

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/29/2011		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Grill Concepts, Inc.		07/29/2011
			Entity Type
			CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Grill Concepts, Inc.		
Street Address:	6300 Canoga Avenue		
Internal Address:	Suite 600		
City:	Woodland Hills		
State/Country:	CALIFORNIA		
Postal Code:	91367		
Entity Type:	CORPORATION: NEVADA		
PROPERTY NUMBERS Total: 7			
	Property Type	Number	Word Mark
	Registration Number:	2096677	DAILY GRILL
	Registration Number:	3547816	IN SHORT ORDER
	Registration Number:	2470121	THE GRILL ON THE ALLEY
	Registration Number:	2455868	THE GRILL ON THE ALLEY
	Registration Number:	4027137	PUBLIC SCHOOL
	Registration Number:	4027146	PUBLIC SCHOOL NO 612
	Registration Number:	2093172	THINK DAILY.
CORRESPONDENCE DATA			
Fax Number:	(310)734-3166		
Phone:	310-734-3266		
Email:	wfinkelstein@steptoe.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent</i>			

CH \$190.00 2096677

*via US Mail.*

Correspondent Name: William A. Finkelstein  
Address Line 1: 2121 Avenue of the Stars  
Address Line 2: Suite 2800  
Address Line 4: Los Angeles, CALIFORNIA 90067

ATTORNEY DOCKET NUMBER:	83761.0001
NAME OF SUBMITTER:	William A. Finkelstein
Signature:	/waf/
Date:	03/06/2012

**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:

"GRILL CONCEPTS, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "GRILL CONCEPTS, INC." UNDER THE NAME OF  
"GRILL CONCEPTS, INC.", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF NEVADA, AS RECEIVED AND FILED IN  
THIS OFFICE THE TWENTY-NINTH DAY OF JULY, A.D. 2011, AT 1:46  
O'CLOCK P.M.

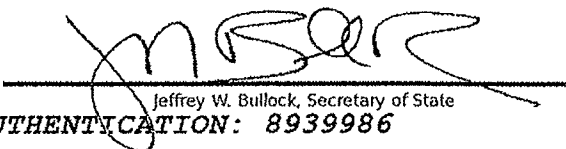
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE  
NEW CASTLE COUNTY RECORDER OF DEEDS.

5018451 8100M

110872889

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: 8939986

DATE: 08-01-11

TRADEMARK  
REEL: 004731 FRAME: 0952

**STATE OF DELAWARE CERTIFICATE OF MERGER OF DOMESTIC CORPORATION INTO FOREIGN CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of each constituent corporation is GRILL CONCEPTS, INC., a Nevada corporation, and GRILL CONCEPTS, INC., a Delaware corporation.

**SECOND:** The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252.

**THIRD:** The name of the surviving corporation is GRILL CONCEPTS, INC., a Nevada corporation.

**FOURTH:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

**FIFTH:** The merger is to become effective on July 29<sup>th</sup>, 2011.

**SIXTH:** The Agreement of Merger is on file at 6300 Canoga Avenue, Suite 600, Woodland Hills, CA 91367, the place of business of the surviving corporation.

**SEVENTH:** A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

**EIGHT:** The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the surviving corporation 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 laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 6300 Canoga Avenue, Suite 600, Woodland Hills, CA 91367.

**IN WITNESS WHEREOF**, said surviving corporation has caused this certificate to be signed by an authorized officer, the 28<sup>th</sup> day of July, A.D., 2011.

By: 

Name: Robert Spivak

Title: President

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:46 PM 07/29/2011  
FILED 01:46 PM 07/29/2011  
SRV 110872889 - 2075167 FILE

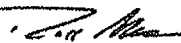
**TRADEMARK**  
**REEL: 004731 FRAME: 0953**



\*140103\*



ROSS MILLER  
Secretary of State  
204 North Carson Street, Suite 1  
Carson City, Nevada 89701-4620  
(775) 684-6708  
Website: www.nvaos.gov

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number <b>20110563154-28</b> Filing Date and Time <b>07/29/2011 12:38 PM</b> Entity Number <b>E0349492011-4</b>
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**Articles of Merger**  
(PURSUANT TO NRS 92A.200)  
**Page 1**

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Articles of Merger  
(Pursuant to NRS Chapter 92A)

1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200):

If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article one.

Grill Concepts, Inc.

Name of merging entity

Delaware

Jurisdiction

Corporation

Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

and,

Grill Concepts, Inc.

Name of surviving entity

Nevada

Jurisdiction

Corporation

Entity type \*

\* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

**Filing Fee: \$350.00**

*This form must be accompanied by appropriate fees.*

Nevada Secretary of State 92A Merger Page 1  
Revised: 10-25-10

**TRADEMARK**  
**REEL: 004731 FRAME: 0954**



ROSS MILLER  
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**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
 Page 2

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2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.180):

Attn:

c/o:

3) Choose one:

- The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).
- The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180).

4) Owner's approval (NRS 92A.200) (options a, b or c must be used, as applicable, for each entity):

- If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from the appropriate section of article four.

(a) Owner's approval was not required from

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

Name of surviving entity, if applicable

*This form must be accompanied by appropriate fees.*

Nevada Secretary of State 92A Merger Page 2  
 Revised: 10-26-10



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 Secretary of State  
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**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
 Page 3

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(b) The plan was approved by the required consent of the owners of \*:

Grill Concepts, Inc. (Delaware)  
 Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

Grill Concepts, Inc. (Nevada)  
 Name of surviving entity, if applicable

\* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.

*This form must be accompanied by appropriate fees.*

Nevada Secretary of State 92A Merger Page 3  
 Revised: 10-25-10



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**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
**Page 4**

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(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

Name of surviving entity, if applicable

*This form must be accompanied by appropriate fees.*

Nevada Secretary of State 92A Merger Page 4  
 Revised: 10-26-10





ROSS MILLER  
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**Articles of Merger**  
(PURSUANT TO NRS 92A.200)  
**Page 5**

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5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)\*:

6) Location of Plan of Merger (check a or b):

(a) The entire plan of merger is attached;

or,

(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date (optional)\*\*: July 29<sup>th</sup>, 2011

\* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

\*\* A merger takes effect upon filing the articles of merger or upon a later date as specified in the articles, which must not be more than 90 days after the articles are filed (NRS 92A.240).

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 5  
Revised: 10-25-10

**TRADEMARK**  
**REEL: 004731 FRAME: 0958**



ROSS MILLER  
 Secretary of State  
 204 North Carson Street, Suite 1  
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 (775) 684-6708  
 Website: www.nvsoa.gov

**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
 Page 6

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B) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)\*.

If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article eight.

Grill Concepts, Inc. (Delaware)

Name of merging entity

X

Signature

President  
 Title

Date

Name of merging entity

X

Signature

Title

Date

Name of merging entity

X

Signature

Title

Date

Name of merging entity

X

Signature

Title

Date

and,

Grill Concepts, Inc.

Name of surviving entity

X

Signature

President  
 Title

Date

\* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 6  
 Revised: 10-25-10