

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/01/2007

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Perkins & Marie Callender's of Minnesota Inc.		01/28/2007	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Perkins & Marie Callender's Inc.
Street Address:	6075 Poplar Avenue, Suite 800
City:	Memphis
State/Country:	TENNESSEE
Postal Code:	38119-4709
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 19**

Property Type	Number	Word Mark
Serial Number:	72214368	PERKINS
Serial Number:	73266573	PERKINS
Serial Number:	73326036	PERKINS
Serial Number:	73369311	BOTTOMLESS POT OF COFFEE
Serial Number:	73573468	PERKINS FAMILY RESTAURANT
Serial Number:	73573480	PERKINS FAMILY RESTAURANT BAKERY
Serial Number:	73596729	BOTTOMLESS CUP OF COFFEE
Serial Number:	73611605	PERKINS FAMILY RESTAURANT BAKERY
Serial Number:	74086591	PERKINS PROMISE
Serial Number:	74104828	MAGNIFICENT SEVEN
Serial Number:	74167458	FOXTAIL FOODS
Serial Number:	74280215	MAMMOTH MUFFIN

OP \$490.00 72214368

Serial Number:	74421815	TREMENDOUS TWELVE
Serial Number:	75126473	KID PERKS
Serial Number:	75385596	MORNING SUNRISE
Serial Number:	76039197	PERKINS RESTAURANT & BAKERY
Serial Number:	76039198	PERKINS RESTAURANT & BAKERY
Serial Number:	76444800	SIMPLY SCOOP
Serial Number:	76444850	SCOOP. BAKE. SELL. REPEAT.

**CORRESPONDENCE DATA**

Fax Number: (512)536-4598

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 512.474.5201

Email: kpfertner@fulbright.com

Correspondent Name: Michael S. Metteauer

Address Line 1: 600 Congress Avenue, Suite 2400

Address Line 4: Austin, TEXAS 78701

ATTORNEY DOCKET NUMBER:	10001787/PERL:001
NAME OF SUBMITTER:	Michael S. Metteauer
Signature:	/Michael S. Metteauer/
Date:	11/15/2007

**Total Attachments: 3**

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# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, 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:

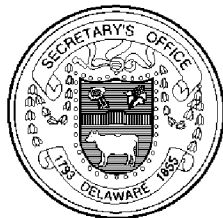
"PERKINS & MARIE CALLENDER'S OF MINNESOTA INC.", A DELAWARE CORPORATION,

WITH AND INTO "PERKINS & MARIE CALLENDER'S INC." UNDER THE NAME OF "PERKINS & MARIE CALLENDER'S INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF FEBRUARY, A.D. 2007, AT 6:19 O'CLOCK P.M.

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

2074711 8100M

070116121



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5406634

DATE: 02-05-07

TRADEMARK  
REEL: 003661 FRAME: 0045

**STATE OF DELAWARE**  
**CERTIFICATE OF MERGER OF**  
**DOMESTIC CORPORATIONS**

Pursuant to Title 8, Section 251(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

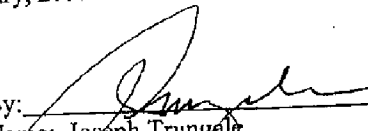
- FIRST:** The name of the surviving corporation is: Perkins & Marie Callender's Inc., and the name of the corporation being merged into this surviving corporation is: Perkins & Marie Callender's of Minnesota Inc.
- SECOND:** The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.
- THIRD:** The name of the surviving corporation is: Perkins & Marie Callender's Inc., a Delaware corporation.
- FOURTH:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.
- FIFTH:** The merger is to become effective on January 28, 2007, for accounting purposes only.
- SIXTH:** The Agreement of Merger is on file at: 6075 Poplar Avenue, Suite 800, Memphis, TN 38119-4709, 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.

10312503.1

*State of Delaware*  
*Secretary of State*  
*Division of Corporations*  
*Delivered 06:29 PM 02/01/2007*  
*FILED 06:19 PM 02/01/2007*  
*SRV 070116121 - 2074711 FILE*

**TRADEMARK**  
**REEL: 003661 FRAME: 0046**

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 28 day of January, 2007.

By:   
Name: Joseph Truncale  
Title: Chief Executive Officer

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