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DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

TGI Friday's of Minnesota, Inc.

06/25/02

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: June 3, 2002

2. Name and address of receiving party(ies)

Name: Enclare, L.L.C.

Internal Address:

Street Address: 8325 Walnut Hill Lane, Suite 111

City: Dallas State: TX Zip: 75231

- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2532664; 2488679

Additional number(s) attached Yes No

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

Name: Jocelyn R. Dabeau

Thompson & Knight, LLP

Internal Address:

40.00 CH 25.00 CH

1700 Pacific Avenue

Street Address:

Suite 3300

Dallas Texas 75201 City: State: Zip:

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41): \$65.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

20-0821

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

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.

Jocelyn R. Dabeau

Name of Person Signing

Signature

June 25, 2002

Date

3

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

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

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020056.000008 dallas 1452673.1

TRADEMARK REEL: 002535 FRAME: 0641

ASSIGNMENT OF TRADEMARKS

WHEREAS TGI FRIDAY'S OF MINNESOTA, INC. (the "Assignor"), a Minnesota corporation located and doing business at 7540 LBJ Freeway, Suite 100, Dallas, Texas 75251, has adopted, used and is using and is the owner of the marks (the "Trademarks") as listed on Exhibit "A". The Trademarks are registered with the United States Patent and Trademark Office and the Secretary of State for the State of Texas.

WHEREAS Enclare, L.L.C. (the "Assignee"), a Texas limited liability company located and doing business at 8325 Walnut Hill Lane, Suite 111, Dallas, Texas 75231, Attention: Mr. Nick Natour, is desirous of acquiring the Trademarks and the registrations thereof.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Assignor does hereby assign to the Assignee all of its right, title and interest in and to the Trademarks, together with the good will of the business symbolized by the Trademarks, and the above identified registrations thereof.

This Assignment of Trademark is effective as of the 3 day of JUNE, 2002.

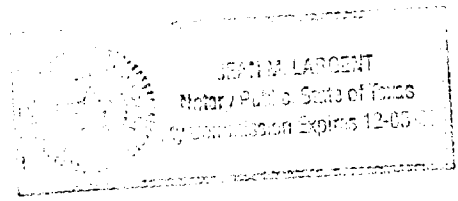
TGI FRIDAY'S OF MINNESOTA, INC.,
Assignor

By: [Signature]
Name: LESLIE SHARMAN
Title: VICE PRESIDENT

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

Before me, a notary public, on this day personally appeared LESLIE SHARMAN, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he/she executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of office this 3 day of JUNE, 2002.



[Signature]
Notary Public in and for
The State of Texas

EXHIBIT "A"

The Trademarks

Registered with the United States Patent and Trademark Office

<u>Mark</u>	<u>Class</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Registration No.</u>	<u>Registration Date</u>
Mignon Steak Frites Cocktails	42	75/749,578	July 13, 1999	2,532,664	January 22, 2002
Mignon Steak Frites Cocktails & Design	42	75/749,579	July 13, 1999	2,488,679	September 11, 2001

Registered with the Secretary of State for the State of Texas

<u>Mark</u>	<u>Class</u>	<u>Application No.</u>	<u>Filing Date</u>	<u>Registration No.</u>	<u>Registration Date</u>
Mignon	42	11713814	April 2001	60461	July 2, 2001