

Continuation
Item 9

APPENDIX A

TO TRADEMARK ASSIGNMENT

BLAKE'S TRADEMARKS AND SERVICE MARKS

<u>No.</u>	<u>TM/SM</u>	<u>Federal</u>	<u>Reg. No.</u>	<u>Expires</u>
1.	TM	Lotaburger	1,302,871	10/30/04
2.	TM	Drawing of man with left hand palm extended	1,286,190	7/17/04
3.	SM	Lotaburger	1,266,028	1/31/04
4.	TM	Stylized word "Blakes"	1,261,063	12/13/03
5.	SM	Stylized word "Blakes"	1,262,068	12/20/03

TRADEMARK ASSIGNMENT

WHEREAS Blake's Lotaburger, Inc., a New Mexico corporation ("Assignor"), has adopted, used and is using trademarks and service marks listed on Appendix A hereto which are registered in the United States Patent and Trademark Office (together, the "Trademarks");

WHEREAS Blake's Lotaburger, LLC, a Delaware limited liability company ("Assignee"), is desirous of acquiring said Trademarks and the registrations thereof;

WHEREAS Assignor and Assignee have entered into an Asset Purchase Agreement dated as of March 3, 2003, as amended by Amendment No. 1 to Asset Purchase Agreement dated April 28, 2003 (the "Purchase Agreement"). Pursuant to the Purchase Agreement, the Assignor has agreed to, among other things, sell to the Assignee, and Assignee has agreed to purchase from Assignor, substantially all of Assignor's assets, including, but not limited to, the Trademarks. All terms and conditions of the Purchase Agreement are incorporated by referenced herein.

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said Assignor does hereby assign into the said Assignee all of Assignor's 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.

[signature page follows]

IN WITNESS WHEREOF, the party hereto has caused this Trademark Assignment to be effective as of June 27, 2003.

BLAKE'S LOTABURGER, INC.,
a New Mexico corporation

By: *Tom L. Shamba*

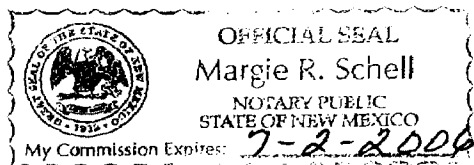
Title: President

Date: 6-27-03

State of New Mexico
County of Bernalillo

SS:

On this 27 day of June, ²⁰⁰⁸ before me appeared Ron C. Chanslor, the person who signed this instrument, who acknowledged that he/she signed it as a free act on his/her own behalf (or on behalf of the identified corporation or other juristic entity with authority to do so).



Margie R. Schell

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SCHEDULE 3.12

BLAKE'S TRADEMARKS AND SERVICE MARKS

No.	TM/SM	Federal	Cert. No.	Expires
1.	TM 10/30/04	Lotaburger	No. 1,302,871	
2.	TM	Drawing of man with left hand palm extended	No. 1286190	7/17/04
3.	SM	Lotaburger	No. 1266028	1/31/04
4.	TM	Stylized word "Blakes"	No. 1261063	12/13/03
5.	SM	Stylized word "Blakes"	No. 1262068	12/20/03

Subject to the Bartlesville, Enid, Tulsa, Oklahoma City, Ponca City, Memphis, Arkansas agreements described below:

1. Bartlesville, Oklahoma - Blake's Lotaburger, Inc. - Johnny D. Akers, Johnny P. Akers and Burger Baron, Inc. dated April 1996. Copy furnished to Purchaser.
2. Enid, Oklahoma - Blake's Lotaburger, Inc., Herbert Gene Akers and Lot-A-Burger of Enid, Inc. dated April 1996. Copy furnished to Purchaser.
3. Tulsa and Oklahoma City, Oklahoma - Blake's Lotaburger, Inc. and Leo R. Waller, Robert E. Waller, Sr. and Lot-A-Burger, Inc., an Oklahoma corporation dated April 1996. Copy furnished to purchaser.
4. Ponca City, Oklahoma - Blake's Lotaburger, Inc., Jimmy Paul Akers, Sr. and Jimmy Paul Akers, Jr., dated June 1996. Copy furnished to purchaser.
5. Memphis, Tennessee - Blake's Lotaburger, Inc., Leo R. Waller and Helen L. Spangler and Lot-A-Burger, Inc. Tennessee corporation dated April 1996. Copy furnished to purchaser.
6. Arkansas - Blake's Lotaburger, Inc. - Johnny D. Akers, Johnny P. Akers, Robert E. Waller, Sr. and Lot-A-Burger of Arkansas, Inc. dated April 1996. Copy furnished to purchaser.