

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Mongolian Management and Investment Company, L.L.C.		06/11/2004	Limited Liability Company: MICHIGAN
Mongolian Operating Company , L.L.C.		06/11/2004	Limited Liability Company: MICHIGAN
Mongolian Operating Company of Texas, GP, LLC		06/11/2004	Limited Liability Company: TEXAS

RECEIVING PARTY DATA	
Name:	GE Capital Franchise Finance Corporation
Street Address:	17207 N. Perimeter Drive
City:	Scottsdale
State/Country:	ARIZONA
Postal Code:	85255
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 8		
Property Type	Number	Word Mark
Registration Number:	1985482	BD'S MONGOLIAN BARBEQUE
Registration Number:	2011712	BD'S MONGOLIAN BARBEQUE
Registration Number:	2015481	BD'S MONGOLIAN BARBEQUE
Registration Number:	2020605	WE DO IT ON A GRILL
Registration Number:	2064907	BD'S
Registration Number:	2532010	BD'S MONGOLIAN BARBEQUE
Registration Number:	2714403	YOU RULE!
Serial Number:	78222981	BD'S STIR-FRY GRILL

CORRESPONDENCE DATA	
Fax Number:	(602)734-3750
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	

CH \$215.00 1985482

Phone: 602.262.5311
Email: TRADEMARKS@LRLAW.COM
Correspondent Name: Ian Douglas
Address Line 1: 40 N. Central Avenue
Address Line 2: Suite 1900
Address Line 4: Phoenix, ARIZONA 85004

ATTORNEY DOCKET NUMBER:

29842-153

NAME OF SUBMITTER:

Karen I. Wildman

Total Attachments: 4

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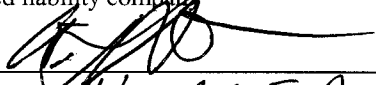
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**MEMORANDUM OF SECURITY INTEREST IN
TRADEMARKS AND REGISTRATIONS**

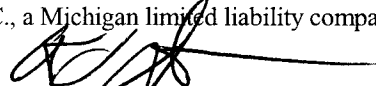
This Memorandum of Security Interest in Trademarks and Registrations evidences and confirms the following:

1. Mongolian Management and Investment Company, L.L.C., a Michigan limited liability company, Mongolian Operating Company, L.L.C., a Michigan limited liability company, and Mongolian Operating Company of Texas, L.P., a Texas limited partnership (collectively, the "Assignors"), for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by Assignor, pursuant to the Loan and Security Agreement dated June II, 2004, creates, grants and assigns to GE Capital Franchise Finance Corporation, a Delaware corporation ("Secured Party"), effective as of June II, 2004, a continuing security interest in all rights, title, and interest in the names and trademarks identified in Schedule I attached hereto, and the goodwill of the business symbolized by and associated with the trademarks and registrations.
2. This security interest pertains to Assignors' rights everywhere throughout the world.
3. Assignors have not granted any assignment, mortgage, license or other interest affecting their rights and/or the property herein conveyed to any third party. Assignors have the full right to enter into and convey the rights described in the Loan and Security Agreement and this Memorandum of Security Interest.

MONGOLIAN MANAGEMENT AND
INVESTMENT COMPANY, L.L.C., a Michigan
limited liability company

By: 
Name: WILLIAM T. DOWNS III
Its: MANAGER


MONGOLIAN OPERATING COMPANY,
L.L.C., a Michigan limited liability company

By: 
Name: WILLIAM T. DOWNS III
Its: MANAGER

MONGOLIAN OPERATING COMPANY OF TEXAS, L.P., a Texas limited partnership

By: MONGOLIAN OPERATING COMPANY OF TEXAS, GP, LLC, a Texas limited liability company, its General Partner

By: MONGOLIAN OPERATING COMPANY, L.L.C., a Michigan limited liability company, its Sole Member

By  _____
William T. Downs, III
Its Manager

STATE OF MICHIGAN)
) ss.
County of MACOMB)

The foregoing instrument was acknowledged before me on June 11, 2004, by WILLIAM T. DOWNS III, MANAGER of Mongolian Management and Investment Company, L.L.C., a Michigan limited liability company, on behalf of the limited liability company.

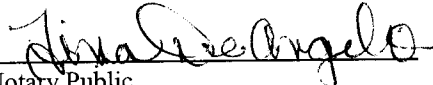

Notary Public

My Commission Expires:

TINA DeANGELO
Notary Public, Macomb County, MI
My Commission Expires Aug 8, 2005

STATE OF MICHIGAN)
) ss.
County of MACOMB)

The foregoing instrument was acknowledged before me on June 11, 2004, by WILLIAM T. DOWNS III, MANAGER of Mongolian Operating Company, L.L.C., a Michigan limited liability company, on behalf of the limited liability company.

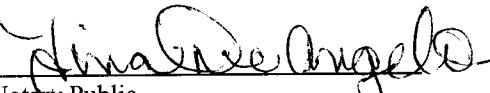

Notary Public

My Commission Expires:

~~TINA DeANGELO~~ Notary Public, Macomb County, MI
TINA DeANGELO Notary Public, Macomb County, MI
My Commission Expires Aug 8, 2005

STATE OF MICHIGAN)
) ss.
County of MACOMB)

The foregoing instrument was acknowledged before me on June 11, 2004, by William T. Downs, ~~Manager~~ ^{Manager} of Mongolian Operating Company, L.L.C., a Michigan limited liability company, Sole Member of Mongolian Operating Company of Texas, GP, LLC, a Texas limited partnership, General Partner of Mongolian Operating Company of Texas, L.P., a Texas limited partnership, on behalf of the limited partnership.


Notary Public

My Commission Expires:

~~TINA DeANGELO~~
TINA DeANGELO
Notary Public, Macomb County, MI
My Commission Expires Aug 8, 2005

SCHEDULE I

LIST OF TRADEMARK REGISTRATIONS

U.S. Registrations

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
BD'S MONGOLIAN BARBEQUE	1985482	July 9, 1996
BD'S MONGOLIAN BARBEQUE AND DESIGN	2011712	October 29, 1996 ¹
BD'S MONGOLIAN BARBEQUE AND DESIGN	2015481	November 12, 1996
WE DO IT ON A GRILL	2020605	December 3, 1996
BD'S	2064907	May 27, 1997
BD'S MONGOLIAN BARBEQUE AND DESIGN	2532010	January 22, 2002
YOU RULE!	2714403	May 6, 2003
<u>Mark</u>	<u>Registration No.</u>	<u>Filing Date</u>
BD'S STIR FRY GRILL (DESIGN)	78-222981	March 7, 2003

¹ To the extent, if any, that the listed trademark and registration are still in effect.