

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/03/2010

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
PFCCB Administration, Inc.		12/24/2009	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	P.F. Chang's China Bistro, Inc.
Street Address:	7676 E. Pinnacle Peak Road
City:	Scottsdale
State/Country:	ARIZONA
Postal Code:	85259
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 34**

Property Type	Number	Word Mark
Registration Number:	3253489	TANEKO JAPANESE TAVERN
Registration Number:	3269686	TANEKO JAPANESE TAVERN
Registration Number:	3353365	TANEKO TAVERN
Registration Number:	3334674	P.F. CHANG'S
Registration Number:	3241722	PEI WEI ASIAN DINER
Registration Number:	3005828	PEI WEI ASIAN DINER
Serial Number:	77865008	ACKNOWLEDGE THE CRAVING
Registration Number:	3722337	WARRIOR
Registration Number:	3721770	THE GREAT WALL OF CHOCOLATE
Registration Number:	3719202	
Registration Number:	3716869	START STRONG. FINISH STRONG.
Serial Number:	77301107	P.F. CHANG'S
Serial Number:	77301105	P.F. CHANG'S

OP \$865.00 3253489

Serial Number:	77301090	P.F. CHANG'S
Serial Number:	77301088	P.F. CHANG'S
Serial Number:	77301048	PEI WEI
Serial Number:	77301041	PEI WEI
Registration Number:	3691015	P.F. CHANG'S
Serial Number:	77820475	HOME MENU
Serial Number:	77820457	HOME MENU
Registration Number:	3226629	TANEKO
Registration Number:	3625271	P.F. CHANG'S
Registration Number:	3615496	LUCKY CAT
Registration Number:	3582349	
Registration Number:	3546588	EAST OF USUAL
Registration Number:	3519289	P.F. CHANG'S
Registration Number:	3465602	
Registration Number:	3448656	P.F. CHANG'S
Registration Number:	3429279	PEI WEI ASIAN DINER PEI WEI ASIAN DINER
Registration Number:	3411637	PEI WEI
Registration Number:	2541654	
Registration Number:	2632664	PEI WEI ASIAN DINER
Registration Number:	2598916	PEI WEI
Registration Number:	1847107	P.F. CHANG'S CHINA BISTRO

**CORRESPONDENCE DATA**

Fax Number: (480)888-3002  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: (480) 888-3246  
Email: glen.honig@pfc.com  
Correspondent Name: Glen A. Honig  
Address Line 1: 7676 E. Pinnacle Peak Road  
Address Line 4: Scottsdale, ARIZONA 85259

NAME OF SUBMITTER:	Glen A. Honig
Signature:	/Glen A. Honig/
Date:	01/05/2010

Total Attachments: 3  
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# Delaware

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*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 OWNERSHIP, WHICH MERGES:

"PFCCB ADMINISTRATION, INC.", A DELAWARE CORPORATION,

"PFCCB LICENSING, INC.", A DELAWARE CORPORATION,

WITH AND INTO "P.F. CHANG'S CHINA BISTRO, INC." UNDER THE NAME OF "P.F. CHANG'S CHINA BISTRO, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2009, AT 1:17 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRD DAY OF JANUARY, A.D. 2010.


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

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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: 7731924

DATE: 12-31-09

TRADEMARK  
REEL: 004124 FRAME: 0255

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

PFCCB Licensing, Inc.  
(a Delaware corporation)

and

PFCCB Administration, Inc.  
(a Delaware corporation)

into

P.F. Chang's China Bistro, Inc.  
(a Delaware corporation)

(PURSUANT TO SECTION 253 OF THE  
DELAWARE GENERAL CORPORATION LAW)

P.F. Chang's China Bistro, Inc., a corporation organized and existing under the laws of the State of Delaware (the "*Company*"), does hereby certify:

1. The Company is the owner of one hundred percent (100%) of the outstanding shares of each class of capital stock of PFCCB Licensing, Inc., a Delaware corporation, and PFCCB Administration, Inc., a Delaware corporation (collectively, the "*Subsidiaries*").

2. The Company, by the following resolutions adopted on December 23, 2009 by the Board of Directors of the Company, hereby merges the Subsidiaries into the Company, with the Company as the surviving corporation, effective January 3, 2010:

"WHEREAS, the Company is the legal and beneficial owner of one hundred percent (100%) of the outstanding shares of each class of stock of PFCCB Licensing, Inc., a Delaware corporation, and PFCCB Administration, Inc., a Delaware corporation (collectively, the "*Subsidiaries*");

WHEREAS, it is deemed to be advisable and in the best interests of the Company and its stockholders that the Company consolidate its operations by merging the Subsidiaries with and into the Company (the "*Merger*"); and

WHEREAS, Section 253 of the Delaware General Corporation Law (the "*DGCL*") provides that if a parent corporation owns at least ninety percent (90%) of the outstanding shares of each class of stock of a subsidiary corporation, such subsidiary corporation may be merged with and into the parent corporation upon the adoption of an appropriate resolution by the Board of Directors of the parent corporation and the filing of a Certificate of Ownership and Merger with the Delaware Secretary of State.

NOW, THEREFORE, BE IT RESOLVED, that the Merger is approved and that, effective January 3, 2010, the Company shall merge the Subsidiaries into itself and assume all obligations of the Subsidiaries pursuant to Section 253 of the DGCL;

RESOLVED FURTHER, that upon the Merger becoming effective, all issued and outstanding shares of each class of stock of the Subsidiaries are cancelled;

RESOLVED FURTHER, that the Certificate of Incorporation and Bylaws of the Company shall not be amended and shall remain the Certificate of Incorporation and Bylaws of the surviving corporation;

RESOLVED FURTHER, that the officers of the Company, and any of them, are each hereby authorized and directed to execute all documents, agreements and other instruments and to take such actions and perform such acts as they may deem necessary or advisable to carry out and perform the purposes of these resolutions; and

RESOLVED FURTHER, that the Company shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, and by the applicable laws of any other jurisdiction and will cause to be performed all necessary acts within Delaware and in any other applicable jurisdiction necessary and appropriate to effect the Merger."

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be signed by its Co-Chief Executive Officer on this 24<sup>th</sup> day of December, 2009.

P.F. Chang's China Bistro, Inc.



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Richard L. Federico  
Co-Chief Executive Officer