

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/16/1998

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Ninfa's Holdings, L.P.		06/16/1998	LIMITED PARTNERSHIP: DELAWARE

RECEIVING PARTY DATA

Name:	Ninfa's II, L.P.
Street Address:	2727 Canal Street
City:	Houston
State/Country:	TEXAS
Postal Code:	77003
Entity Type:	LIMITED PARTNERSHIP: TEXAS

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2229055	MAMA NINFA'S

CORRESPONDENCE DATA

Fax Number: (713)223-3717
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 713-226-1361
 Email: jbarton@lockeliddell.com
 Correspondent Name: Jennifer C. Barton
 Address Line 1: 600 Travis Street
 Address Line 2: Suite 3400
 Address Line 4: Houston, TEXAS 77002

ATTORNEY DOCKET NUMBER:	009945-00069
NAME OF SUBMITTER:	D. Brit Nelson

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Signature:

/D. Brit Nelson/

Date:

09/15/2006

Total Attachments: 6

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8. Each limited partnership that is a party hereto has complied with the provisions of its partnership agreement regarding furnishing partners copies or summaries of the Plan or notices regarding the merger.

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be executed as of the 16th day of June, 1998.


NINFA'S HOLDINGS, L.P., a Delaware limited partnership

By: Ninfa's Holdings Management, L.L.C., a Texas limited liability company and successor in merger to Ninfa's Holdings Management, L.L.C., a Delaware limited liability company, General Partner

By: 
Jimmy Moreno
Manager

NINFA'S II, L.P., a Texas limited partnership

By: Ninfa's Holdings Management, L.L.C., a Texas limited liability company formerly known as Ninfa's Management, L.L.C., General Partner

By: 
Jimmy Moreno
Manager

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PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger ("Agreement") dated effective as of the 16th day of June, 1998 is entered into by and between Ninfa's Holdings, L.P., a Delaware limited partnership ("Delaware LP"), and Ninfa's II, L.P., a Texas limited partnership ("Texas LP"). Delaware LP and Texas LP are collectively referred to as the "Partnerships".

WHEREAS, Delaware LP is a limited partnership organized and existing under and by virtue of the laws of the State of Delaware;

WHEREAS, Texas LP is a limited partnership organized and existing under and by virtue of the laws of the State of Texas;

WHEREAS, Delaware LP and Texas LP have identical partners who own identical partnership interests in each Partnership;

WHEREAS, in order to eliminate the duplication of administrative expenses, to reduce unnecessary labor costs and to facilitate the Partnerships' businesses, the respective partners of the Partnerships deem it advisable and in the best interests of the Partnerships that Delaware LP merge into Texas LP (the "Merger") pursuant to the terms of this Agreement, and that Texas LP be the surviving limited partnership of such Merger; and

NOW, THEREFORE, for and in consideration of the premises and the mutual agreements and covenants contained herein, the receipt and sufficiency of which the Partnerships hereby acknowledge, the Partnerships hereby agree that Delaware LP shall be merged into Texas LP (hereinafter sometimes referred to as the "Surviving LP") and that the terms and conditions of the Merger shall be as follows:

Section 1. Surviving Limited Partnership; Registered Office. Subject to the provisions of this Agreement, at the Effective Time (as defined below), the Partnerships shall be merged into a single limited partnership as follows: (i) Delaware LP shall merge into and with Texas LP, which shall be the Surviving LP and which shall exist by virtue of and be governed by the laws of the State of Texas, (ii) the address of Texas LP's principal office in the State of Texas shall be unchanged from its address prior to the Merger and (iii) the Surviving LP shall be named "Ninfa's Holdings, L.P."

Section 2. Effective Time. The Merger shall be effective, and the "Effective Time" of the Merger shall be immediately upon filing the Articles of Merger with the Texas Secretary of State.

Section 3. Effect of Merger.

(a) At the Effective Time, the separate existences of Texas LP and Delaware LP shall be merged into and continued in the Surviving LP, and the Surviving LP shall be deemed to be the same

Partnership. The partnership agreement of each such Partnership contains provisions that authorize the Merger as provided for in this Agreement.

Section 7. Miscellaneous. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original.

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be executed as of the day and year first written above.


NINFA'S HOLDINGS, L.P., a Delaware limited partnership

By: Ninfa's Holdings Management, L.L.C., a Texas limited liability company and successor in merger to Ninfa's Holdings Management, L.L.C., a Delaware limited liability company, General Partner

By: 
Jimmy Moreno
Manager

NINFA'S II, L.P., a Texas limited partnership

By: Ninfa's Holdings Management, L.L.C., a Texas limited liability company and successor in merger to Ninfa's Management, L.L.C., a Texas limited liability company, General Partner

By: 
Jimmy Moreno
Manager

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