

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Certificate of Correction to Certificate of Merger

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Fazoli's Management, Inc.		01/12/2007	CORPORATION: KENTUCKY

RECEIVING PARTY DATA

Name:	Fazoli's System Management, LLC
Street Address:	2470 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
Registration Number:	2660942	PANINI

CH \$565.00 78675566

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:	01/31/2007

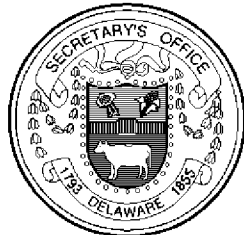
Total Attachments: 2
source=Corrected Merger Certificate#page1.tif
source=Corrected Merger Certificate#page2.tif

Delaware

PAGE 1

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 CORRECTION OF "FAZOLI'S SYSTEM MANAGEMENT, LLC", FILED IN THIS OFFICE ON THE TWELFTH DAY OF JANUARY, A.D. 2007, AT 5:10 O'CLOCK P.M.



4228977 8100

070042313

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5358315

DATE: 01-17-07

TRADEMARK

REEL: 003471 FRAME: 0556

**CERTIFICATE OF CORRECTION
TO
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 18-211 of the Delaware Limited Liability Company Act, the following Certificate of Correction to Certificate of Merger of Fazoli's Management, Inc., a Kentucky corporation, and Fazoli's System Management, LLC, a Delaware limited liability company, are hereby filed:

1. Through clerical error, the Certificate of Merger erroneously states that the executed Plan of Merger is on file at 2740 Palumbo Drive, Lexington, KY 40509.
2. The executed Plan of Merger is on file at 2470 Palumbo Drive, Lexington, KY 40509, the principal place of business of the surviving liability company.
3. 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 of the surviving limited liability company.

The Certificate of Correction shall be effective as of the original filing date of the Certificate of Merger, October 18, 2006, except as to persons relying on the uncorrected document adversely affected by the correction. As to those persons, the Certificate of Correction shall be effective when filed.

Dated: January 12, 2007

FAZOLI'S SYSTEM MANAGEMENT, LLC

By: Fazoli's Restaurants, LLC, Sole Member

By: Fazoli's Restaurant Group, Inc., Sole Member

By: 

Name: David Smith

Title: Treasurer