

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
Checkers Drive-In Restaurants, Inc.		06/20/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Guggenheim Corporate Funding, LLC
Street Address:	135 East 57th Street
Internal Address:	7th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10022
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 39

Property Type	Number	Word Mark
Serial Number:	73524564	RALLY'S HAMBURGERS
Serial Number:	73730071	RALLY Q
Serial Number:	74025804	CHAMP BURGER
Serial Number:	74034589	CHECKERS BURGERS-FRIES-COLAS
Serial Number:	74197709	RALLY'S
Serial Number:	74289649	
Serial Number:	73486282	CHECKERS CHAR GRILLED CHICKEN & RIBS
Serial Number:	74588831	MONSTER COMBO
Serial Number:	75728484	SMOKIN' SAUSAGE
Serial Number:	74312201	CHECKERS
Serial Number:	74247076	
Serial Number:	74285575	
Serial Number:	74362647	RALLYBURGER

OP \$990.00 73524564

Serial Number:	74247077	
Serial Number:	74427350	RALLY'S HAS IT RIGHT
Serial Number:	74575357	BIG BUFORD
Serial Number:	74649362	CHECKERS BURGERS FRIES COLAS
Serial Number:	74613596	HONEYGRILLED CHICKEN
Serial Number:	74703267	L.A. MEX
Serial Number:	74734379	L.A. MEX
Serial Number:	74733206	L.A. MEX GRANDE FOOD!
Serial Number:	75667937	FRESH. BECAUSE WE JUST MADE IT.
Serial Number:	75706947	CHECKER-Q
Serial Number:	75838284	CHEESE DOUBLE CHEESE
Serial Number:	76099937	RALLY'S BURGERS FRIES COLAS
Serial Number:	76099578	RALLY'S BURGERS FRIES COLAS
Serial Number:	76154511	CHECKERBURGER
Serial Number:	76154510	SCREAMIN' CHICKEN
Serial Number:	76154509	SCREAMIN' CHICKEN
Serial Number:	76163337	YOU GOTTA EAT
Serial Number:	76344085	MR. BIGSTUFF
Serial Number:	76362544	CHECKERS
Serial Number:	76364371	HONEYGRILLED CHICKEN
Serial Number:	76364281	UNBELIEVE A BURGERS
Serial Number:	76364282	UNBELIEVE-A-BURGERS
Serial Number:	76392563	SPOON BREAKER
Serial Number:	76501600	ATLAS
Serial Number:	78345325	DEEP SEA DOUBLE
Serial Number:	78755744	DOUBLE DRIVE DEALS

CORRESPONDENCE DATA

Fax Number: (202)293-6330
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (202) 956-7685
Email: CarrierR@sullcrom.com
Correspondent Name: Rita M. Carrier
Address Line 1: 1701 Pennsylvania Avenue, N.W.
Address Line 2: Sullivan & Cromwell LLP
Address Line 4: Washington, DISTRICT OF COLUMBIA 20006

NAME OF SUBMITTER:	Rita M. Carrier
Signature:	/Rita M. Carrier/
Date:	07/19/2006
Total Attachments: 9 source=Taxi_TM#page1.tif source=Taxi_TM#page2.tif source=Taxi_TM#page3.tif source=Taxi_TM#page4.tif source=Taxi_TM#page5.tif source=Taxi_TM#page6.tif source=Taxi_TM#page7.tif source=Taxi_TM#page8.tif source=Taxi_TM#page9.tif	

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

This GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (as amended, modified, restated and/or supplemented from time to time, the "Grant") dated as of June 20, 2006, is made by Checkers Drive-In Restaurants, Inc., a Delaware corporation with principal offices at 4300 West Cypress Street, Suite 600, Tampa, FL 33607 (the "Grantor") in favor of Guggenheim Corporate Funding, LLC, as Collateral Agent, with principal offices at 135 East 57th Street, 7th Floor, New York, NY 10022, (the "Grantee") for the benefit of the Secured Creditors. Capitalized terms used herein but not otherwise defined herein shall have the meanings set forth in the Security Agreement among the Grantor, the other Assignors from time to time party thereto and the Grantee, dated as of June 20, 2006 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement").

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor agrees as follows:

1. The Grantor hereby grants to Grantee, for the benefit of the Secured Creditors, which grant is and shall be deemed to be one and the same grant as the grant set forth in the Security Agreement, a continuing security interest in all of the Grantor's right, title and interest in, to and under the following: (i) the United States trademarks and service marks, and registrations and applications therefor, set forth on Schedule A attached hereto (provided, that no security interest shall be granted in United States intent-to-use trademark or service mark applications to the extent that, and solely during the period in which, the grant of a security interest therein would impair the validity or enforceability of such intent-to-use applications under applicable law), together with all common-law rights thereto and the goodwill of the businesses

symbolized thereby or associated therewith (the "Marks"), (ii) all rights in the Marks provided by international treaties or conventions, and all other rights associated therewith, (iii) all rights to sue, recover and retain damages, costs and fees for past, present and future infringement, dilution or other violation of or conflict with (including unfair competition regarding) any of the foregoing, and (iv) all Proceeds and products of the foregoing.

2. The Grantor authorizes and requests that the Commissioner for Trademarks and any other applicable government officer record this Grant.

3. This Grant may be executed in any number of counterparts and by the different parties hereto on separate counterparts, each of which when so executed and delivered shall be an original, but all of which shall together constitute one and the same instrument.

4. This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are more fully set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

5. This Grant shall be construed in accordance with and be governed by the laws of the State of New York.

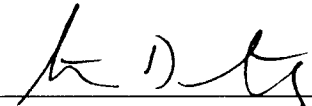
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IN WITNESS WHEREOF, the undersigned have executed this Grant as of
the 20th day of June, 2006.

CHECKERS DRIVE-IN RESTAURANTS,
INC., Grantor

By _____
Name:
Title:

GUGGENHEIM CORPORATE FUNDING,
LLC, as Collateral Agent and Grantee

By  _____
Name: **Stephen D. Sautel**
Title: **Managing Director**

IN WITNESS WHEREOF, the undersigned have executed this Grant as of
the 20th day of June, 2006.

CHECKERS DRIVE-IN RESTAURANTS,
INC., Grantor

By B. R. Doster
Name: Brian R. Doster
Title: Vice President, Corporate Counsel and Secretary

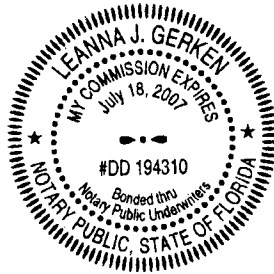
GUGGENHEIM CORPORATE FUNDING,
LLC, as Collateral Agent and Grantee

By _____
Name:
Title:

STATE OF FLORIDA)
) ss.:
COUNTY OF HILLSBOROUGH

On this 16 day of JUNE, 06, before me personally came Brian R. Doster who, being by me duly sworn, did state as follows: that [s]he is VP, Counsel of Checkers Drive-In Restaurants, Inc., that [s]he is authorized to execute the foregoing Grant on behalf of said Company and that [s]he did so by authority of the [Board of Directors] of said Company


Notary Public



Schedule A
to Grant in Security Interest in U.S. Trademarks
by Checkers Drive-In Restaurants, Inc. to Guggenheim Corporate Funding, LLC

MARK	REG. NO./ (APP. NO.)	REG. DATE/ (APP. DATE)	GOODS OR SERVICES	CLASS
Federally Registered Trademarks and Service Marks				
RALLY'S HAMBURGERS (and design)	1,362,660 (73/524,564)	9/24/85 (2/28/85)	Restaurant services.	42
RALLY Q	1,577,966 (73/730,071)	1/16/90 (5/23/88)	Barbecue sandwiches.	30
CHAMP BURGER	1,643,779 (74/025,804)	5/07/91 (2/2/90)	Hamburger sandwiches for consumption on or off the premises.	30
CHECKERS BURGERS- FRIES-COLAS (and design)	1,656,487 (74/034589)	9/10/91 (3/5/90)	Restaurant services.	42
RALLY'S	1,735,052 (74/197,709)	11/24/92 (8/22/91)	French-fried potatoes. Milk shakes and hamburger and chicken sandwiches. Drive-through quick service restaurant services.	29 30 42
Miscellaneous Design (Building Design)	1,750,671 (74/289,649)	2/2/93 (6/29/92)	Restaurant services.	42
CHECKERS CHAR GRILLED CHICKEN AND RIBS (and design)	1,376,585 (73/486,282)	12/24/85 (6/21/84)	Fast food services, namely carry-out food service, self service eat-in, and catering services.	42

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MONSTER COMBO	1,970,942 (74/588,831)	4/30/96 (10/21/94)	Meal consisting primarily of a cheeseburger sandwich with french fried potatoes and a soft drink.	30
SMOKIN'S SAUSAGE	2,324,673 (75/728,484)	2/23/00 (6/14/99)	Sausage sandwiches.	30
CHECKERS	1,782,889 (74/312,201)	7/20/93 (6/26/92)	Franchising services; namely, offering technical and business assistance in the establishment and operation of restaurants.	35
			Restaurant services featuring hamburgers, cheeseburgers, hot dogs, chicken and/or ribs.	42
Sensory Mark (Cha-Ching)	1,795,371 (74/247,076)	9/28/93 (10/30/91)	Restaurant services.	42
Miscellaneous Design (Checkers Man)	1,799,768 (74/285,575)	10/19/93 (6/17/92)	Restaurant services.	42
RALLYBURGER	1,799,561 (74/362,647)	10/19/93 (3/1/93)	Hamburger sandwiches.	30
Sensory Mark (Ching)	1,838,887 (74/247,077)	6/7/94 (10/30/91)	Restaurant services.	42
RALLY'S HAS IT RIGHT	1,841,056 (74/427,350)	6/21/94 (8/20/93)	Operation of drive-through quick service restaurants.	42
BIG BUFORD	1,952,628 (74/575,357)	1/30/96 (9/19/94)	Sandwiches.	30
CHECKERS BURGERS FRIES COLAS (and design in color)	1,956,292 (74,649,362)	2/13/96 (3/20/95)	Restaurant services.	42

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by Checkers Drive-In Restaurants, Inc. to Guggenheim Corporate Funding, LLC

HONEYGRILLED CHICKEN (Supplemental Register)	1,964,791 (74/613,596)	3/26/96 (12/21/94)	Chicken sandwiches.	30
L.A. MEX	2,036,588 (74/703,267)	2/11/97 (7/19/95)	Restaurant services.	42
L.A. MEX (and design in color)	2,036,684 (74/734,379)	2/11/97 (9/26/95)	Restaurant services.	42
L.A. MEX GRANDE FOOD! (and design in color)	2,036,677 (74/733,206)	2/11/97 (9/22/95)	Restaurant services.	42
FRESH. BECAUSE WE JUST MADE IT. (Supplemental Register)	2,381,966 (75/667,937)	8/29/00 (3/25/99)	Restaurant services.	42
CHECKER-Q	2,348,539 (75/706,947)	5/9/00 (5/13/99)	Barbecue sandwiches for consumption on or off the premises.	30
CHEESE DOUBLE CHEESE	2,513,306 (75/838,284)	11/27/01 (11/2/99)	Sandwiches, namely hamburger sandwiches, for consumption on or off the premises.	30
RALLY'S BURGERS FRIES COLAS (and design)	2,595,536 (76/099,937)	7/16/02 (7/31/00)	Restaurant services.	42
RALLY'S BURGERS FRIES COLAS (and design in color)	2,592,669 (76/099,578)	7/9/02 (7/31/00)	Restaurant services.	42
CHECKERBURGER	2,590,861 (76/154,511)	7/9/02 (10/26/00)	Hamburger sandwiches for consumption on or off the premises.	30
SCREAMIN' CHICKEN	2,555,406 (76/154,510)	4/2/02 (10/26/00)	Prepared chicken in the form of strips for consumption on or off the premises.	29
SCREAMIN' CHICKEN	2,664,166 (76/154,509)	12/17/02 (10/26/00)	Chicken sandwiches for consumption on or off the premises.	30

Schedule A
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YOU GOTTA EAT	2,921,900 (76/163,337)	2/1/05 (11/10/00)	Restaurant services.	42
MR. BIGSTUFF	2,754,059 (76/344,085)	8/19/03 (11/30/01)	Hamburger sandwiches for consumption on or off the premises.	30
CHECKERS	2,654,258 (76/362,544)	11/26/02 (1/24/02)	French fried potatoes; prepared chicken in the form of strips. Hamburger sandwiches; chicken sandwiches; hot dog sandwiches; barbecue sandwiches; milk shakes. Soft drinks.	29 30 32
HONEYGRILLED CHICKEN	2,876,044 (76/364,371)	8/24/04 (1/29/02)	Chicken sandwiches.	30
UNBELIEVE A BURGERS	2,731,425 (76/364,281)	7/1/03 (1/29/02)	Hamburger sandwiches.	30
UNBELIEVE-A-BURGERS	2,731,426 (76/364,282)	7/1/03 (1/29/02)	Hamburger sandwiches.	30
SPOON BREAKER	2,748,527 (76/392,563)	8/5/03 (4/9/02)	Frozen confections consisting primarily of frozen custard combined with one or more of the following ingredients, namely, candy, cookies, syrup, nuts and fruits.	30
ATLAS	2,819,298 (76/501/600)	3/2/04 (3/28/03)	Computer software for gathering and retrieving information on restaurant operations.	9
DEEP SEA DOUBLE	2,932,974 (78/345,325)	3/15/05 (12/24/03)	Prepared fish sandwiches for consumption on or off the premises.	30
DOUBLE DRIVE DEALS	(78/755,744)	(11/17/05)	Restaurant services.	43