incorporation of Sbarro, Inc. was filed with Department of State, Division of Corporations of the State of New York on: November 1, 1977.

The articles of organization of New Sbarro LLC were filed with the Department of State, Division of Corporations of the State of New York on: November 17, 2011.

THIRD: Article First of the articles of organization of the surviving domestic limited liability company is hereby deleted in its entirety and replaced with the following Article:

"FIRST: The name of the limited liability company is: Sbarro LLC."

FOURTH: The agreement of merger has been approved and executed by the domestic limited liability company and the domestic business corporation that is a party thereto.

FIFTH: The Secretary of State is designated as agent of the surviving limited liability company upon whom process against it may be served. The address within or without this state to which the Secretary of State shall mail a copy of any process against the limited liability company served upon him or her is:

Sbarro LLC
c/o General Counsel
401 Broadhollow Road
Melville, NY 11747

SIXTH: The agreement of merger is on file at the following place of business of the surviving domestic limited liability company:

Sbarro LLC
c/o General Counsel
401 Broadhollow Road
Melville, NY 11747

SEVENTH: A copy of the agreement of merger will be furnished by the surviving domestic limited liability company on request and without cost to any member of any domestic limited liability company or to any person holding an interest in any other business entity that is to merge pursuant to such agreement.

EIGHTH: The effective date of the merger herein certified, insofar as the provisions of the Limited Liability Company Law of the State of New York govern such effective date, shall be the Twenty Seventh (27th) day of November, 2011.

* * * *

TRADEMARK
REEL: 004689 FRAME: 0745

IN WITNESS WHEREOF, the undersigned, under penalties of perjury does hereby declare and certify that this is the act and deed of the corporation and the limited liability company and the facts stated herein are true, and accordingly has hereunto signed this Certificate of Merger this 18th day of November 2011.

SBARRO, INC.

By: _____
Name: Anthony J. Missano
Title: President

NEW SBARRO LLC

By: _____
Name: Anthony J. Missano
Title: President / Authorized Person

K&E 26380743

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2011 NOV 18 AM 10:53

CERTIFICATE OF MERGER

OF

SBARRO, INC.

INTO

NEW SBARRO LLC

Under Section 1003 of the Limited Liability Company Law

FILED
2011 NOV 18 PM 12:36

1cc
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED NOV 18 2011
TAX $ 0
BY: PLK

Filed by: Laura-Jayne Urso
Kirkland & Ellis LLP
601 Lexington Avenue
New York, NY 10022

CUSTOMER REF. #
985677 JBA

CSC 45
Drawdown

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UNITED STATES PATENT AND TRADEMARK OFFICE

UNDER SECRETARY OF COMMERCE FOR INTELLECTUAL PROPERTY AND
DIRECTOR OF THE UNITED STATES PATENT AND TRADEMARK OFFICE

DECEMBER 02, 2011

PTAS

900207617A

KIRKLAND & ELLIS LLP
300 NORTH LASALLE
C/O PATRICK LAU, LEGAL ASSISTANT
CHICAGO, IL 60654

UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF NON-RECORDATION OF DOCUMENT

DOCUMENT ID NO.: 900207617

THE ENCLOSED DOCUMENT HAS BEEN EXAMINED AND FOUND NON-RECORDABLE BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. THE REASON(S) FOR NON-RECORDATION ARE STATED BELOW. DOCUMENTS BEING RESUBMITTED FOR RECORDATION MUST BE ACCOMPANIED BY A NEW COVER SHEET REFLECTING THE CORRECT INFORMATION TO BE RECORDED AND THE DOCUMENT ID NUMBER REFERENCED ABOVE.

THE ORIGINAL DATE OF FILING OF THIS ASSIGNMENT DOCUMENT WILL BE MAINTAINED IF RESUBMITTED WITH THE APPROPRIATE CORRECTION(S) WITHIN 30 DAYS FROM THE DATE OF THIS NOTICE AS OUTLINED UNDER 37 CFR 3.51. THE RESUBMITTED DOCUMENT MUST INCLUDE A STAMP WITH THE OFFICIAL DATE OF RECEIPT UNDER 37 CFR 3. APPLICANTS MAY USE THE CERTIFIED PROCEDURES UNDER 37 CFR 1.8 OR 1.10 FOR RESUBMISSION OF THE RETURNED PAPERS, IF THEY DESIRE TO HAVE THE BENEFIT OF THE DATE OF DEPOSIT IN THE UNITED STATES POSTAL SERVICE.

SEND DOCUMENTS TO: U.S. PATENT AND TRADEMARK OFFICE,
MAIL STOP: ASSIGNMENT SERVICES BRANCH, P.O. BOX 1450, ALEXANDRIA, VA 22313.
IF YOU HAVE ANY QUESTIONS REGARDING THIS NOTICE,
YOU MAY CONTACT THE INDIVIDUAL WHOSE NAME APPEARS ON THIS NOTICE AT
571-272-3350.

1. THE DOCUMENT SUBMITTED FOR RECORDING IS NOT ACCEPTABLE. THE EXECUTION DATE OF THE ASSIGNMENT DOCUMENT IS AFTER THE PATENT AND TRADEMARK OFFICE MAIL ROOM DATE.

2. MAKE CORRECTION ON THIS SAME RECORDATION COVER SHEET AND RETURN ALL DOCUMENT BACK INCLUDING THE NON-RECORDATION NOTICE TO FAX 571.273.0140.

THERESA FREDERICK, EXAMINER
ASSIGNMENT SERVICES BRANCH
PUBLIC RECORDS DIVISION