

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/30/2011

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Zatarain's Partnership, LP		11/30/2011	LIMITED LIABILITY PARTNERSHIP: DELAWARE

RECEIVING PARTY DATA

Name:	Zatarain's Brands, Inc.
Street Address:	18 Loveton Circle
City:	Sparks
State/Country:	MARYLAND
Postal Code:	21152
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	1654422	ZATARAIN'S
Registration Number:	2732388	
Registration Number:	0733499	FISH-FRI
Registration Number:	3235369	BIG & ZESTY
Registration Number:	0773245	ZATARAIN'S
Registration Number:	2588782	ZATARAIN'S
Registration Number:	0773269	ZATARAIN'S
Registration Number:	3696366	JAZZ IT UP
Registration Number:	2984441	PRO BOIL

CORRESPONDENCE DATA

Fax Number: (703)413-2220

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent*

**TRADEMARK**

*via US Mail.*

Phone: 703-413-3000  
Email: [tmdocket@oblon.com](mailto:tmdocket@oblon.com)  
Correspondent Name: Oblon Spivak McClelland Maier & Neustadt  
Address Line 1: 1940 Duke Street  
Address Line 4: Alexandria, VIRGINIA 22314

ATTORNEY DOCKET NUMBER:	386729US56
NAME OF SUBMITTER:	Jordan S. Weinstein
Signature:	/jsw/
Date:	03/30/2012

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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ZATARAIN'S, LLC", A DELAWARE LIMITED LIABILITY COMPANY,  
"ZATARAIN'S PARTNER, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"ZATARAIN'S PARTNERSHIP, L.P.", A DELAWARE LIMITED PARTNERSHIP,

WITH AND INTO "ZATARAIN'S BRANDS, INC." UNDER THE NAME OF "ZATARAIN'S BRANDS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF NOVEMBER, A.D. 2011, AT 10:06 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF NOVEMBER, A.D. 2011, AT 11:59 O'CLOCK P.M.

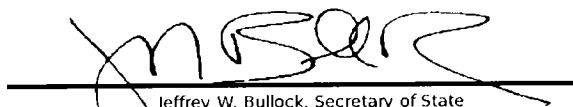
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9180315

DATE: 11-28-11

TRADEMARK  
REEL: 004748 FRAME: 0920

**CERTIFICATE OF MERGER**  
**OF**  
**ZATARAIN'S, LLC**  
(a Delaware limited liability company)  
**AND**  
**ZATARAIN'S PARTNER, LLC**  
(a Delaware limited liability company)  
**AND**  
**ZATARAIN'S PARTNERSHIP, L.P.**  
(a Delaware limited partnership)  
**INTO**  
**ZATARAIN'S BRANDS, INC.**  
(a Delaware corporation)

Under Title 6, Section 17-211(c) of the Delaware Limited Partnership Act,  
Title 6, Section 18-209(c) of the Delaware Limited Liability Company Act, and  
Title 8, Sections 263(c) and 264(c) of the Delaware General Corporation Law

The undersigned hereby certify that:

1. The name and state of domicile of each of the constituent entities in the merger are as follows:
  - (i) Zatarain's, LLC, which is a limited liability company organized under the laws of the State of Delaware; and
  - (ii) Zatarain's Partner, LLC, which is a limited liability company organized under the laws of the State of Delaware; and
  - (iii) Zatarain's Partnership, L.P., which is a limited partnership organized under the laws of the State of Delaware; and
  - (iv) Zatarain's Brands, Inc., which is a corporation incorporated under the laws of the State of Delaware.
2. An agreement of merger has been approved, adopted, certified, executed and acknowledged by each of such constituent entities in accordance with Sections 263(c) and 264(c) of the Delaware General Corporation Law, Section 17-211(c) of the Delaware Limited Partnership Act and Section 18-209(c) of the Delaware Limited Liability Company Act, as applicable.
3. The surviving corporation in the merger is Zatarain's Brands, Inc.


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4. The certificate of incorporation of the surviving corporation shall be the certificate of incorporation of Zatarain's Brands, Inc. as in force and effect at the effective time of the merger, without amendment or change.
5. The future effective time of the merger is 11:59 p.m. on November 30, 2011.
6. An executed copy of the Agreement of Merger is on file at the following office of the surviving corporation:

Zatarain's Brands, Inc.  
18 Loveton Circle  
Sparks, Maryland 21152  
Attention: General Counsel
7. A copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any member of Zatarain's, LLC or Zatarain's Partner, LLC, to any partner of Zatarain's Partnership, L.P., or to any stockholder of Zatarain's Brands, Inc.

Signed on November 10, 2011.

ZATARAIN'S BRANDS, INC.

By:   
Name: Scott Bolonda  
Title: President