

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	SECURITY INTEREST
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Eateries, Inc.		09/21/2004	CORPORATION: OKLAHOMA

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: 5		
Property Type	Number	Word Mark
Serial Number:	76345574	PIGGY BACK RIBS
Registration Number:	1539694	GARFIELD'S
Registration Number:	1543014	CASEY GARFIELD'S
Registration Number:	2228957	FIRE STRINGS
Registration Number:	2649168	PIGGY BACK STACK

CORRESPONDENCE DATA	
Fax Number:	(602)734-3750
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	602.262.5311
Email:	TRADEMARKS@LRLAW.COM
Correspondent Name:	Bret A. Maidman
Address Line 1:	40 N. Central Avenue
Address Line 2:	Suite 1900
Address Line 4:	Phoenix, ARIZONA 85004

ATTORNEY DOCKET NUMBER:	29842-100 (GE)
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NAME OF SUBMITTER:	Karen I. Wildman
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CH \$140.00 76345574

Total Attachments: 2

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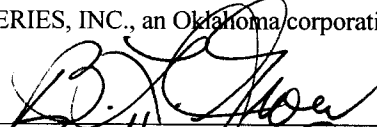
**AMENDED AND RESTATED MEMORANDUM OF SECURITY INTEREST IN  
TRADEMARKS AND REGISTRATIONS**

This Amended and Restated Memorandum of Security Interest in Trademarks and Registrations (this "Memorandum") amends and restates in its entirety the Memorandum of Security Interest dated as of September 13, 2004, executed by Eateries, Inc., an Oklahoma corporation (the "Assignor"), in favor of GE Capital Franchise Finance Corporation, a Delaware corporation ("Secured Party").

This Memorandum evidences and confirms the following:


1. Assignor, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by Assignor, pursuant to the Amended and Restated Loan and Security Agreement dated September 21, 2004 (the "Effective Date"), creates, grants and assigns to Secured Party, effective as of the Effective Date, 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 Assignor's rights everywhere throughout the world.
3. Assignor has not granted any assignment, mortgage, license or other interest affecting their rights and/or the property herein conveyed to any third party. Assignor has the full right to enter into and convey the rights described in the Loan and Security Agreement and this Memorandum of Security Interest.

EATERIES, INC., an Oklahoma corporation

By:   
Name: Bradley L. Grow  
Its: CFO

STATE OF OKLAHOMA )  
 ) ss.  
County of Oklahoma )

The foregoing instrument was acknowledged before me on September 20, 2004, by Bradley L. Grow, CFO of Eateries, Inc., an Oklahoma corporation, on behalf of the corporation.

  
Notary Public

My Commission Expires:

6/10/08



**SCHEDULE I**

**LIST OF TRADEMARK REGISTRATIONS**

<b><u>Mark</u></b>	<b><u>Registration No.</u></b>	<b><u>Registration Date</u></b>
GARFIELD'S	1,539,694	May 16, 1989
CASEY GARFIELD'S	1,543,014	June 6, 1989
FIRE STRINGS	2,228,957	March 2, 1999
PIGGY BACK STACK	2,649,168	November 12, 2002

<b><u>Mark</u></b>	<b><u>Serial No.</u></b>	<b><u>Filing Date</u></b>
PIGGY BACK RIBS	76/345,574	December 6, 2001