

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/29/2009		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Fox Fast Casual LLC		12/29/2009	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	FRC MERGERCO 2 LLC		
Street Address:	7135 E. Camelback Road, Suite 260		
City:	Scottsdale		
State/Country:	ARIZONA		
Postal Code:	85251		
Entity Type:	LIMITED LIABILITY COMPANY: ARIZONA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	3647245		
Registration Number:	3085108	SAUCE PIZZA · WINE	
Registration Number:	2904152	SAUCE	
CORRESPONDENCE DATA			
Fax Number:	(480)245-6231		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	4802456233		
Email:	glenn.bacal@bacalgroup.com		
Correspondent Name:	Glenn S. Bacal		
Address Line 1:	6991 East Camelback Road, Suite D-102		
Address Line 4:	Scottsdale, ARIZONA 85251		
ATTORNEY DOCKET NUMBER:	53533-1000		

OP \$90.00 3647245

900163008

**TRADEMARK
 REEL: 004212 FRAME: 0464**

NAME OF SUBMITTER:	Glenn S. Bacal
Signature:	/Glenn S. Bacal/
Date:	05/25/2010
Total Attachments: 3 source=Certificate of Merger Merging Fox Fast Casual LLC with and into FRC MergerCo 2 LLC#page1.tif source=Certificate of Merger Merging Fox Fast Casual LLC with and into FRC MergerCo 2 LLC#page2.tif source=Certificate of Merger Merging Fox Fast Casual LLC with and into FRC MergerCo 2 LLC#page3.tif	

Delaware

PAGE 1

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:

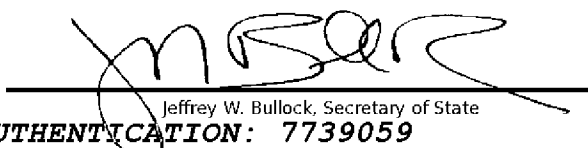
"FOX FAST CASUAL LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "FRC MERGERCO 2 LLC" UNDER THE NAME OF "FRC MERGERCO 2 LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF ARIZONA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2009, AT 5:02 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2009, AT 11:59 O'CLOCK P.M.

4770397 8100M

091141508




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7739059

DATE: 01-05-10

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 004212 FRAME: 0466

CERTIFICATE OF MERGER

MERGING

FOX FAST CASUAL LLC

WITH AND INTO

FRC MERGERCO 2 LLC

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned state as follows:

1. The name and jurisdiction of formation or organization of each of the constituent entities which are to merge are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Fox Fast Casual LLC	Delaware
FRC MergerCo 2 LLC	Arizona

2. An Agreement and Plan of Merger has been approved and executed by each of FRC MergerCo 2 LLC, the surviving limited liability company ("MergerCo"), and Fox Fast Casual LLC ("Fox Fast Casual").
3. The executed Agreement and Plan of Merger is on file at 7135 E. Camelback Road, Suite 260, Scottsdale, Arizona 85251, the principal place of business of MergerCo.
4. A copy of the Agreement and Plan of Merger will be furnished by MergerCo on request and without cost to any member of Fox Fast Casual or MergerCo.
5. MergerCo agrees that it may be served with process in the state of Delaware in any action, suit, or proceeding for the enforcement of any obligation of Fox Fast Casual and irrevocably appoints the Secretary of State as its agent to accept service of process in any such action, suit, or proceeding. The address to which a copy of such process shall be mailed to by the Secretary of State is 7135 E. Camelback Road, Suite 260, Scottsdale, Arizona 85251.
6. The effective date and time of the Merger shall be December 29, 2009 at 11:59 p.m. EST.

[The Remainder Of This Page Intentionally Left Blank]

IN WITNESS WHEREOF, FRC MergerCo 2 LLC has caused this Certificate of Merger to be signed by an authorized person, this 21st day of December, 2009.

FRC MERGERCO 2 LLC, an Arizona limited liability company

By: FRC Management LLC, its manager

By: 
Brian Stoll, Chief Financial Officer