

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D

INFORMATION TO BE INCLUDED IN STATEMENTS FILED
PURSUANT TO RULE 13d-1(a) AND AMENDMENTS
THERETO FILED PURSUANT TO RULE 13d-2(a)

(Amendment No. 6)1

PIZZA INN, INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of class of securities)

725848 10 5

(CUSIP Number)

STEVEN WOLOSKY, ESQ.
OLSHAN GRUNDMAN FROME ROSENZWEIG & WOLOSKY LLP
505 Park Avenue
New York, New York 10022
(212) 753-7200

(Name, address and telephone number of person
authorized to receive notices and communications)

November 7, 2003

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box / /.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

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1 The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

NEWCASTLE PARTNERS, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

TEXAS

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7 SOLE VOTING POWER 3,583,780

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

3,583,780

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,583,780

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

35.6%

14 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

NEWCASTLE CAPITAL MANAGEMENT, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) / / (b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

TEXAS

NUMBER OF 7 SOLE VOTING POWER

SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

3,583,780

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

3,583,780

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,583,780

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

35.6%

14 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

NEWCASTLE CAPITAL GROUP, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e)

/ /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

TEXAS

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

7 SOLE VOTING POWER

3,583,780

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

3,583,780

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,583,780

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

35.6%

14 TYPE OF REPORTING PERSON*

00

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

MARK E. SCHWARZ

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00, PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

/ /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7 SOLE VOTING POWER

3,593,780

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

3,593,780

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,593,780

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

STEVEN J. PULLY

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY OWNED BY EACH
REPORTING PERSON WITH 0

8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON
0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.0%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Robert B. Page

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.0%

14 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Ramon D. Phillips

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF SHARES BENEFICIALLY EACH REPORTING PERSON WITH 7 SOLE VOTING POWER 44,863

8 SHARED VOTING POWER 0

9 SOLE DISPOSITIVE POWER 44,863

10 SHARED DISPOSITIVE POWER 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 44,863

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.4%

14 TYPE OF REPORTING PERSON* IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Barry M. Barron, Sr.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) / / (b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7 SOLE VOTING POWER 0

PERSON WITH -----
8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON
0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.0%

14 TYPE OF REPORTING PERSON*
IN
=====

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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The following statement constitutes Amendment No. 6 to the Schedule 13D filed by the undersigned (the "Statement"). Except as specifically amended by this Amendment No. 6, the Statement remains in full force and effect.

Item 2 and Item 4 are hereby amended to add the following:

On October 27, 2003, NP delivered a letter to the Company (as filed as an exhibit to Amendment No. 5 to this Statement) setting forth NP's nomination of Steven J. Pully, Barry M. Barron, Sr. and Robert B. Page for election to the Company's board of directors at the Company's annual meeting of shareholders currently scheduled to take place on December 16, 2003 (the "Annual Meeting") and NP's submission of certain shareholder proposals for consideration at the Annual Meeting. On November 7, 2003, NP delivered a letter to the Company, a copy of which is attached hereto and incorporated herein by reference, supplementing the October 27, 2003 letter by substituting Ramon D. Phillips for Robert B. Page as one of NP's nominees for election at the Annual Meeting and reiterating its shareholder proposals for consideration at the Annual Meeting. On November 11, 2003, NP delivered a letter to the Company, a copy of which is attached hereto and incorporated herein by reference, supplementing the October 27, 2003 and November 7, 2003 letters by substituting Robert B. Page for Barry M. Barron, Sr. as one of NP's nominees for election at the Annual Meeting such that NP's nominees for election at the Annual Meeting are currently Messrs. Pully, Page and Phillips. Accordingly, NP, NCM, NCG and Messrs. Schwarz, Pully, Phillips and Page now constitute the "Reporting Persons" as used herein and Mr. Barron is no longer a "Reporting Person." The Reporting Persons will continue filing as a group statements on Schedule 13D with respect to their beneficial ownership of securities of the Company to the extent required by law.

Ramon D. Phillips is retired. The address of Mr. Phillips is 7024 Rosebrook, Collyville, TX 76034. Mr. Phillips is a citizen of the United States.

Item 3 is hereby amended and restated as follows:

Item 3. Source and Amount of Funds or Other Consideration.

The net investment cost (including commissions, if any) of the shares of Common Stock held directly by NP was approximately \$8,623,816.76, all of which was obtained from NP's working capital. The net investment cost of the shares of Common Stock held directly by Mr. Schwarz (excludes shares of Common Stock beneficially owned by NP that Mr. Schwarz may also be deemed to

beneficially own) was approximately \$20,125.00, all of which was obtained from personal funds of Mr. Schwarz.

The net investment cost (including commissions, if any) of the shares of Common Stock beneficially owned by Mr. Phillips (excludes shares of Common Stock of the Company issuable upon the exercise of options granted to Mr. Phillips in his capacity as a former director of the Company) was approximately \$144,400.00, all of which was obtained from personal funds of Mr. Phillips and working capital of Wholesale Software International, Inc. ("Wholesale Software").

None of NCM, NCG, Mr. Pully or Mr. Page directly owns any shares of Common Stock.

Item 5(a) is hereby amended and restated as follows:

(a) The aggregate percentage of shares of Common Stock reported to be owned by the Reporting Persons is based upon 10,068,674 shares of Common Stock outstanding as of October 17, 2003, as reported in the Company's proxy statement as filed with the Securities and Exchange Commission on October 27, 2003.

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As of the filing date of this Statement, NP beneficially owned 3,583,780 shares of Common Stock, representing approximately 35.6% of the Company's issued and outstanding Common Stock.

NCM, as the general partner of NP, may be deemed to beneficially own the 3,583,780 shares of Common Stock beneficially owned by NP, representing approximately 35.6% of the issued and outstanding Common Stock.

NCG, as the general partner of NCM, which in turn is the general partner of NP, may also be deemed to beneficially own the 3,583,780 shares of Common Stock beneficially owned by NP, representing approximately 35.6% of the issued and outstanding Common Stock.

Mark E. Schwarz, as the managing member of NCG, the general partner of NCM, which in turn is the general partner of NP, may also be deemed to beneficially own the 3,583,780 shares of Common Stock beneficially owned by NP, representing approximately 35.6% of the issued and outstanding Common Stock. In addition, Mr. Schwarz directly owns 10,000 shares of Common Stock, which, together with the Common Stock held by NP, represents approximately 35.7% of the issued and outstanding Common Stock.

As of the filing date of this Statement, Ramon D. Phillips beneficially owned 44,863 shares of Common Stock, consisting of 16,880 shares owned directly by Mr. Phillips, 22,650 shares issuable upon the exercise of options owned by Mr. Phillips, and 5,333 shares owned directly by Wholesale Software, representing in the aggregate approximately 0.4% of the Company's issued and outstanding Common Stock. Mr. Phillips is a shareholder, director and executive officer of Wholesale Software and may be deemed to beneficially own the shares of the Company owned by Wholesale Software by virtue of his sole authority to vote and dispose of such shares.

Steven J. Pully and Robert B. Page currently do not own any shares of Common Stock.

The Reporting Persons have formed a group for purposes of Section 13(d)(3) and Rule 13d-5(b)(1) of the Act. In the aggregate, the Reporting Persons may be deemed to own beneficially (and may be deemed to have shared voting and dispositive power over) 3,638,643 shares of Common Stock, constituting approximately 36.1% of the Common Stock outstanding.

The filing of this Statement and any future amendment by the Reporting Persons, and the inclusion of information herein and therein, shall not be considered an admission that any of such persons, for the purpose of Section 13(d) of the Act, or otherwise, are the beneficial owners of any shares of Common Stock in which such persons do not have a pecuniary interest.

Item 5(b) is hereby amended and restated as follows:

(b) By virtue of his position with NP, NCM and NCG, Mark Schwarz has the sole power to vote and to dispose of the 3,593,780 shares of Common Stock, or 35.7% of the issued and outstanding shares of Common Stock, beneficially owned by the Newcastle Control Persons.

Ramon D. Phillips has the sole power to vote and to dispose of the 16,880 shares of Common Stock held directly by Mr. Phillips and the 5,333 shares of Common Stock held by Wholesale Software, or, together with the shares underlying options owned by Mr. Phillips, 0.4% of the issued and outstanding shares of Common Stock.

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Item 5(c) is hereby amended to add the following:

(c) See Item 6 for a description of a transaction between NP and Mr. Phillips in shares of Common stock of the Company that occurred during the past 60 days.

Item 6 is hereby amended to add the following:

On November 7, 2003, Ramon Phillips sold 15,680 shares of Common Stock of the Company to NP in a private transaction for \$2.75 per share.

On November 17, 2003, the Joint Filing and Solicitation Agreement dated October 31, 2003 (as filed as an exhibit to Amendment No. 5 to this Statement), was amended whereby Ramon D. Phillips agreed to be a party to such agreement and Barry M. Barron, Sr. agreed to withdraw as a party to such agreement. Accordingly, Barry M. Barron, Sr. is no longer a member of the group comprised of the Reporting Persons for purposes of Section 13(d)(3) and Rule 13d-5(b)(1) of the Act. A copy of the amendment is filed as an exhibit hereto and incorporated herein by reference.

Item 7 is hereby amended to add the following exhibits:

9. Letter from Newcastle Partners, L.P. to Pizza Inn, Inc. dated November 7, 2003.
10. Letter from Newcastle Partners, L.P. to Pizza Inn, Inc. dated November 11, 2003.
11. Amendment No. 1 to Joint Filing and Solicitation Agreement dated as of November 17, 2003 by and among Newcastle Partners, L.P., Newcastle Capital Management, L.P., Newcastle Capital Group, L.L.C., Mark E. Schwarz, Steven J. Pully, Barry M. Barron, Sr., Robert B. Page and Ramon D. Phillips.

[Signature Page Follows]

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SIGNATURES

After due inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: November 17, 2003

NEWCASTLE PARTNERS, L.P.

By: Newcastle Capital Management, L.P., its
general partner

By: Newcastle Capital Group, L.L.C., its
general partner

By: /s/ Mark E. Schwarz

Mark E. Schwarz, Managing Member

NEWCASTLE CAPITAL MANAGEMENT, L.P.

By: Newcastle Capital Group, L.L.C., its
general partner

By: /s/ Mark E. Schwarz

Mark E. Schwarz, Managing Member

NEWCASTLE CAPITAL GROUP, L.L.C.

By: /s/ Mark E. Schwarz

Mark E. Schwarz, Managing Member

/s/ Mark E. Schwarz

MARK E. SCHWARZ

/s/ Steven J. Pully

STEVEN J. PULLY

/s/ Robert B. Page

ROBERT B. PAGE

/s/ Ramon D. Phillips

RAMON D. PHILLIPS

/s/ Barry M. Barron

BARRY M. BARRON, SR.

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EXHIBIT INDEX

EXHIBIT	PAGE
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1. Joint Filing Agreement dated as of December 11, 2002 by and among Newcastle Partners, L.P., Newcastle Capital Group, L.L.C., Newcastle Capital Management, L.P. and Mark E. Schwarz (previously filed).	--
2. Omnibus Agreement dated as of December 6, 2002 by and between Newcastle Partners, L.P. and C. Jeffrey Rogers (previously filed).	--
3. Promissory Note dated December 6, 2002 in the aggregate principal amount of \$7,373,726.42 made by C. Jeffrey Rogers in favor of Newcastle Partners, L.P. (previously filed).	--
4. Pledge Agreement dated December 6, 2002 by and between C. Jeffrey Rogers and Newcastle Partners, L.P. (previously filed).	--
5. Agreement by and between Pizza Inn, Inc. and Newcastle Partners, L.P. dated December 18, 2002 (previously filed).	--
6. Joint Filing Agreement dated as of December 20, 2002 by and among Newcastle Partners, L.P., Newcastle Capital Group, L.L.C., Newcastle Capital Management, L.P., Mark E. Schwarz and Steven J. Pully (previously filed).	--
7. Letter from Newcastle Partners, L.P. to Pizza Inn, Inc. dated October 27, 2003 (previously filed).	--
8. Joint Filing and Solicitation Agreement dated as of October 31,	--

2003 by and among Newcastle Partners, L.P., Newcastle Capital Management, L.P., Newcastle Capital Group, L.L.C., Mark E. Schwarz, Steven J. Pully, Barry M. Barron, Sr. and Robert B. Page (previously filed).

9. Letter from Newcastle Partners, L.P. to Pizza Inn, Inc. dated November 7, 2003. 15 to 19
10. Letter from Newcastle Partners, L.P. to Pizza Inn, Inc. dated November 11, 2003. 20 to 24
11. Amendment No. 1 to Joint Filing and Solicitation Agreement dated as of November 17, 2003 by and among Newcastle Partners, L.P., Newcastle Capital Management, L.P., Newcastle Capital Group, L.L.C., Mark E. Schwarz, Steven J. Pully, Barry M. Barron, Sr., Robert B. Page and Ramon D. Phillips. 25 to 26

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November 7, 2003

BY MESSENGER AND FAX

Keith Clark
Secretary
Pizza Inn, Inc.
3551 Plano Parkway
The Colony, Texas 75056

Re: Notice of Intention to Nominate Substitute Nominee for Election as Director at the 2003 Annual Meeting of Shareholders of Pizza Inn, Inc. ("Pizza Inn" or the "Company")

Dear Mr. Clark:

Reference is made to our letter of October 27, 2003 (the "Original Nomination Letter") relating to our nomination of Steven J. Pully, Barry M. Barron, Sr. and Robert B. Page for election to the Board of Directors of Pizza Inn (the "Pizza Inn Board") at the next annual meeting of shareholders of the Company, or any other meeting of shareholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof (the "Annual Meeting"). This letter shall supplement the Original Nomination Letter by substituting Ramon D. Phillips for Robert B. Page as one of our nominees for election at the Annual Meeting.

Information required by Section 6, Article IV of the Company's bylaws with respect to Newcastle Partners, L.P. ("Newcastle") is set forth below:

Newcastle, a Texas limited partnership, is the beneficial owner and/or owner of record of 3,583,780 shares of common stock, \$.01 par value per share, of Pizza Inn (the "Common Stock"). Newcastle holds certain of its shares of Common Stock through the Depository Trust Company, whose address is 55 Water Street, 50th Floor, New York, New York 10041. Newcastle's current address is 300 Crescent Court, Suite 1110, Dallas, Texas 75201.

Information required by Section 6, Article IV of the Company's bylaws with respect to Mr. Phillips is set forth below:

(i) the name, age, business address and residence address of the nominee:

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Ramon D. Phillips, age 70

Business address:

7024 Rosebrook
Collyville, TX 76034

Residence address:

7024 Rosebrook
Collyville, TX 76034

(ii) the principal occupation or employment of the nominee:

Mr. Phillips is retired; he is also a shareholder, together with others, in an entity that controls a Pizza Inn franchise.

(iii) the class and number of shares of capital stock of the Company which are beneficially owned by the nominee:

Mr. Phillips owns 22,213 shares of Common Stock of the Company; he has sole voting power over all of such shares, but shares ownership through an ownership position in Wholesale Software International, Inc. over 5,333 of such shares. Mr. Phillips also owns options to acquire 22,650 shares. Effective November 7, 2003, Mr. Phillips sold in a private transaction 15,680 shares to Newcastle for \$2.75 per share.

(iv) any other information related to the nominee that is required to be disclosed in solicitations for proxies for election of directors pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended:

Ramon D. Phillips is the former Chairman of the Board, President and Chief Executive Officer of Hallmark Financial Services, Inc., a financial services company. He served as Chairman and Chief Executive Officer of Hallmark from 1989 through March 2001, and as Chairman through August 2001. Prior to Hallmark, Mr. Phillips had over fifteen years of experience in the franchise restaurant industry, serving in executive positions with Kentucky Fried Chicken (1969-1974) and Pizza Inn (1974-1989). He was elected a director of Pizza Inn in 1990 and served through December 2002. He was appointed to the position of advisory director in December 2002.

Except as otherwise set forth herein in this notice, as of the date hereof, Mr. Phillips (i) has not been convicted in a criminal proceeding (excluding traffic violations or similar

misdemeanors) in the past ten years; (ii) does not own any securities of Pizza Inn, or any parent or subsidiary of Pizza Inn, directly or indirectly, beneficially or of record, and has not purchased or sold any securities of Pizza Inn within the past two years, and none of his associates beneficially owns, directly or indirectly, any securities of Pizza Inn; (iii) does not own any securities of Pizza Inn, or any parent or subsidiary of Pizza Inn, of record but not beneficially; (iv) is not, and was not within the past year, a party to any contract arrangement or understanding with any person with respect to any securities of Pizza Inn, including, but not limited to, joint ventures, loan or option arrangements, puts or calls, guarantees against loss or guarantees of profit, division of losses or profits or the giving or withholding of proxies; (v) has no, and his associates or any member of his immediate family have no (a) employment with Pizza Inn or its affiliates or (b) material interest, direct or indirect in any transaction, or series of similar transactions, to which Pizza Inn or any of its subsidiaries was, is or will be a party to and in which the amount involved exceeds \$60,000.00; (vi) has no, and his associates have no arrangements or understandings with any

person pursuant to which he was or is to be selected as a director, nominee or officer of Pizza Inn; (vii) has no substantial interest in the matters to be acted on at the Annual Meeting, except his interest in being nominated and elected as a director; and (viii) has not been a party to a legal proceeding described in Item 401(f) of Regulation S-K of the Securities Exchange Act of 1934 in the past five years.

Mr. Phillips has consented to be named as a nominee in this notice, to be named as a nominee in any proxy statement filed by Newcastle and to serve as a director of the Company if so elected. Such consent is attached hereto as Exhibit A.

If this notice shall be deemed for any reason by a court of competent jurisdiction to be ineffective with respect to the nomination of Mr. Phillips at the Annual Meeting, or if Mr. Phillips shall be unable to serve for any reason, this Notice shall continue to be effective with respect to Newcastle's remaining nominees and as to any replacement nominee selected by Newcastle.

Except as set forth herein, nothing in this letter shall in any way modify or otherwise alter the intention and prior delivery of the Original Nomination Letter with respect to Newcastle's nomination of directors and submission of shareholder proposals at the Annual Meeting. We have reviewed your letter of October 29, 2003 to our counsel in which you take issue with the "lack of specificity" of the shareholder proposals submitted via the Original Nomination Letter. We believe that the shareholder proposals are described with sufficient specificity in the Original Nomination Letter for purposes of complying with applicable laws. While we believe that the Original Nomination Letter adequately described Newcastle's shareholder proposals submitted for approval at the Annual Meeting, and without prejudice to any of Newcastle's rights to bring forth any shareholder proposals at the Annual Meeting, the shareholder proposals are as follows:

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- o the adoption of a resolution repealing the amendment to Article III, Section 7, new Article III, Section 13 and new Article IV, Section 6 of the Amended and Restated Bylaws of Pizza Inn adopted by the Pizza Inn Board on December 18, 2002; and
- o the adoption of a resolution recommending to the Pizza Inn Board that Pizza Inn reimburse Newcastle for all expenses (including any litigation expenses) it incurs in connection with its solicitation of proxies for the Annual Meeting.

Please address any correspondence to Newcastle Partners, L.P., 300 Crescent Court, Suite 1110, Dallas, Texas 75201, Attention: Mark E. Schwarz, telephone (214) 661-7474, facsimile (214) 661-7475 (with a copy to our counsel, Olshan Grundman Frome Rosenzweig & Wolosky LLP, 505 Park Avenue, New York, New York 10022, Attention: Steve Wolosky, Esq., telephone (212) 753-7200, facsimile (212) 755-1467).

Very truly yours,

NEWCASTLE PARTNERS, L.P.
By: Newcastle Capital Management, L.P.
its General Partner

By: Newcastle Capital Group, L.L.C.
its General Partner

/s/ Mark E. Schwarz

Mark E. Schwarz
Managing Member

EXHIBIT A

Ramon D. Phillips
7024 Rosebrook
Collyville, TX 76034

November 5, 2003

Keith Clark
Secretary
Pizza Inn, Inc.
3551 Plano Parkway
The Colony, Texas 75056

Dear Mr. Clark:

You are hereby notified that the undersigned consents to (i) being named as a nominee in the notice provided by Newcastle Partners, L.P. ("Newcastle") of its intention to nominate the undersigned as a director of Pizza Inn, Inc. ("Pizza Inn") at the 2003 annual meeting of stockholders scheduled to be held on December 16, 2003, or any other meeting of stockholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof (the "Meeting"), (ii) being named as a nominee in any proxy statement filed by Newcastle in connection with the solicitation of proxies or written consents for election of the undersigned at the Meeting, and (iii) serving as a director of Pizza Inn if elected at the Meeting.

Very truly yours,

/s/ Ramon D. Phillips

Ramon D. Phillips

November 11, 2003

BY MESSENGER AND FAX

Keith Clark
Secretary
Pizza Inn, Inc.
3551 Plano Parkway
The Colony, Texas 75056

Re: Notice of Intention to Nominate Substitute Nominee
for Election as Director at the 2003 Annual
Meeting of Shareholders of Pizza Inn, Inc. ("Pizza
Inn" or the "Company")

Dear Mr. Clark:

Reference is made to our letter of October 27, 2003 as supplemented by our letter of November 7, 2003 (together, the "Nomination Letters") relating to our nomination of Steven J. Pully, Barry M. Barron, Sr. and Ramon D. Phillips for election to the Board of Directors of Pizza Inn (the "Pizza Inn Board") at the next annual meeting of shareholders of the Company, or any other meeting of shareholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof (the "Annual Meeting"). This letter shall supplement the Nomination Letters by substituting Robert B. Page for Barry M.

Barron, Sr. as one of our nominees for election at the Annual Meeting.

Information required by Section 6, Article IV of the Company's bylaws with respect to Newcastle Partners, L.P. ("Newcastle") is set forth below:

Newcastle, a Texas limited partnership, is the beneficial owner and/or owner of record of 3,583,780 shares of common stock, \$.01 par value per share, of Pizza Inn (the "Common Stock"). Newcastle holds certain of its shares of Common Stock through the Depository Trust Company, whose address is 55 Water Street, 50th Floor, New York, New York 10041. Newcastle's current address is 300 Crescent Court, Suite 1110, Dallas, Texas 75201.

Information required by Section 6, Article IV of the Company's bylaws with respect to Mr. Page is set forth below:

(i) the name, age, business address and residence address of the nominee:

CUSIP No. 725848 10 5

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Robert B. Page, 44

Business address: 6515 Ringgold Road
East Ridge, Tenn. 37412

Residence address: 4715 Conner Creek Drive
Signal Mountain, Tenn. 37377

(ii) the principal occupation or employment of the nominee:

Shoney's, Inc. franchisee

(iii) the class and number of shares of capital stock of the Company which are beneficially owned by the nominee:

None

(iv) any other information related to the nominee that is required to be disclosed in solicitations for proxies for election of directors pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended:

Since August 2003, Mr. Page has been a franchisee of Shoney's, Inc., an owner, operator and franchisor of restaurants. From November 2000 until September 2002, Mr. Page was Chief Operations Officer of Gordon Biersch Brewery Restaurants, Inc., an operator of brewery style restaurants, and from 1993 through 1998, he worked for Romacorp, Inc., a restaurant holding company which owned Tony Roma's, where he was Chief Executive Officer and a board member from 1998 through 2000 and President and Chief Operations Officer from 1993 through 1998. From 1988 through 1993, he worked for NPC International, Inc., which owned approximately 370 Pizza Hut franchisees, and was Senior Vice President of Operations from 1991 through 1993. Prior to working for NPC, he also worked in the food service industry for Rally's Hamburgers, Godfather's Pizza, Luther's BBQ and Pizza Hut, Inc., holding such positions as area supervisor, district manager and restaurant manager.

Except as otherwise set forth herein in this notice, as of the date hereof, Mr. Page (i) has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) in the past ten years; (ii) does not own any securities of Pizza Inn, or any parent or subsidiary of Pizza Inn, directly or indirectly, beneficially or of record, and has not purchased or sold any securities of Pizza Inn within the past two years, and none of his associates beneficially owns, directly or indirectly, any securities of Pizza Inn; (iii) does not own any securities of Pizza Inn, or any parent or subsidiary of Pizza Inn, of record but not beneficially;

(iv) is not, and was not within the past year, a party to any contract arrangement or understanding with any person with respect to any securities of Pizza Inn, including, but not limited to, joint ventures, loan or option arrangements, puts or calls, guarantees against loss or guarantees of profit, division of losses or profits or the giving or withholding of proxies; (v) has no, and his associates or any member of his immediate family have no (a) employment with Pizza Inn or its affiliates or (b) material interest, direct or indirect in any transaction, or series of similar transactions, to which Pizza Inn or any of its subsidiaries was, is or will be a party to and in which the amount involved exceeds \$60,000.00; (vi) has no, and his associates have no arrangements or understandings with any person pursuant to which he was or is to be selected as a director, nominee or officer of Pizza Inn; (vii) has no substantial interest in the matters to be acted on at the Annual Meeting, except his interest in being nominated and elected as a director; and (viii) has not been a party to a legal proceeding described in Item 401(f) of Regulation S-K of the Securities Exchange Act of 1934 in the past five years.

Mr. Page has consented to be named as a nominee in this notice, to be named as a nominee in any proxy statement filed by Newcastle and to serve as a director of the Company if so elected. Such consent is attached hereto as Exhibit A.

If this notice shall be deemed for any reason by a court of competent jurisdiction to be ineffective with respect to the nomination of Mr. Page at the Annual Meeting, or if Mr. Page shall be unable to serve for any reason, this notice shall continue to be effective with respect to Newcastle's remaining nominees and as to any replacement nominee selected by Newcastle.

Except as set forth herein, nothing in this letter shall in any way modify or otherwise alter the intention and prior delivery of the Nomination Letters with respect to Newcastle's nomination of directors and submission of shareholder proposals at the Annual Meeting.

Please address any correspondence to Newcastle Partners, L.P., 300 Crescent Court, Suite 1110, Dallas, Texas 75201, Attention: Mark E. Schwarz, telephone (214) 661-7474, facsimile (214) 661-7475 (with a copy to our counsel, Olshan Grundman Frome Rosenzweig & Wolosky LLP, 505 Park Avenue, New York, New York 10022, Attention: Steve Wolosky, Esq., telephone (212) 753-7200, facsimile (212) 755-1467).

Very truly yours,

NEWCASTLE PARTNERS, L.P.
By: Newcastle Capital Management, L.P.
its General Partner

By: Newcastle Capital Group, L.L.C.
its General Partner

/s/ Mark E. Schwarz

Mark E. Schwarz
Managing Member

EXHIBIT A

Robert B. Page
4715 Conner Creek Drive
Signal Mountain, Tenn. 37377

November 11, 2003

Keith Clark
Secretary
Pizza Inn, Inc.
3551 Plano Parkway
The Colony, Texas 75056

Dear Mr. Clark:

You are hereby notified that the undersigned consents to (i) being named as a nominee in the notice provided by Newcastle Partners, L.P. ("Newcastle") of its intention to nominate the undersigned as a director of Pizza Inn, Inc. ("Pizza Inn") at the 2003 annual meeting of stockholders scheduled to be held on December 16, 2003, or any other meeting of stockholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof (the "Meeting"), (ii) being named as a nominee in any proxy statement filed by Newcastle in connection with the solicitation of proxies or written consents for election of the undersigned at the Meeting, and (iii) serving as a director of Pizza Inn if elected at the Meeting.

Very truly yours,

/s/ Robert B. Page

Robert B. Page

AMENDMENT NO. 1

TO

JOINT FILING AND SOLICITATION AGREEMENT

WHEREAS, Newcastle Partners, L.P., a Texas limited partnership ("Newcastle Partners"), Newcastle Capital Management, L.P., a Texas limited partnership ("Newcastle Management"), Newcastle Capital Group, L.L.C., a Texas limited liability company ("Newcastle Group"), Mark E. Schwarz, Steven J. Pully, Barry M. Barron, Sr. and Robert B. Page are parties to that certain Joint Filing and Solicitation Agreement dated October 31, 2003 (the "Agreement") with respect to Pizza Inn, Inc., a Missouri corporation (the "Company");

WHEREAS, Newcastle Partners has, among other things, nominated Steven J. Pully, Barry M. Barron, Sr. and Robert B. Page as nominees for election to the Board of Directors of the Company at the 2003 annual meeting of shareholders of the Company scheduled to be held on December 16, 2003, or any other meeting of shareholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof (the "Annual Meeting");

WHEREAS, Newcastle Partners substituted Ramon D. Phillips for Robert B. Page and subsequently substituted Robert B. Page for Barry M. Barron, Sr. as its nominees for election at the Annual Meeting, such that Steven J. Pully,

Robert B. Page and Ramon D. Phillips now constitute Newcastle Partners' nominees;

WHEREAS, Ramon D. Phillips has agreed to be a party to the Agreement and Barry M. Barron, Sr. has agreed to withdraw as a party to the Agreement.

NOW, IT IS AGREED, as of this 17th day of November 2003, by the parties hereto:

1. The definition of "Nominees" as such term is used in the Agreement is hereby amended to constitute Steven J. Pully, Robert B. Page and Ramon D. Phillips.

2. Ramon D. Phillips is hereby made a party to the Agreement and Barry M. Barron, Sr. hereby withdraws as a party to the Agreement and shall have no further obligations or rights thereunder.

3. Except as modified above, the terms and conditions of the Agreement are hereby confirmed and shall remain in full force and effect.

[Signature Page Follows]

CUSIP No. 725848 10 5

13D

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IN WITNESS WHEREOF, the parties hereto have caused this Amendment No. 1 to Joint Filing and Solicitation Agreement to be executed as of the day and year first above written.

NEWCASTLE PARTNERS, L.P.

By: Newcastle Capital Management, L.P., its
general partner

By: Newcastle Capital Group, L.L.C., its
general partner

By: /s/ Mark E. Schwarz

Mark E. Schwarz, Managing Member

NEWCASTLE CAPITAL MANAGEMENT, L.P.

By: Newcastle Capital Group, L.L.C., its
general partner

By: /s/ Mark E. Schwarz

Mark E. Schwarz, Managing Member

NEWCASTLE CAPITAL GROUP, L.L.C.

By: /s/ Mark E. Schwarz

Mark E. Schwarz, Managing Member

/s/ Mark E. Schwarz

MARK E. SCHWARZ

/s/ Steven J. Pully

STEVEN J. PULLY

/s/ Robert B. Page

ROBERT B. PAGE

/s/ Ramon D. Phillips

RAMON D. PHILLIPS