

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
PEI WEI ASIAN DINER, INC.		06/29/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	PEI WEI ASIAN DINER, LLC
Street Address:	7676 EAST PINNACLE PEAK ROAD
City:	SCOTTSDALE
State/Country:	ARIZONA
Postal Code:	85255
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	2541654	
Registration Number:	3546588	EAST OF USUAL
Registration Number:	4108053	KID'S WEI
Registration Number:	3411637	PEI WEI
Registration Number:	2598916	PEI WEI
Registration Number:	2632664	PEI WEI ASIAN DINER
Registration Number:	3005828	PEI WEI ASIAN DINER
Registration Number:	3429279	PEI WEI ASIAN DINER PEI WEI ASIAN DINER
Registration Number:	4015271	PEI WEI
Registration Number:	3241722	PEI WEI ASIAN DINER
Serial Number:	85448097	DINER SELECTS
Serial Number:	85448101	DINER SELECTS
Serial Number:	85595442	INSPIRASIA

CORRESPONDENCE DATA

OP \$340.00 2541654

Fax Number: 7147558290

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Email: IPDOCKET@LW.COM, KRISTIN.AZCONA@LW.COM

Correspondent Name: LATHAM & WATKINS LLP

Address Line 1: 650 TOWN CENTER DRIVE, 20TH FLOOR

Address Line 4: COSTA MESA, CALIFORNIA 92626

ATTORNEY DOCKET NUMBER:	048472-0006
NAME OF SUBMITTER:	KRISTIN J AZCONA
Signature:	/KJA/
Date:	07/03/2012

Total Attachments: 3

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Delaware

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The First State

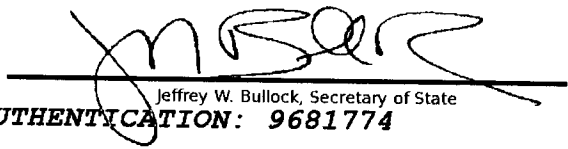
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "PEI WEI ASIAN DINER, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "PEI WEI ASIAN DINER, INC." TO "PEI WEI ASIAN DINER, LLC", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JUNE, A.D. 2012, AT 6:28 O'CLOCK P.M.



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9681774

DATE: 06-29-12

TRADEMARK
REEL: 004814 FRAME: 0246

**CERTIFICATE OF CONVERSION
TO
LIMITED LIABILITY COMPANY
OF
PEI WEI ASIAN DINER, INC.
TO
PEI WEI ASIAN DINER, LLC**

This Certificate of Conversion to Limited Liability Company, dated as of June 29, 2012, has been duly executed and is being filed by Pei Wei Asian Diner, Inc., a Delaware corporation (the "Company"), to convert the Company to Pei Wei Asian Diner, LLC (the "LLC") under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.) (the "DLLCA") and the General Corporation Law of the State of Delaware (8 Del. C. § 101, et seq.) (the "DGCL").

1. The Company filed its original Certificate of Incorporation with the Secretary of State of the State of Delaware and was first incorporated on December 28, 1999, in the State of Delaware, and was incorporated in the State of Delaware immediately prior to the filing of this Certificate of Conversion to Limited Liability Company.
2. The Company's name immediately prior to the filing of this Certificate of Conversion to Limited Liability Company was Pei Wei Asian Diner, Inc.
3. The name of the LLC into which the Company shall be converted as set forth in its Certificate of Formation is Pei Wei Asian Diner, LLC, a Delaware limited liability company.
4. The conversion of the Company to the LLC has been approved in accordance with the provisions of Sections 228 and 266 of the DGCL and Section 18-214 of the DLLCA.
5. The conversion of the Company to the LLC shall be effective upon the filing of this Certificate of Conversion to Limited Liability Company and a Certificate of Formation with the Secretary of State of the State of Delaware.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion to Limited Liability Company as of the date first above written.

PEI WEI ASIAN DINER, INC.



By: _____

Name: Richard L. Federico

Title: Chief Executive Officer

[CERTIFICATE OF CONVERSION OF PEI WEI ASIAN DINER, INC.]