

10-10-2000



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RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)  
Document ID #

Correction of PTO Error  
Reel #  Frame #

Corrective Document  
Reel #  Frame #

Conveyance Type

Assignment  License

Security Agreement  Nunc Pro Tunc Assignment

Merger  Effective Date  
Month Day Year

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name  Execution Date  
Month Day Year

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

08/08/2000 JSN:BAZZ 00000105 75038286

01 FC:401  
02 FI:447

40.00 DP  
825.00 DP

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages** Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

**Number of Properties** Enter the total number of properties involved.

#

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed  Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

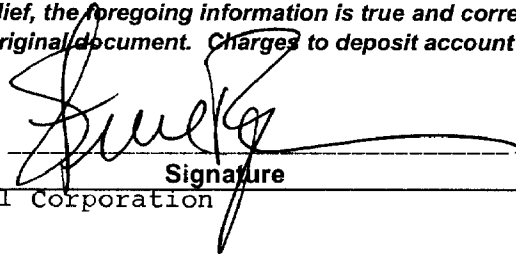
Deposit Account Number: #

Authorization to charge additional fees: Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

BRIGGS AND MORGAN, P.A.  
By: Steven J. Ryan, Esq.



June 16, 2000

Name of Person Signing

Signature

Date Signed

Attorneys for Textron Financial Corporation

**RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY**

FORM PTO-1618C  
Expires 06/30/99  
OMB 0651-0027

U.S. Department of Commerce  
Patent and Trademark Office  
**TRADEMARK**

**Conveying Party**

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship State of Incorporation/Organization

**Receiving Party**

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Mark if additional names of receiving parties attached

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DBA/AKATA

Composed of

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Address (line 3)     
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**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

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1,964,791	2,324,673	1,838,887
1,970,942	1,829,729	1,795,371
1,952,628	1,829,728	1,735,052
2,063,663	1,799,561	1,656,487
1,913,965	1,782,889	1,577,966
1,841,056	1,750,671	1,362,660
1,903,963	1,799,768	<input type="text"/>

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of June 15, 2000 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") from CHECKERS DRIVE-IN RESTAURANTS, INC., a Delaware corporation, CHECKERS PUERTORICO, INC., a Puerto Rico corporation, RALLY'S OF OHIO, INC., an Ohio corporation, and RALLY'S MANAGEMENT, INC., a Kentucky corporation (collectively, the "Borrowers") in favor of TEXTRON FINANCIAL CORPORATION, a Delaware corporation (the "Lender"), the Borrowers executing this notice have granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Lender:

REGISTERED TRADEMARKS

<u>Registration No.</u>	<u>Trademark</u>	<u>Registration Date</u>
1,643,779	CHAMP BURGER	May 7, 1991
1,376,585	CHECKERS CHAR GRILLED CHICKEN & RIBS	December 24, 1985
1,302,099	CHECKERS	October 23, 1984
2,348,539	CHECKER-Q	May 9, 2000
2,293,932	WILD WEST BACON CHEESEBURGER	November 23, 1999
2,036,684	L.A. MEX	February 11, 1997
2,036,677	L.A. MEX GRANDE FOOD!	February 11, 1997
2,036,588	L.A. MEX	February 11, 1997
1,956,292	CHECKERS BURGERS FRIES COLAS	February 13, 1996
1,964,791	HONEYGRILLED CHICKEN	March 26, 1996
1,970,942	MONSTER COMBO	April 30, 1996
1,952,628	BIG BUFORD	January 30, 1996
2,063,663	TWICE AS GOOD TWICE AS FAST	May 20, 1997
1,913,965	ONE TASTE AND YOU'RE OURS	August 22, 1995
1,841,056	RALLY'S HAS IT RIGHT	June 21, 1994
1,903,963	SMOKIN' SAUSAGE	July 4, 1995

1177846.3

TRADEMARK  
REEL: 002153 FRAME: 0153

2,324,673	SMOKIN' SAUSAGE	February 29, 2000
1,829,729	RALLY'S	April 5, 1994
1,829,728	RALLY'S	April 5, 1994
1,799,561	RALLYBURGER	October 19, 1993
1,782,889	CHECKERS	July 20 1993
1,750,671	DESIGN ONLY	February 2, 1993
1,799,768	DESIGN ONLY	October 19, 1993
1,838,887	The Spoken Term "CHING"	June 7, 1994
1,795,371	The Spoken Term "CHACHING"	September 28, 1993
1,735,052	RALLY'S	November 24, 1992
1,656,487	CHECKERS BURGERS-FRIES-COLAS	September 10, 1991
1,577,966	RALLY Q	January 16, 1990
1,362,660	RALLY'S HAMBURGERS	September 24, 1985

### TRADEMARK APPLICATIONS

<u>Serial No.</u>	<u>Trademark</u>	<u>Date of Filing</u>
75-838,286	HIGH PERFORMANCE HUMAN FUEL	November 2, 1999
75-838,284	CHEESE DOUBLE CHEESE	November 2, 1999
75-809,436	CHEESE DOUBLE CHEESE	October 30, 1999
75-667-937	FRESH. BECAUSE WE JUST MADE IT.	March 25, 1999

The Borrowers and Lender hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement, and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

CHECKERS DRIVE-IN RESTAURANTS, INC.

By     Theodore Abajin      
Its     CFO    

Acknowledged and Accepted:

TEXTRON FINANCIAL CORPORATION,  
a Delaware corporation

By     [Signature]      
Its     VP