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To the Honorable Commissioner of Patents

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1 original documents or copy thereof.

1. Name of conveying party(ies):  
Tortilla, Inc.

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 11/30/98

2. Name and address of receiving party(ies)

Name: NationsBank, N.A.

Internal Address: NM1-101-06-01

Street Address: P. O. Box 25500

City: Albuquerque State: NM ZIP: 87125

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other national banking association

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

- 1,950,385
- 1,952,464
- 1,591,464
- 1,591,465

Additional numbers attached?  Yes  No

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

Name: Diane Harrison Ogawa

Internal Address:

Street Address: P. O. Box 2168

City: Albuquerque State: NM ZIP: 87103

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41).....\$ 115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

03/31/1999 DNGUYEN 00000125 1950385

01 FC:481  
02 FC:482

40.00 OP  
75.00 OP

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 the original document.

Diane Harrison Ogawa

Name of Person Signing

Signature

3/9/99

Date

Total number of pages including cover sheet, attachments, and document: 8

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignments  
Washington, D.C. 20531

NOTICE OF SECURITY INTEREST IN TRADEMARKS

THIS NOTICE OF SECURITY INTEREST IN TRADEMARKS is by and between Tortilla, Inc., a New Mexico corporation (the "Company"), and NationsBank, N.A., a national banking association (the "Bank").

The Parties acknowledge the following:

- A. The Company has executed a Security Agreement (the "Security Agreement"), dated as of November 30, 1998, in favor of the Bank.
- B. The Company has adopted, used and is using the trademarks (the "Trademarks") listed on Exhibit A attached hereto, which Trademarks are registered with the United States Patent and Trademark Office.
- C. The Company has granted to the Bank a security interest in the Trademarks and the goodwill of the Company's business connected with and symbolized by the Trademarks on the terms and conditions set forth in the Security Agreement.
- D. Pursuant to the Security Agreement, the Company has granted to the Bank a security interest in and to all of the Trademarks, service marks, applications therefor and associated goodwill therein, now owned or from time to time after the date hereof owned or acquired by the Company, and in and to all proceeds and benefits thereof.

Dated as of November 30, 1998

Address:

10555 Montgomery Blvd. NE  
Albuquerque, NM 87111

Tortilla, Inc., a New Mexico corporation

By

  
\_\_\_\_\_  
David J. Garduño, President

Address:

P.O. Box 25500  
NM 101-06-01  
Albuquerque, NM 87111

NationsBank, N.A., a national banking association

By

  
\_\_\_\_\_  
Don Downey, Vice President

EXHIBIT A  
U.S. Trademarks

<u>Trademark/Service Mark Name</u>	<u>Registration Number</u>	<u>Registration Date</u>
Garduños Chile Packing Company	1,950,385	January 23, 1996
Garduños Restaurant and Cantina	1,952,464	January 30, 1996
Yester-Daves Grill	1,591,464	April 10, 1990
Yester-Daves Grill The Ultimate Cruise Down Memory Lane	1,591,465	April 10, 1990

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