

## 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
	Sbarro, Inc.		11/18/2011
			Entity Type
			CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	New 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:	72459466	SBARRO
	Serial Number:	73244446	SBARRO THE ITALIAN EATERY
	Serial Number:	74124561	WHERE MAMA STILL RUNS THE KITCHEN
	Serial Number:	74358539	SBARRO THE BEST ITALIAN CHOICE
	Serial Number:	74401581	CAFE SBARRO
	Serial Number:	74464952	SBARRO
	Serial Number:	75147833	LA CUCINA DI CAPRI
	Serial Number:	75844445	TONY & BRUNO'S
	Serial Number:	76195549	MAMA SBARRO'S PIZZERIA
	Serial Number:	76196392	MAMA SBARRO
	Serial Number:	76196393	MAMA MAKES IT BETTER
	Serial Number:	76615738	CARMELA'S
	Serial Number:	76645429	THE BIG MINI...BIG ON TASTE

OP \$390.00 72459466

Serial Number:	77460673	SBARRO FRESH ITALIAN COOKING
Serial Number:	85293037	SBARRO FRESH ITALIAN COOKING

**CORRESPONDENCE DATA**

Fax Number: (212)684-3999  
Phone: 212-684-3900  
Email: efilings@grr.com  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Correspondent Name: Marc P. Misthal  
Address Line 1: 270 Madison Avenue  
Address Line 2: 8th Floor  
Address Line 4: New York, NEW YORK 10016-0601

ATTORNEY DOCKET NUMBER:	3356/374/MPM/GGS
NAME OF SUBMITTER:	Marc P. Misthal
Signature:	/Marc P. Misthal/
Date:	02/02/2012

**Total Attachments: 4**  
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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.dor.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.

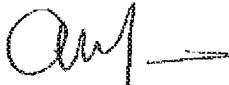
\*\*\*\*

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 18<sup>th</sup> 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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*Ice*  
STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED NOV 18 2011  
TAXS.   
OR.   
*PWK*

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

CUSTOMER REF. #

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TRADEMARK