

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion of entity		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Mr. Gatti's, Inc.		11/15/2004	CORPORATION: TEXAS

RECEIVING PARTY DATA	
Name:	Mr. Gatti's, L.P.
Composed Of:	COMPOSED OF Mr. G's Holdings, LLC, General Partner
Street Address:	5912 Balcones Drive
Internal Address:	Suite 200
City:	Austin
State/Country:	TEXAS
Postal Code:	78731
Entity Type:	LIMITED PARTNERSHIP: TEXAS

PROPERTY NUMBERS Total: 33

Property Type	Number	Word Mark
Registration Number:	2110428	5 6 7 9 10 11
Registration Number:	2110429	7 8 9 11 12 13
Registration Number:	1655677	BURGERONI
Registration Number:	1678161	DUTCH APPLE TREAT
Serial Number:	76624260	EAT UP THE FUN
Registration Number:	1592544	FASTFEAST BUFFET
Registration Number:	2601361	FOOD & FUN FOR ANY AGE
Registration Number:	2497234	GATTI GEAR
Serial Number:	76492256	GATTI'S
Registration Number:	2810201	GATTI'S
Registration Number:	1626181	GATTI'S DELUXE
Registration Number:	1645627	GATTI'S FAVORITES

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Registration Number:	1823464	GATTI'S GANG
Registration Number:	2470364	GATTI'S TO GO
Registration Number:	2312385	GATTI-TOWN
Registration Number:	1634550	GATTIGUIDE
Registration Number:	1823465	GATTILAND
Registration Number:	2289368	GATTITOWN
Registration Number:	2502296	GFORCE
Registration Number:	2126057	GREAT GATTI'S
Registration Number:	1631033	MEAT MARKET
Registration Number:	1962000	MR. GATTI'S
Registration Number:	1021266	MR. GATTI'S
Registration Number:	1925656	PAN PERFECT
Registration Number:	2638990	PARTY CUT
Registration Number:	1655680	SAMPLER
Registration Number:	1788599	
Registration Number:	1662633	SPAGATTI
Registration Number:	1812301	SUPERONI
Registration Number:	1247948	THE BEST PIZZA IN TOWN! (HONEST)
Serial Number:	76532674	THE TORCH
Registration Number:	2404773	WALL TO WALL
Registration Number:	2478680	WE'RE ALWAYS ON TIME OR YOUR ORDER IS FREE

CORRESPONDENCE DATA

Fax Number: (214)200-0812
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 214-651-5917
Email: ipdocketing@haynesboone.com
Correspondent Name: Purvi J. Patel
Address Line 1: 901 Main Street, Suite 3100
Address Line 4: Dallas, TEXAS 75202-3789

NAME OF SUBMITTER:	Purvi J. Patel
Signature:	/purvipatel/
Date:	03/31/2005

Total Attachments: 8
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ARTICLES OF CONVERSION

Corporations Section

Pursuant to the provisions of Article 5.17 of the Texas Business Corporation Act (the "TBCA") and section 2.15 of the Texas Revised Limited Partnership Act ("TRLPA"), the undersigned converting entity hereby certifies the following Articles of Conversion adopted for the purpose of effecting a conversion in accordance with the provisions of the TBCA and TRLPA.

1. A Plan of Conversion (the "Plan of Conversion"), a copy of which is attached hereto as Exhibit A, was approved and adopted in accordance with the provisions of Article 5.17 of the TBCA providing for the conversion of MR. GATTI'S, INC., a Texas corporation, to MR. GATTI'S, LP, a Texas limited partnership.

2. An executed Plan of Conversion is on file at the principal place of business of MR. GATTI'S, INC. at 114 W. 7th Street, Suite 820, Austin, Texas 78701 and, from and after the conversion, an executed Plan of Conversion will be on file at the principal place of business of MR. GATTI'S, LP at 114 W. 7th Street, Suite 820, Austin, Texas 78701.

3. A copy of the Plan of Conversion will be furnished by MR. GATTI'S, INC. (prior to the conversion) or by MR. GATTI'S, LP (after the conversion) on written request and without cost to any shareholder or partner, as applicable, of MR. GATTI'S, INC. or MR. GATTI'S, LP.

4. The name of the converting entity, the organizational form of such entity, and the laws under which such entity was incorporated are:

<u>Name of Entity</u>	<u>Organizational Form</u>	<u>Jurisdiction of Incorporation</u>
MR. GATTI'S, INC.	Corporation	Texas

5. As to the undersigned domestic corporation, the approval of whose shareholders is required, the number of outstanding shares of each class or series of stock of such corporation entitled to vote, with other shares or as a class, on the Plan of Conversion is as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class or Series</u>	<u>Number of Shares Entitled to Vote as a Class or Series</u>
MR. GATTI'S, INC.	1,400	Common Stock, no par value per share	None

6. As to the undersigned domestic corporation, the approval of whose shareholders is required, the number of outstanding shares, not entitled to vote only as a class, voted for or against the Plan of Conversion as follows:

<u>Name of Corporation</u>	<u>For the Plan of Conversion</u>	<u>Against the Plan of Conversion</u>
MR. GATTI'S, INC.	1,400	0

7. The approval of the Plan of Conversion was duly authorized by all action required by the laws of the State of Texas and by the constituent documents of the undersigned domestic corporation.

8. MR. GATTI'S, LP shall be responsible for all fees and franchise taxes due and owing by MR. GATTI'S, INC., and it shall be obligated to pay such fees and franchise taxes if the same are not timely paid by MR. GATTI'S, INC.

9. The conversion shall become effective immediately upon issuance of a Certificate of Conversion by the Texas Secretary of State.

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Signature Page To Follow.*

Executed on this 15th day of November, 2004.

MR. GATTI'S, INC.,
a Texas corporation

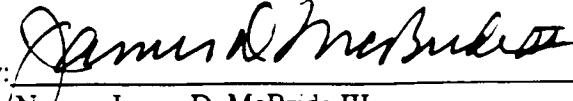
By: 
Name: James D. McBride III
Title: President

Exhibit A

Plan of Conversion

(attached)

**PLAN OF CONVERSION
OF
MR. GATTI'S, INC.**

As of the 15th day of November, 2004, MR. GATTI'S, INC., a Texas corporation, pursuant to the provisions of Article 5.17 of the Texas Business Corporation Act (the "TBCA"), and section 2.15 of the Texas Revised Limited Partnership Act (the "TRLPA"), has approved and adopted the following Plan of Conversion (the "**Plan of Conversion**").

WHEREAS, MR. GATTI'S, INC., the converting entity, is a corporation organized and existing under the laws of the State of Texas;

WHEREAS, MR. GATTI'S, INC. is continuing its existence in the organizational form of MR. GATTI'S, LP;

WHEREAS, MR. GATTI'S, LP, the converted entity, is to be a limited partnership organized under the laws of the State of Texas; and

WHEREAS, all shareholders of MR. GATTI'S, INC. deem it advisable that MR. GATTI'S, INC. convert to MR. GATTI'S, LP on the terms and conditions hereinafter set forth.

NOW, THEREFORE, MR. GATTI'S, INC. does hereby prescribe these terms and conditions of said conversion and of carrying the same into effect as follows:

1. On the Effective Date (as defined below), MR. GATTI'S, INC. shall be converted to MR. GATTI'S, LP.
2. The manner of converting the outstanding shares of MR. GATTI'S, INC. shall be as follows:
 - a. On the Effective Date, (i) MR. GATTI'S, INC. shall be converted into a Texas limited partnership, (ii) all right, title and interest to all real estate, assets and property owned by MR. GATTI'S, INC. shall be assigned to and vested in MR. GATTI'S, LP subject to any existing liens thereon, (iii) all liabilities and obligations of MR. GATTI'S, INC. are hereby assigned to and assumed by MR. GATTI'S, LP, which shall become the obligor thereof, (iv) any action pending against MR. GATTI'S, INC. may be continued as if the conversion did not occur, and (v) the conversion shall in all respects have the additional effects provided for in the TBCA.
 - b. On the Effective Date, MR. G'S HOLDINGS, LLC, a Texas limited liability company, shall become the general partner of MR. GATTI'S, LP and MR. G's HOLDINGS, LLC shall have no ownership interest in MR. GATTI'S, LP.
 - c. On the Effective Date, MGI HOLDINGS, LP, a Texas limited partnership shall become the limited partner of MR. GATTI'S, LP and its 1,400 shares of stock of MR. GATTI'S, INC. shall be exchanged for a 100% limited partner interest in MR. GATTI'S, LP.

d. On the Effective Date, all shares of stock of MR. GATTI'S, INC. shall be canceled.

3. The Certificate of Limited Partnership of MR. GATTI'S, LP is attached to this Plan of Conversion as Exhibit A.

4. This Plan of Conversion shall become effective immediately upon issuance of the Certificate of Conversion by the Texas Secretary of State (the "**Effective Date**").

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Signature Page To Follow.*

IN WITNESS WHEREOF, the undersigned hereby certifies that this Plan of Conversion has been adopted by sole director and the sole shareholder of MR. GATTI'S, INC. by written consent as of the date hereof.


MR. GATTI'S, INC.,
a Texas corporation

By: *James D. McBride III*
Name: James D. McBride III
Title: President

Executed on this 15th day of November, 2004.

GENERAL PARTNER:

MR. G's HOLDINGS, LLC
a Texas limited liability company

By: 
James D. McBride, III
Manager