

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM418132

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/02/2017

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
TGI Friday's of Minnesota, Inc.		03/01/2017	Corporation: MINNESOTA

RECEIVING PARTY DATA

Name:	TGI Friday's Inc.
Street Address:	19111 Dallas Parkway
Internal Address:	Suite 165
City:	Dallas
State/Country:	TEXAS
Postal Code:	75287
Entity Type:	Corporation: NEW YORK

PROPERTY NUMBERS Total: 61

Property Type	Number	Word Mark
Registration Number:	3435982	BROWNIE OBSESSION
Registration Number:	4490100	EARN YOUR STRIPES
Registration Number:	4684669	ENDLESS APPETIZERS
Registration Number:	4854881	ENDLESS APPS
Registration Number:	1203225	FAST FRIDAYS
Registration Number:	0977903	FRIDAY'S
Registration Number:	1979633	FRIDAY'S
Registration Number:	2565300	FRIDAY'S
Registration Number:	4681669	FRIDAYS
Registration Number:	3259361	FRIDAY'S FRONT ROW SPORTS GRILL
Registration Number:	2659071	FRIDAY'S FRONT ROW SPORTS GRILL
Registration Number:	2129175	FRIDAY'S
Registration Number:	1858259	FRONT ROW
Registration Number:	3437060	GIVE ME MORE FRIDAY'S
Registration Number:	3636407	GIVE ME MORE STRIPES
Registration Number:	4851387	HAPPY EVERY HOUR
Registration Number:	4851388	HAPPY EVERY HOUR

OP \$1540.00 3435982

Property Type	Number	Word Mark
Registration Number:	4868150	HAPPY FRIDAY
Registration Number:	2120962	IN HERE, IT'S ALWAYS FRIDAY
Registration Number:	4851440	JUMP BURGER
Registration Number:	2253463	
Registration Number:	4851441	
Registration Number:	4384934	MY FRIDAYS TAB
Registration Number:	4480825	RIGHT PORTION, RIGHT PRICE
Registration Number:	2220902	SHAKE RATTLE AND POUR
Registration Number:	2220903	SHAKE RATTLE AND POUR
Registration Number:	0925656	T.G.I. FRIDAY'S
Registration Number:	1380366	T.G.I. FRIDAY'S
Registration Number:	1381314	T.G.I. FRIDAY'S
Registration Number:	1417077	T.G.I. FRIDAY'S
Registration Number:	1638468	T.G.I. FRIDAY'S
Registration Number:	2294717	T.G.I. FRIDAY'S
Registration Number:	2476076	T.G.I. FRIDAY'S
Registration Number:	2532181	T.G.I. FRIDAY'S
Registration Number:	1902042	T.G.I. FRIDAY'S
Registration Number:	1760170	T.G.I. FRIDAY'S
Registration Number:	2300670	T.G.I. FRIDAY'S
Registration Number:	2545010	T.G.I. FRIDAY'S
Registration Number:	2448080	T.G.I. FRIDAY'S
Registration Number:	2963202	T.G.I. FRIDAY'S
Registration Number:	3477910	T.G.I. FRIDAY'S
Registration Number:	3518280	T.G.I. FRIDAY'S
Registration Number:	3518281	T.G.I. FRIDAY'S
Registration Number:	3229827	T.G.I. FRIDAY'S
Registration Number:	1778205	T.G.I. FRIDAY'S
Registration Number:	2164903	T.G.I.F.
Registration Number:	4544761	TGI FRIDAYS
Registration Number:	4544763	TGI FRIDAYS
Registration Number:	4851406	TGI FRIDAYS
Registration Number:	4548896	TGI FRIDAYS
Registration Number:	4544764	TGI FRIDAYS
Registration Number:	5091411	TGI FRIDAYS
Registration Number:	5095702	TGI FRIDAYS
Registration Number:	5091412	TGI FRIDAYS
Registration Number:	5091413	TGI FRIDAYS

Property Type	Number	Word Mark
Registration Number:	4656922	TGI FRIDAYS
Registration Number:	3680711	TGIF
Registration Number:	3887359	THANK GOD IT'S FRIDAY'S
Serial Number:	87155867	FRIDAYS REWARDS
Serial Number:	86647192	TGI FRIDAYS
Serial Number:	87133350	TGI FRIDAYS REWARDS

CORRESPONDENCE DATA

Fax Number:

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: 972-662-5535

Email: lstendell@fridays.com

Correspondent Name: Leanne Stendell

Address Line 1: 19111 Dallas Parkway

Address Line 2: Suite 165

Address Line 4: Dallas, TEXAS 75287

NAME OF SUBMITTER:	Leanne Stendell
SIGNATURE:	/Leanne Stendell/
DATE SIGNED:	03/02/2017

Total Attachments: 9
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**Office of the Minnesota Secretary of State
Certificate of Merger**

I, Steve Simon, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

Home Jurisdiction and Names of Merging Entities:

MINNESOTA: TGI FRIDAY'S OF MINNESOTA, INC.
NEW YORK: TGI FRIDAY'S INC.

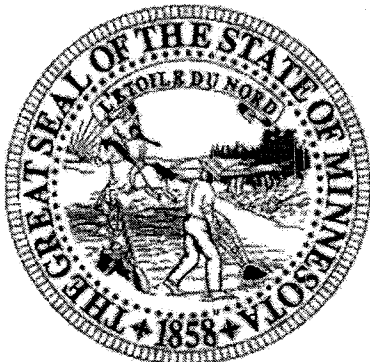
Home Jurisdiction and Name of Surviving Entity:

NEW YORK: TGI FRIDAY'S INC.

Name of Surviving Entity after Effective Date of Merger:

TGI FRIDAY'S INC.

This certificate has been issued on: 03/01/2017



Steve Simon

Steve Simon
Secretary of State
State of Minnesota

TRADEMARK

REEL: 006000 FRAME: 0471



ARTICLES OF MERGER
OF
TGI FRIDAY'S INC.
(a New York corporation)
AND
TGI FRIDAY'S OF MINNESOTA, INC.
(a Minnesota corporation)

THESE ARTICLES OF MERGER, executed as of the 1st day of March, 2017, are made pursuant to the relevant statutes of New York and Minnesota and set forth the plan of merger by and between TGI FRIDAY'S INC., a New York corporation ("Parent"), and TGI FRIDAY'S OF MINNESOTA, INC., a Minnesota corporation ("Subsidiary"). Parent and Subsidiary are referred to together as the "Constituent Corporations" and sometimes individually as a "Constituent Corporation."

1. PLAN OF MERGER

The Plan of Merger whereby Subsidiary will be merged with and into Parent is attached hereto as Exhibit A (the "Plan of Merger") and is incorporated herein by reference.

2. OWNERSHIP

Parent directly owns one hundred percent (100%) of the outstanding shares of each class and series of stock of Subsidiary.

3. APPROVAL BY PARENT

The Plan of Merger has been approved by Parent pursuant to Section 302A.621 of the Minnesota Business Corporation Act and Section 905 of the New York Business Corporation Law.

4. FOREIGN SURVIVING ORGANIZATION

Parent agrees that:

- a. It may be served with process in the State of Minnesota in any proceeding for the enforcement of an obligation of a Constituent Corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of a Constituent Corporation against Parent.
- b. The Minnesota Secretary of State is irrevocably appointed as its agent to accept service of process in any proceeding as provided in Minnesota Statutes, Section 5.25, and the address to which process may be forwarded is 19111 North Dallas Parkway, Suite 165, Dallas, Texas 75287.

TRADEMARK

REEL: 006000 FRAME: 0472

- c. It will promptly pay to the dissenting shareholders of any Constituent Corporation organized under the laws of the State of Minnesota the amount, if any, to which they are entitled under Section 302A.473 of the Minnesota Business Corporation Act.

IN WITNESS WHEREOF, Parent has caused these Articles of Merger to be executed effective as of the date first above written.

PARENT:
TGI FRIDAY'S INC.

By: Kathryn Kotel
Name: Kathryn Kotel
Title: Senior Vice President,
General Counsel and Secretary
Date: March 1, 2017

4827-6668-6276, v. 1

EXHIBIT A

PLAN OF MERGER

1.) Constituent Corporations - The parties to this merger are TGI FRIDAY'S INC., a New York corporation originally formed under the name "T G I Friday's Inc." ("Parent"), and TGI Friday's of Minnesota, Inc., a Minnesota corporation originally formed under the name "T G I Thursday's Inc." ("Subsidiary"). Parent and Subsidiary are referred to together as the "Constituent Corporations" and sometimes individually as a "Constituent Corporation."

2.) Outstanding Shares of Subsidiary - Parent is the sole shareholder of Subsidiary and owns one hundred (100) shares of common stock of Subsidiary, representing one hundred percent (100%) of the issued and outstanding shares of Subsidiary.

3.) The Merger - On the Effective Date (as defined in Section 4 of this Plan of Merger), each of the Constituent Corporations shall be merged together (the "Merger"), with Parent being the surviving corporation (Parent as the surviving corporation is hereinafter referred to as the "Surviving Corporation"), and the separate corporate existence of Subsidiary shall cease. The Surviving Corporation shall become the owner, without transfer except as provided by applicable law, of all the rights and properties of the Constituent Corporations, and the Surviving Corporation shall become subject to all the debts and liabilities of the Constituent Corporations in the same manner as if the Surviving Corporation had itself incurred them. The Merger shall constitute a plan of complete liquidation under Section 332 of the U.S. Internal Revenue Code.

4.) Effective Date of Merger - The Merger shall be effective as of March 2, 2017 (the "Effective Date").

5.) Cancellation of Shares of Subsidiary - As Parent is the sole shareholder of Subsidiary, on the Effective Date, without any further action on part of any of the Constituent Corporations, each share of Subsidiary issued and outstanding immediately prior to the Effective Date, and any and all warrants, conversion rights, rights to purchase and offers to purchase shares of Subsidiary, if any, shall automatically be canceled as of the Effective Date.

6.) Abandonment of Merger - This Plan of Merger may be abandoned by a resolution to that effect adopted by the Board of Directors of Parent at anytime prior to the filing of a Certificate of Merger with the New York Department of State and the filing of Articles of Merger with the Minnesota Secretary of State.



File Numbers

93765860003

3F-1069

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED

3/1/2017 11:59:00 PM

Steve Simon

Steve Simon
Secretary of State

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the
Department of State, at the City of Albany, on
March 1, 2017.



A handwritten signature in black ink, appearing to read "B. Fitzgerald", written over a horizontal line.

Brendan Fitzgerald
Executive Deputy Secretary of State

CSC 45
Drawdown

170301000 2111
Execution Version

CERTIFICATE OF MERGER
OF
TGI FRIDAY'S OF MINNESOTA, INC.
INTO
TGI FRIDAY'S INC.
UNDER SECTION 905 OF THE BUSINESS CORPORATION LAW

It is hereby certified by the corporation named herein as the surviving corporation as follows:

1.) This Certificate of Merger is executed and delivered to the New York Department of State by TGI Friday's Inc., a New York corporation ("Parent"), pursuant to Section 905(c) of the New York Business Corporation Law, in connection with the merger of Parent's wholly-owned subsidiary, TGI Friday's of Minnesota, Inc., a Minnesota corporation ("Subsidiary"), with and into Parent (the "Merger").

2.) Subsidiary is being merged with and into Parent, with Parent being the surviving corporation.

3.) Outstanding shares of Subsidiary:

<u>Class of Stock</u>	<u>Number of Outstanding Shares</u>	<u>Number of Shares Owned by Parent</u>	<u>Percentage of Shares Owned by Parent</u>
Common	100	100	100%

There are no other classes or series of shares of Subsidiary issued and outstanding.

4.) The Merger shall be effective as of March 2, 2017.

5.) Parent's original Certificate of Incorporation was filed by the New York Department of State on November 13, 1969. The name under which Parent was originally formed is T G I Friday's Inc.

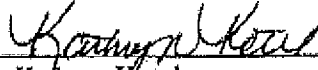
6.) Subsidiary is a Minnesota corporation, incorporated in Minnesota on July 20, 1978. The name under which Subsidiary was originally formed is T G I Thursday's Inc. Subsidiary has not filed an application for authority to do business in New York.

7.) The plan of merger was duly adopted by the Board of Directors of Parent in accordance with Section 905 of the BCL.

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IN WITNESS WHEREOF, Parent, by its duly authorized officer, has executed this Certificate of Merger as of the date indicated below.

TGI FRIDAY'S INC.

By: 
Name: Kathryn Kotel
Title: Senior Vice President, General Counsel
and Secretary
Date: March 1, 2017

[Signature Page to Certificate of Merger]

TRADEMARK
REEL: 006000 FRAME: 0478

CSC 45
Drawdown

711

CERTIFICATE OF MERGER

OF

TGIF FRIDAY'S OF MINNESOTA, INC.
INTO
TGI FRIDAY'S INC.

Under Section 905 of the Business Corporation Law.

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAR 01 2017

TAX \$

BY: 

Filed by: Paul, Weiss, Rifkind, Wharton & Garrison LLP

(Name)

1285 Avenue of the Americas

(Mailing address)

New York, NY 10019-6064

(City, State and Zip code)

CUST Ref: 529210MEO