

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
PEI WEI ASIAN DINER, INC.		06/29/2012	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
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		
<b>PROPERTY NUMBERS Total: 4</b>			
Property Type	Number	Word Mark	
Serial Number:	85486515	PEI WEI ASIAN MARKET	
Serial Number:	85481339	PEI WEI ASIAN MARKET	
Serial Number:	85473145	PEI WEI	
Serial Number:	85473154	PEI WEI	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	7147558290		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
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		

OP \$115.00 85486515

Signature:	/KJA/
Date:	07/03/2012
Total Attachments: 3 source=PEI WEI INC TO LLC#page1.tif source=PEI WEI INC TO LLC#page2.tif source=PEI WEI INC TO LLC#page3.tif	

# 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](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9681774

DATE: 06-29-12

TRADEMARK  
REEL: 004814 FRAME: 0352

**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.]