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original documents or copy thereof.

Name of conveying party(ies):

CORKY'S PARTNERS, L.P.

2. NAME AND ADDRESS of receiving party(ies)

Name: CBBQ FRANCHISING, L.L.C.

Internal Address: SECOND FLOOR

Street Address: 1862 HWY. 45 BYPASS

City: JACKSON State: TN ZIP: 38305

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation-State
- Other

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other LIMITED LIABILITY COMPANY

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

Additional name(s) of conveying party(ies) attached? Yes No

Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

Execution Date: August 15, 1997

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

75/212,626

B. Trademark Registration No.(s)

2,161,534

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: ROBIN MITCHELL JOYCE

Internal Address: WYATT TARRANT & COMBS

Street Address: 29 MUSIC SQUARE EAST

City: NASHVILLE State: TN ZIP: 37203

11/13/1998 DNGUYEN 00000208 75212626

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41).....\$40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

01 FC:481

40.00 DP

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

ROBIN MITCHELL JOYCE
Name of Person Signing

Signature

11/9/98

Date

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

**ASSIGNMENT OF TRADEMARKS, SERVICE MARKS
AND FEDERAL TRADEMARK AND SERVICE MARK APPLICATIONS**

WHEREAS, Corky's Partners, L.P. and Corky's Food Manufacturing, L.P., both limited partnerships duly organized and existing under the laws of the state of Tennessee, and Corky's Bar-B-Que, Inc. and Corky's Franchising, Inc. (collectively "Corky's") all having a principal place of business at 5259 Poplar Avenue, Memphis, Tennessee 38119, have adopted and are using or have used in their business certain trademarks and service marks listed on the attached Schedule A, and have acquired goodwill associated with and symbolized by said marks; and

WHEREAS, Corky's is the owner of certain applications for federal registration of said marks in the United States Patent and Trademark Office, each as listed on the attached Schedule A; and

WHEREAS, CBBQ Franchising, LLC, a limited liability company duly organized and existing under and by virtue of the laws of the state of Tennessee, having a principal place of business at 1862 Highway 45 Bypass, 2nd Floor, Jackson, Tennessee 38305, is desirous of acquiring all right, title and interest of Corky's in and to said marks, their subject federal applications for registration, and the goodwill of the business associated therewith.

NOW, THEREFORE, for and in consideration of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Corky's does hereby assign unto CBBQ Franchising, LLC, all of Corky's right, title and interest in and to the said marks, together with the goodwill of the business associated with and symbolized by said marks, and the applications for registration thereof hereinbefore set forth, and including the right to sue for past infringement, if any there may be.

Dated as of August 15, 1997.

CORKY'S PARTNERS, L.P.

By: Corky's Franchising, Inc.
General Partner

By: 

Donald Pelts, President

CORKY'S BAR-B-QUE, INC.

By: 

Donald Pelts, President

CORKY'S FRANCHISING, INC.

By: Donald Pelts
Donald Pelts, President

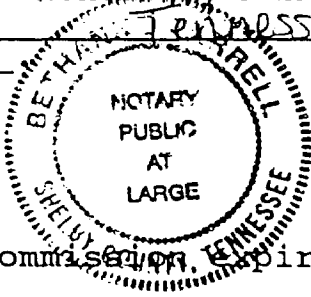
CORKY'S FOOD MANUFACTURING, L.P.

By: Corky's Franchising, Inc.
General Partner
By: Donald Pelts
Donald Pelts, President

STATE OF TENNESSEE)
) SS
COUNTY OF Shelby)

Before me, BethAnne Farrell, of the state and county
aforementioned, personally appeared Donald Pelts, with whom I am
personally acquainted (or proved to me on the basis of satisfactory
evidence), and who, upon oath, acknowledged himself to be President
of Corky's Bar-B-Que, Inc. and Corky's Franchising, Inc., the
within named bargainors, corporations, and that he as such
President, executed the foregoing instrument for the purpose
therein contained, by signing the names of the corporations by
himself as President.

Witness my hand and seal, at office in Memphis
Tennessee, this 15th day of August,
1997



BethAnne Farrell
NOTARY PUBLIC

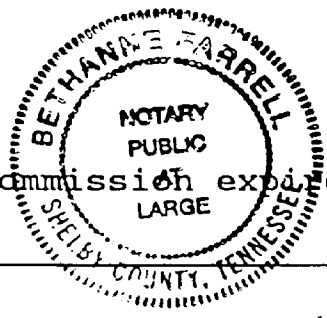
My commission expires:
MY COMMISSION EXPIRES OCT. 27, 1998

STATE OF TENNESSEE)
) SS
COUNTY OF Shelby)

Before me, BethAnne Farrell, of the state and county
aforementioned, personally appeared Donald Pelts, with whom I am
personally acquainted (or proved to me on the basis of satisfactory
evidence), and who, upon oath, acknowledged himself to be President
of Corky's Franchising, Inc., a corporation, which is the general
partner of Corky's Partners, L.P. and Corky's Food Manufacturing,
L.P., the within named bargainors, partnerships, and that he as
President of such corporation, executed the foregoing instrument
for the purpose therein contained, by signing the name of the

partnerships by such corporation, as general partner of such partnerships, by himself as President of such corporation.

Witness my hand and seal, at office in Memphis
Tennessee, this 15th day of August,
1997.



My commission expires:

MY COMMISSION EXPIRES OCT. 27, 1998

Bethanne Farrell
NOTARY PUBLIC

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SCHEDULE A

FEDERAL TRADEMARK & SERVICE MARK APPLICATIONS

MARK	CLASS	SERIAL NO.	DATE FILED
CORKY'S (word)	25	75/129,796	07/03/96
CORKY'S (& design)	29	75/129,790	07/03/96
CORKY'S (& design)	30	75/129,794	07/03/96
(PIG DESIGN)	42	75/212,626	08/19/96

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