

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/23/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Brinker International Holdings, L.P.		06/23/2008	LIMITED PARTNERSHIP:

RECEIVING PARTY DATA

Name:	Brinker International Payroll Company, L.P.
Street Address:	6820 LBJ Freeway
City:	Dallas
State/Country:	TEXAS
Postal Code:	75240
Entity Type:	LIMITED PARTNERSHIP:

PROPERTY NUMBERS Total: 229

Property Type	Number	Word Mark
Registration Number:	1104978	CHILI'S
Registration Number:	1271174	ON THE BORDER
Registration Number:	1308243	OLDTIMER
Registration Number:	1517309	SIERRA PLATTER
Registration Number:	2503331	USA BORDER CAFE
Registration Number:	1465971	CHILI'S
Registration Number:	1497223	NO PLACE ELSE IS CHILI'S HAMBURGER GRILL & BAR
Registration Number:	1658573	ROMANO'S MACARONI GRILL
Registration Number:	1651125	CHILI'S SOUTHWEST GRILL & BAR
Registration Number:	1668651	AWESOME BLOSSOM
Registration Number:	1680720	CHILI'S - LIKE NO PLACE ELSE
Registration Number:	1724412	BRINKER INTERNATIONAL
Registration Number:	1690466	BRINKER INTERNATIONAL

OP \$5740.00 1104978

Registration Number:	1754637	MAGGIANO'S LITTLE ITALY
Registration Number:	1716914	ROMANO'S MACARONI GRILL
Registration Number:	1731377	MONTEREY CHICKEN
Registration Number:	2134706	GUILTLESS GRILL
Registration Number:	1938966	WE COULD FEED THE WORLD
Registration Number:	1874034	CHICKEN CRISPERS
Registration Number:	1874162	
Registration Number:	1891511	ALL THE ITALIAN YOU NEED TO KNOW
Registration Number:	1989089	CHILI'S TOO
Registration Number:	1935079	BORDERITA
Registration Number:	1954702	ON THE BORDER MEXICAN CAFE
Registration Number:	1954703	ON THE BORDER MEXICAN CAFE
Registration Number:	1958841	WINGS OVER BUFFALO
Registration Number:	1958842	CADILLAC FAJITAS
Registration Number:	1958891	OTB ORIGINAL
Registration Number:	2044772	BIG MOUTH
Registration Number:	2918287	GUILTLESS CHILLS
Registration Number:	2070674	CHILI'S BAR & BITES
Registration Number:	2118807	
Registration Number:	2027131	ORIGINAL MELTDOWN
Registration Number:	2236373	BIG MOUTH BURGERS
Registration Number:	2079159	PEPPER PALS
Registration Number:	2125038	CORN DOGGY DOG
Registration Number:	2089133	LITTLE MOUTH BURGER
Registration Number:	2081391	LITTLE CHICKEN CRISPERS
Registration Number:	2093049	CHILIS TOO
Registration Number:	2156317	CHOCOLATE CHIP PARADISE PIE
Registration Number:	2342077	CHILI'S
Registration Number:	2688879	PRESIDENTE MARGARITA
Registration Number:	2688880	PRESIDENTE MARGARITA
Registration Number:	2221706	MAGGIANO'S
Registration Number:	2249559	PENNE RUSTICA
Registration Number:	2230924	CHEFS RUN OUR COMPANY. THAT EXPLAINS OUR FOOD.
Registration Number:	2240856	THE ULTIMATE FAJITA
Registration Number:	2451383	FOR A GREAT TASTE OF LIFE

Registration Number:	2229166	
Registration Number:	2240868	BORDER BUDDIES
Registration Number:	2285087	SOLANO STRIP STEAK
Registration Number:	2259566	BLUE PACIFIC MARGARITA
Registration Number:	2283072	MARGARITA MADNESS
Registration Number:	2240877	BIG MOUTH BURGERS
Registration Number:	2240879	BORDER BUDDIES
Registration Number:	2259587	MACARONI GRILL
Registration Number:	2257320	CHEESEOLI
Registration Number:	2526421	CHILI'S
Registration Number:	2518657	PRESIDENTE MARGARITA
Registration Number:	2518659	PRESIDENTE MARGARITA
Registration Number:	2503744	
Registration Number:	2529447	CHILI'S MARGARITA BAR
Registration Number:	2529448	CHILI'S MARGARITA BAR
Registration Number:	2558178	CALZONETTO
Registration Number:	2506151	ON THE BORDER MEXICAN GRILL & CANTINA
Registration Number:	2475854	GET IN. GET OUT. GET ON WITH YOUR LIFE.
Registration Number:	2482291	ON THE BORDER MEXICAN GRILL & CANTINA
Registration Number:	2482292	ON THE BORDER. OFF THE MAP.
Registration Number:	2634105	BIRRA FRESCA BF
Registration Number:	2539742	RUN BY CHEFS. THAT EXPLAINS OUR FOOD.
Registration Number:	2512260	RIGATONI "D"
Registration Number:	2563670	GUILTLESS GRILL
Registration Number:	2665837	LIKE NO PLACE ELSE
Registration Number:	2674259	
Registration Number:	2674260	S
Registration Number:	2878246	ON THE BORDER MEXICAN GRILL & CANTINA
Registration Number:	2891561	
Registration Number:	2860714	
Registration Number:	2680174	
Registration Number:	2604749	LIFE IS DELICIOUS
Registration Number:	2659114	
Registration Number:	2659122	CHEFS MAKE IT. YOU TAKE IT.
Registration Number:	2639505	S TO GO

Registration Number:	3344847	EAT & ENJOY REWARDS
Registration Number:	3402720	SHAKE, STIR & SWIRL
Registration Number:	3447597	CUCINA CONFIDENTIAL
Registration Number:	3375726	BECAUSE YOU CAN
Registration Number:	3377886	MAGGIANO'S LITTLE ITALY
Registration Number:	3377987	MORE OF EVERYTHING
Registration Number:	3381522	OTB MELTDOWN
Registration Number:	3378438	S PEPPER PALS
Registration Number:	3381627	A FRESH TRANSLATION OF ITALIAN.
Registration Number:	3378445	CHILI'S
Registration Number:	3381639	ROMANO'S MACARONI GRILL
Registration Number:	3435558	PEPPER IN SOME FUN
Registration Number:	2903870	
Registration Number:	2791473	MAKING LIFE DELICIOUS
Registration Number:	2820041	THE BIG BORDURRITO
Registration Number:	2940021	GUACAMOLE LIVE!
Registration Number:	2935101	EVERYTHING YOU LOVE ABOUT ITALIAN
Registration Number:	2997750	MACARONI GRILL
Registration Number:	3034807	SERVING THE WORLD A GREAT TASTE OF LIFE.
Registration Number:	3029107	STARTERS
Registration Number:	3250621	STARTERS
Registration Number:	3180159	MEXICAN WITH A TWIST
Registration Number:	3309271	THAT'S SO MACARONI
Registration Number:	3341577	QUESO LIVE!
Registration Number:	3362356	BORDER SMART
Registration Number:	3231876	MARGARITA SELECTS
Registration Number:	3181007	FAJITA GRILL
Registration Number:	3255476	
Registration Number:	3258094	
Registration Number:	3177186	CHILI'S
Registration Number:	3260524	CHILI'S
Registration Number:	3260526	CHILI'S
Registration Number:	3208479	S
Registration Number:	3208489	S
Registration Number:	3206132	SPICEALICIOUS

Registration Number:	3208712	S MARGARITA BAR
Registration Number:	3217582	
Registration Number:	3265202	ENJOYING LIFE ONE BITE AT A TIME
Registration Number:	2361927	STARTERS
Registration Number:	2340732	MEXICAN MAGIC MARGARITA
Registration Number:	2388630	ALL THE ITALIAN YOU NEED TO GO
Registration Number:	2354611	MUNCHIN MINI CORN DOGS
Registration Number:	2285086	FAJITA GRILL
Registration Number:	2268226	GET GRILLED!
Registration Number:	2270223	GET GRILLED!
Registration Number:	2183755	BORDER BRANDING IRONS
Registration Number:	2229934	IL CONSIGLIO CULINARIO
Registration Number:	2150571	DELIZIOSO FETTINE DI POMODORI PELATI
Registration Number:	2182964	IL PADRONE
Registration Number:	2089448	CHILI'S BAR & BITES
Registration Number:	2118037	CHEDDAR OLDTIMER
Registration Number:	2109235	OH TO BE LOW FAT
Registration Number:	2110817	OH TO BE LOW FAT
Registration Number:	2165266	STEAK PICO
Registration Number:	2156318	BANANARUMBA
Registration Number:	2165238	MOMBO COMBO
Registration Number:	2126770	NO BOLONEY MACARONI 'N CHEESE
Registration Number:	2069409	CADILLAC QUESADILLAS
Registration Number:	2071578	MELTDOWN FLOAT
Registration Number:	2069408	OH TO BE LEAN
Registration Number:	2119005	BLUE RIBBON SALAD
Registration Number:	2069407	OH TO BE LEAN
Registration Number:	2066893	CHILI'S GRILL & BAR GRILLS LIKE NO PLACE ELSE
Registration Number:	2460626	BORDER BLAST
Registration Number:	2054538	CHICKEN TIJUANA CAESAR
Registration Number:	2071240	GOBBLER DELUXE
Registration Number:	2020714	CHILI'S MELTDOWN
Registration Number:	2073315	HI & MIGHTY ICE CREAM PIE
Registration Number:	2067937	EVERYDAY FOODS DONE EXCEPTIONALLY WELL
Registration Number:	2028513	MATCHSTICK FRIES

TRADEMARK

REEL: 003802 FRAME: 0446

Registration Number:	2052060	MAGGIANO'S
Registration Number:	2062105	CHILI'S GRILLS LIKE NO PLACE ELSE
Registration Number:	2002524	RUSTY'S ROAD KNIGHT AMBER
Registration Number:	1986916	CHILIHEAD BREWERY
Registration Number:	2002520	RUSTY'S
Registration Number:	1958892	TAMAULIPAS TAMALES PIE
Registration Number:	1969813	BORDER BANDOLERAS
Registration Number:	1965473	CASTELLINA
Registration Number:	2018746	CASTELLINA OLIO EXTRA VERGINE DI OLIVA
Registration Number:	2022980	CASTELLINA EXTRA VIRGIN OLIVE OIL FIRSTGOLD PRESSED NATURALLY CHOLESTEROL FREE PRODUCT OF ITALY
Registration Number:	1973725	MACARONI GRILL
Registration Number:	2051368	SIERRA FLATBREAD
Registration Number:	1940304	COCONUT GROVE SHRIMP
Registration Number:	1958840	CLUCK WAGON CHICKEN
Registration Number:	1964102	AUNT B'S BLUE RIBBON SALAD
Registration Number:	1947783	CALIENTE CATFISH
Registration Number:	2014443	RUSTY'S ROAD KNIGHT AMBER
Registration Number:	1962457	CHILI'S TEXAS GRILL
Registration Number:	1913949	YOUR MOOD MAY CHANGE BUT YOUR RESTAURANT DOESN'T HAVE TO
Registration Number:	1915635	
Registration Number:	1844856	ON THE BORDER SOUTH TEXAS CAFE
Registration Number:	1820053	PILED HIGH YOGURT PIE
Registration Number:	1711966	DIZZY CHICKEN
Registration Number:	1690435	MACARONI GRILL
Registration Number:	1668650	ONION BLOSSOM
Registration Number:	1411778	BORDER STOP
Registration Number:	1314892	TERLINGUA PRIDE
Registration Number:	1308242	CHILI'S TRIP
Registration Number:	1314891	MUY MUCHO
Registration Number:	1308241	ROJO BURGER
Serial Number:	77126113	PLATINUM PLATE
Serial Number:	77164593	LET'S PLAY RESTAURANT
Serial Number:	77214783	THE POWER OF THE PORTFOLIO

Serial Number:	77322505	THE POWER OF WELCOME
Serial Number:	77322788	IT TAKES SO LITTLE TO CARE SO MUCH
Serial Number:	77365833	BOTTOMLESS EXPRESS
Serial Number:	77372155	ENDLESS ENCHILADAS
Serial Number:	77398012	RIGHT AND RIGHT ON TIME
Serial Number:	77464482	SERVING THE WORLD A GREAT TASTE OF LIFE THROUGH THE POWER OF WELCOME
Serial Number:	78802223	BORDER FAVORITE
Serial Number:	78312045	STARTERS
Serial Number:	75514571	STARTERS
Serial Number:	75512338	
Serial Number:	75502826	IL CONSIGLIO CULINARIO
Serial Number:	75501297	SERVING THE WORLD A GREAT TASTE OF LIFE
Serial Number:	75500611	RANCH HAND FILET
Serial Number:	75448745	BORDER STOP
Serial Number:	75328792	GET GRILLED!
Serial Number:	75328626	GET GRILLED!
Serial Number:	75202321	BIG MOUTH BURGERS
Serial Number:	75198948	FRONT RANGE GRILL
Serial Number:	75198942	MARGARITA GRILLED CHICKEN
Serial Number:	75198940	FIRE ROASTED SKEWERS
Serial Number:	75198939	TEQUILA-LIME SWORDFISH
Serial Number:	75198938	SKILLET POTATO CAKES
Serial Number:	75194306	SOLANO STRIP STEAK
Serial Number:	75152004	GUILTLESS GRILL
Serial Number:	75151688	WILDFIRE--WOODFIRED ROAST HOUSE
Serial Number:	75151687	MAGGIANO'S FESTA
Serial Number:	75151247	GUILTLESS GRILL
Serial Number:	75136095	GORILLA CHEESE SANDWICH
Serial Number:	75025896	BANDITO VEGETARIAN BURGER
Serial Number:	75025895	TEJAS CHICKEN SANDWICH
Serial Number:	75025894	PUBELO RICE
Serial Number:	75025877	CHILI'S - A ROADHOUSE GRILL & BAR
Serial Number:	74708798	REPEAT TREATS
Serial Number:	74672446	FREQUENT DINER

Serial Number:	74660756	OH TO BE LEAN
Serial Number:	74660754	OH TO BE LEAN
Serial Number:	74658479	DIET BY CHOCOLATE
Serial Number:	74657135	PASS THE CIAO
Serial Number:	74650955	SMELL - O - VISION
Serial Number:	74611954	SMELL-O-VISION
Serial Number:	74354464	MAMANACHOS
Serial Number:	74326661	CHILI'S
Serial Number:	74312175	MAUI RANCH

CORRESPONDENCE DATA

Fax Number: (214)953-1121

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

Phone: 2149531181

Email: sroberts@hitchcockever.com, docket@hitchcockever.com

Correspondent Name: Elisabeth A. Evert

Address Line 1: Hitchcock Evert LLP

Address Line 2: P O Box 131709

Address Line 4: Dallas, TEXAS 75313-1709

ATTORNEY DOCKET NUMBER:	BRNK-33848
NAME OF SUBMITTER:	Elisabeth A. Evert
Signature:	/Elisabeth A. Evert/
Date:	06/25/2008

Total Attachments: 3

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"BRINKER INTERNATIONAL HOLDINGS, L.P.", A DELAWARE LIMITED PARTNERSHIP,

WITH AND INTO "BRINKER INTERNATIONAL PAYROLL COMPANY, L.P." UNDER THE NAME OF "BRINKER INTERNATIONAL PAYROLL COMPANY, L.P.", A LIMITED PARTNERSHIP ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF JUNE, A.D. 2008, AT 4:49 O'CLOCK P.M.

2128128 8100M

080719700

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 6681158

DATE: 06-23-08

TRADEMARK
REEL: 003802 FRAME: 0450

**CERTIFICATE OF MERGER
OF
DOMESTIC LIMITED PARTNERSHIPS**

Pursuant to Title 6, Section 17-211 of the Delaware Limited Partnership Act, the undersigned limited partnership executed the following Certificate of Merger:

1. The name of the surviving limited partnership is Brinker International Payroll Company, L.P., a Delaware limited partnership, and the name of the limited partnership being merged into this surviving limited partnership is Brinker International Holdings, L.P., a Delaware limited partnership.
2. The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent limited partnerships.
3. The name of the surviving limited partnership is Brinker International Payroll Company, L.P.
4. The merger is to become effective on the date of filing of this Certificate of Merger.
5. The Agreement and Plan of Merger is on file at 6820 LBJ Freeway, Dallas, Texas 75240, the place of business of the surviving limited partnership.
6. A copy of the Agreement and Plan of Merger will be furnished by the surviving limited partnership on request, without cost, to any partner of the constituent limited partnership.

IN WITNESS WHEREOF, said limited partnership has caused this certificate to be signed by an authorized officer, the 23rd day of June, 2008.

BRINKER INTERNATIONAL PAYROLL
COMPANY, L.P., a Delaware limited partnership

By: BIPC Management, LLC
Its: General Partner

By:  _____

Name: Bryan D. McCroxy

Title: Vice President

#290023 v1 - Cert. Merger/BIH, LP/BIPCLP