

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
McAlister's Corporation		08/01/2005	CORPORATION: MISSISSIPPI

RECEIVING PARTY DATA

Name:	Merrill Lynch Capital, a division of Merrill Lynch Business Financial Services, Inc., as Administrative Agent
Street Address:	222 N. LaSalle Street
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60601
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	2207158	MCALISTER'S GOURMET DELI
Registration Number:	2217201	MCALISTER'S GOURMET DELI
Registration Number:	2217403	MCALISTER'S
Registration Number:	2372468	MCALISTER'S DELI
Registration Number:	2335678	THE BIG NASTY
Registration Number:	2335679	JUSTASPUD
Registration Number:	2335772	MEMPHIAN
Registration Number:	2332674	DELTA DELIGHT
Registration Number:	1943439	MCALISTERS DELI
Registration Number:	2377151	THE BIG SPUDINSKI

CORRESPONDENCE DATA

Fax Number: (866)459-2899

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

CH \$265.00 2207158

Phone: 202-783-2700
Email: pagodoa@federalresearch.com
Correspondent Name: CBC Companies dba Federal Research
Address Line 1: 1030 Fifteenth Street, NW, Suite 920
Address Line 2: attn: Penelope J.A. Agodoa
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

NAME OF SUBMITTER:	Penelope J.A. Agodoa
Signature:	/pja/
Date:	08/08/2005

Total Attachments: 6
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Schedule 1 To Trademark Security Agreement

MARK	REGISTRATION NUMBER	REGISTRATION DATE	CLASS
MCALISTER'S GOURMET DELI	2,207,158	12/01/1998	42
MCALISTER'S GOURMET DELI (stylized)	2,217,201	01/12/1999	42
MCALISTER'S (stylized)	2,217,403	01/12/1999	42
MCALISTER'S DELI (stylized)	2,372,468	08/1/2000	42
THE BIG NASTY	2,335,678	03/28/2000	42
JUSTASPUD	2,335,679	03/28/2000	42
MEMPHIAN	2,335,772	03/28/2000	30
DELTA DELIGHT	2,332,674	03/21/2000	30
MCALISTER'S DELI	1,943,439	12/26/1995	42
THE BIG SPUDINSKI	2,377,151	8/15/2000	29

TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT (“**Agreement**”) made as of August 1, 2005 by **MCALISTER’S CORPORATION**, a Mississippi corporation (“**Grantor**”) in favor of **MERRILL LYNCH CAPITAL**, a division of Merrill Lynch Business Financial Services Inc., in its capacity as Agent for those certain financial institutions and lenders (“**Lenders**”) party to the Credit Agreement described below (“**Grantee**”):

W I T N E S S E T H

WHEREAS, pursuant to that certain Credit Agreement of even date herewith, (as the same may be amended, restated, supplemented or otherwise modified and in effect from time to time, the “**Credit Agreement**”) by and among Grantor, as Borrower, Grantee, and the Lenders from time to time party thereto, the Lenders have agreed, subject to the satisfaction of certain conditions precedent, to make Loans and other financial accommodations available to Grantor; and

WHEREAS, pursuant to the terms of a certain Borrower Security Agreement of even date herewith by Grantor and Grantee (as the same may be amended, restated, supplemented or otherwise modified from time to time, the “**Security Agreement**”), Grantor has granted to Grantee, for the benefit of Lenders, a security interest in substantially all of the assets of Grantor including, without limitation, all right, title and interest of Grantor in, to and under all now owned and hereafter acquired Trademarks (as defined in the Security Agreement), together with the goodwill of the business symbolized by Grantor’s Trademarks, and all products and proceeds thereof, to secure the payment of all amounts owing by Grantor under the Credit Agreement.

NOW, THEREFORE, in consideration of the premises set forth herein and for other good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, Grantor agrees as follows:

1. **Incorporation of Credit Agreement and Security Agreement.** The Credit Agreement and the Security Agreement and the terms and provisions thereof are hereby incorporated herein in their entirety by this reference thereto. All terms capitalized but not otherwise defined herein shall have the same meanings herein as in the Security Agreement.

2. **Grant and Reaffirmation of Grant of Security Interests.** To secure the payment and performance of the Obligations, Grantor hereby grants to Grantee, for its benefit and the benefit of the Lenders, and hereby reaffirms its prior grant pursuant to the Security Agreement of, a continuing security interest in Grantor's entire right, title and interest in and to the following (all of the following items or types of property being herein collectively referred to as the “**Trademark Collateral**”), whether now owned or existing or hereafter created, acquired or arising:

(i) each Trademark listed on Schedule 1 annexed hereto, together with any reissues, continuations or extensions thereof, and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark; and

(ii) all products and proceeds of the foregoing, including without limitation, any claim by Grantor against third parties for past, present or future:


(a) infringement or dilution of any Trademark, or (b) injury to the goodwill associated with any Trademark.

[Remainder of Page Intentionally Left Blank; Signature Page Follows]

IN WITNESS WHEREOF, Grantor has duly executed this Agreement as of the date first written above.

GRANTOR:

MCALISTER'S CORPORATION, a Mississippi corporation

By: 
Name: Philip Friedman
Title: President

Schedule 1 To Trademark Security Agreement

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