

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/18/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Fazoli's Management, Inc.		10/18/2006	CORPORATION: KENTUCKY

**RECEIVING PARTY DATA**

Name:	Fazoli's System Management, LLC
Street Address:	2740 Palumbo Drive
City:	Lexington
State/Country:	KENTUCKY
Postal Code:	40509
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 22**

Property Type	Number	Word Mark
Serial Number:	78675566	BAGETTI
Registration Number:	2070880	BELLA NOTTE
Registration Number:	3150638	BELLA NOTTE
Registration Number:	1984926	
Registration Number:	2653663	EVERYONE'S ITALIAN
Registration Number:	1801207	FAZOLI'S
Registration Number:	2537949	FAZOLI'S
Registration Number:	2507632	FAZOLI'S EXPRESS
Registration Number:	1757441	FAZOLI'S ITALIAN FOOD...FAST
Registration Number:	1565210	FAZOLI'S ITALIAN FOOD...FAST
Registration Number:	2568058	FAZOLI'S SUB-OVEN
Registration Number:	2736775	JOE MATA'S
Registration Number:	2598856	NINA'S CREAMERY

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Registration Number:	2660942	PANINI
Registration Number:	2261819	PASTA FASTA
Registration Number:	2288245	PIZZARINOS
Registration Number:	1819276	REAL ITALIAN. REAL FAST.
Registration Number:	2369709	SUBMARINOS
Registration Number:	2369691	SUBMARINOS
Registration Number:	2800036	TODAY'S ITALIAN
Registration Number:	1940398	
Registration Number:	2302979	

**CORRESPONDENCE DATA**

Fax Number: (312)660-0471

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 312-861-6371

Email: rprescan@kirkland.com

Correspondent Name: Renee Prescan

Address Line 1: 200 E. Randolph Drive

Address Line 2: Kirkland & Ellis LLP

Address Line 4: Chicago, ILLINOIS 60601

ATTORNEY DOCKET NUMBER:	38233-221 RMP
NAME OF SUBMITTER:	Renee M. Prescan
Signature:	/Renee M. Prescan/
Date:	11/08/2006

**Total Attachments: 3**

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# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, 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:

"FAZOLI'S MANAGEMENT, INC.", A KENTUCKY CORPORATION,  
WITH AND INTO "FAZOLI'S SYSTEM MANAGEMENT, LLC" UNDER THE NAME OF "FAZOLI'S SYSTEM MANAGEMENT, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF OCTOBER, A.D. 2006, AT 11:24 O'CLOCK A.M.



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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5177638

DATE: 11-08-06

TRADEMARK  
REEL: 003424 FRAME: 0367

**CERTIFICATE OF MERGER**

**OF**

**FAZOLI'S MANAGEMENT, INC.**

**(a foreign corporation)**

**AND**

**FAZOLI'S SYSTEM MANAGEMENT, LLC**

**(a Delaware limited liability company)**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

1. The name of the surviving limited liability company is Fazoli's System Management, LLC, a Delaware limited liability company.
2. The name of the corporation being merged into this surviving limited liability company is Fazoli's Management, Inc. The jurisdiction in which this corporation was formed is Kentucky.
3. The Plan of Merger has been approved and executed by both the corporation and limited liability company.
4. The name of the surviving limited liability company is Fazoli's System Management, LLC.
5. The executed Plan of Merger is on file at 2740 Palumbo Drive, Lexington, KY 40509, the principal place of business of the surviving limited liability company.
6. A copy of the Plan of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the limited liability company or any person holding an interest in any other business entity which is to merge or consolidate.

IN WITNESS WHEREOF, said limited liability company has caused this certificate to be signed by an authorized person, this 18<sup>th</sup> day of October, 2006.

**FAZOLI'S SYSTEM MANAGEMENT, LLC**

By: David Smith  
Authorized Person

Name: David Smith  
Print or Type

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