

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
New Sbarro LLC		11/18/2011	LIMITED LIABILITY COMPANY: 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:	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
Serial Number:	77460673	SBARRO FRESH ITALIAN COOKING

OP \$390.00 72459466

TRADEMARK

Serial Number:

85293037

SBARRO FRESH ITALIAN COOKING

CORRESPONDENCE DATA

Fax Number: (212)684-3999

Phone: 212-684-3900

Email: efilling@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

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:

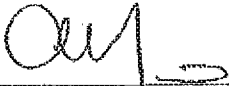
Sbarro LLC
c/o General Counsel
401 Broadhollow Road
Melville, NY 11747

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.

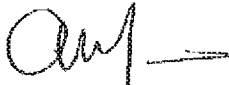
EIGHTH: The effective date of the merger herein certified, insofar as the provisions of the Limited Liability Company Law of the State of New York govern such effective date, shall be the Twenty Seventh (27th) day of November, 2011.

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 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

FILED

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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. #

985677 JDA

CSC 45
Drawdown

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