

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM316554

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/27/2014

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
LUBCO, INC.		08/26/2014	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Luby's Fuddruckers Restaurants, LLC
Street Address:	13111 NW Freeway, Suite 600
City:	Houston
State/Country:	TEXAS
Postal Code:	77040
Entity Type:	LIMITED LIABILITY COMPANY: TEXAS

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	2965075	BOB LUBY'S SEAFOOD GRILL
Registration Number:	1054102	LU ANN
Registration Number:	0967837	LUBY'S
Registration Number:	1236864	LUBY'S
Registration Number:	2987473	LUBY'S CAFETERIA
Registration Number:	2384690	LUBY'S GOOD FOOD TO GO
Registration Number:	2579143	LUBY'S TO GO!
Registration Number:	4239276	
Registration Number:	3770683	
Serial Number:	85538557	PERK CAFE · COFFEE · CONVERSATION
Registration Number:	3770682	PRICE REWIND
Registration Number:	4003952	STEALTH HEALTH
Registration Number:	2886719	TASTES LIKE TEXAS FEELS LIKE HOME

CORRESPONDENCE DATA

Fax Number: 2102268395

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

Phone: 210-554-5450

Email: ipdocket@coxsmith.com

TRADEMARK

Correspondent Name: Pamela B. Huff
Address Line 1: 112 East Pecan Street, Suite 1800
Address Line 2: Cox Smith Matthews Incorporated
Address Line 4: San Antonio, TEXAS 78205

ATTORNEY DOCKET NUMBER: 3470.71

NAME OF SUBMITTER: Pamela B. Huff

SIGNATURE: /pbhuff35901/

DATE SIGNED: 09/09/2014

Total Attachments: 8

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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:

"LUBCO, INC.", A DELAWARE CORPORATION,

"LUBY'S HOLDINGS, INC.", A DELAWARE CORPORATION,

"LUBY'S LIMITED PARTNER, INC.", A DELAWARE CORPORATION,

"LUBY'S MANAGEMENT, INC.", A DELAWARE CORPORATION,

WITH AND INTO "LUBY'S FUDDRUCKERS RESTAURANTS, LLC" UNDER THE NAME OF "LUBY'S FUDDRUCKERS RESTAURANTS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF TEXAS, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF AUGUST, A.D. 2014, AT 5:23 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-SEVENTH DAY OF AUGUST, A.D. 2014, AT 11:59 O'CLOCK P.M.

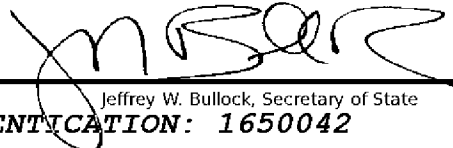
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5593070 8100M

141112365



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1650042

DATE: 08-26-14

TRADEMARK
REEL: 005360 FRAME: 0107

CERTIFICATE OF MERGER

of

**Luby's Management, Inc., a Delaware corporation,
LUBCO, Inc., a Delaware corporation,
Luby's Limited Partner, Inc., a Delaware corporation, and
Luby's Holdings, Inc. a Delaware corporation,
with and into**

Luby's Fuddruckers Restaurants, LLC, a Texas limited liability company

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law, the undersigned foreign limited liability company certifies the following Certificate of Merger adopted for the purpose of effecting a merger in accordance with the Delaware General Corporation Law.

1. The name and jurisdiction of formation or organization of the corporations and the limited liability company which are to merge are:

<u>Name</u>	<u>Jurisdiction</u>
Luby's Management, Inc.	Delaware
LUBCO, Inc.	Delaware
Luby's Limited Partner, Inc.	Delaware
Luby's Holdings, Inc.	Delaware
Luby's Fuddruckers Restaurants, LLC	Texas

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the surviving limited liability company and each of the merging corporations.

3. The name of the surviving limited liability company shall be Luby's Fuddruckers Restaurants, LLC.

4. The merger is to become effective on August 27, 2014 at 11:59 p.m.

5. The executed Agreement and Plan of Merger is on file at the office of the surviving limited liability company, the address of which is 13111 NW Freeway, Suite 600, Houston, Texas 77040.

6. A copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company, on request and without cost, to any stockholder or member of the constituent entities.

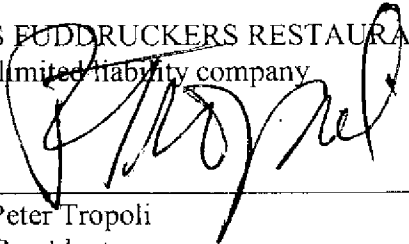
7. The surviving limited liability company agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of Delaware, as well as for enforcement of any obligation of the surviving limited liability company arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation Law, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding.

The Secretary of State shall mail any such process to the surviving limited liability company at 13111 NW Freeway, Suite 600, Houston, Texas 77040.

IN WITNESS WHEREOF, the undersigned hereby executes and delivers this Certificate of Merger as of this 26th day of August, 2014.

LUBY'S FUDDRUCKERS RESTAURANTS, LLC,
a Texas limited liability company

By: _____


Peter Tropoli
President



Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument merging

LUBCO, Inc.
Foreign For-Profit Corporation
Delaware, USA
[Entity not of Record, Filing Number Not Available]

Fuddruckers Tulsa, LLC
Domestic Limited Liability Company (LLC)
[File Number: 801429633]

Luby's Limited Partner, Inc.
Foreign For-Profit Corporation
Delaware, USA
[Entity not of Record, Filing Number Not Available]

LUBY'S MANAGEMENT, INC.
Foreign For-Profit Corporation
Delaware, USA
[File Number: 11309806]

LUBY'S HOLDINGS, INC.
Foreign For-Profit Corporation
Delaware, USA
[File Number: 11325506]

Into

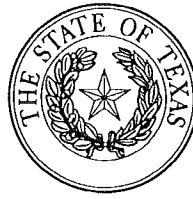
Luby's Fuddruckers Restaurants, LLC
Domestic Limited Liability Company (LLC)
[File Number: 801292153]

has been received in this office and has been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the merger on the date shown below.

Dated: 08/26/2014

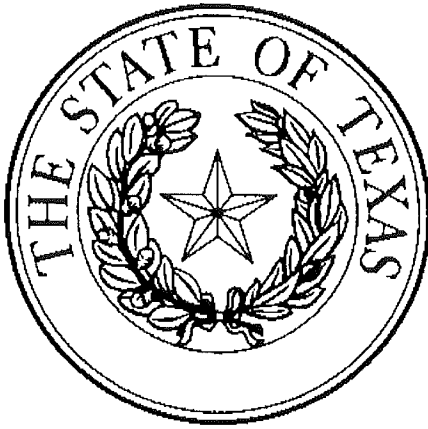
Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Nandita Berry
Secretary of State

Office of the Secretary of State

Effective: 08/27/2014



NANDITA BERRY

Nandita Berry
Secretary of State

AUG 26 2014

Corporations Section

**CERTIFICATE OF MERGER
of**

**Luby's Management, Inc., a Delaware corporation,
LUBCO, Inc., a Delaware corporation,
Luby's Limited Partner, Inc., a Delaware corporation,
Luby's Holdings, Inc. a Delaware corporation, and
Fuddruckers Tulsa, LLC, a Texas limited liability company
with and into
Luby's Fuddruckers Restaurants, LLC, a Texas limited liability company**

Pursuant to Chapter 10 of the Texas Business Organizations Code ("TBOC"), and the title applicable to each domestic filing entity identified below, the undersigned certify the following Certificate of Merger adopted for the purpose of effecting a merger in accordance with the provisions of the TBOC.

1. The name, the organizational form, the state of organization and the file number issued by the secretary of state of each entity that is a party to the merger are:

<u>Name</u>	<u>Organizational Form</u>	<u>State of Organization</u>	<u>Texas Secretary of State File Number</u>
Luby's Management, Inc.	Corporation	Delaware	11309806
LUBCO, Inc.	Corporation	Delaware	None
Luby's Limited Partner, Inc.	Corporation	Delaware	None
Luby's Holdings, Inc.	Corporation	Delaware	11325506
Fuddruckers Tulsa, LLC	Limited Liability Company	Texas	801429633
Luby's Fuddruckers Restaurants, LLC	Limited Liability Company	Texas	801292153

2. An agreement and plan of merger (the "Agreement of Merger") providing for the merger of Luby's Management, Inc., LUBCO, Inc., Luby's Limited Partner, Inc., Luby's Holdings, Inc. and Fuddruckers Tulsa, LLC with and into Luby's Fuddruckers Restaurants, LLC (the "Surviving Entity") was approved as required by the laws of the jurisdiction of formation of each organization that is a party to the merger and by the governing documents of those organizations.

3. An executed copy of the Agreement of Merger is on file at 13111 NW Freeway, Suite 600, Houston, Texas 77040, the principal place of business of the Surviving Entity, and a copy of the Agreement of Merger will be furnished by the Surviving Entity, on written request and without cost, to any Owner or Member of each domestic entity that is a party to the Agreement of Merger.

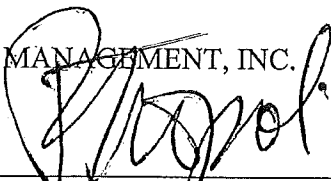
4. No amendments to the certificate of formation of the Surviving Entity are effected by the merger.

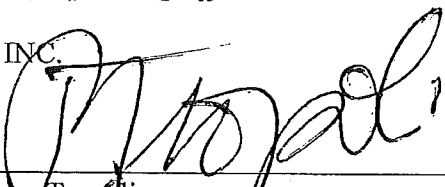
5. In lieu of providing a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by each of the non-surviving filing entities, the Surviving Entity will be liable for the payment of the required franchise taxes.

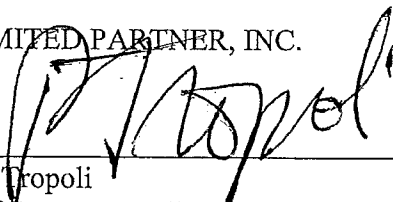
6. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: August 27, 2014.

[SIGNATURE PAGE FOLLOWS]

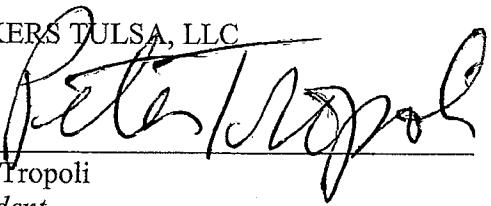
IN WITNESS WHEREOF, the parties hereto have executed and delivered this Certificate of Merger as of this 26th day of August, 2014.

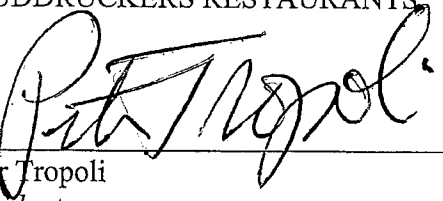
LUBY'S MANAGEMENT, INC.
By: 
Peter Tropoli
Chief Operating Officer

LUBCO, INC.
By: 
Peter Tropoli
Chief Operating Officer

LUBY'S LIMITED PARTNER, INC.
By: 
Peter Tropoli
Chief Operating Officer

LUBY'S HOLDINGS, INC.
By: 
Peter Tropoli
Chief Operating Officer

FUDDRUCKERS TULSA, LLC
By: 
Peter Tropoli
President

LUBY'S FUDDRUCKERS RESTAURANTS, LLC
By: 
Peter Tropoli
President

Signature Page to Certificate of Merger (Fuddruckers Merger - TX)