

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

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

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Registration Number:	1161472	SBARRO THE ITALIAN EATERY
Registration Number:	3125530	THE BIG MINI...BIG ON TASTE
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:	/p/
Date:	11/21/2011

Total Attachments: 5

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RECEIPT INFORMATION

ETAS ID: TM219325
 Receipt Date: 11/21/2011
 Fee Amount: \$390

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.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

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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.

* * * *

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

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CERTIFICATE OF MERGER

OF

SBARRO, INC.

INTO

NEW SBARRO LLC

Under Section 1003 of the Limited Liability Company Law

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED NOV 18 2011
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Filed by: Laura-Jayne Urso
Kirkland & Ellis LLP
601 Lexington Avenue
New York, NY 10022

CUSTOMER REF. #

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