

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Memorandum of Security Interest in Trademarks and Registrations

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Togo's Eateries, Inc.		06/06/2008	CORPORATION: CALIFORNIA
Togo's Franchised Eateries LLC		06/06/2008	LIMITED LIABILITY COMPANY: DELAWARE
Togo's Holdings, LLC		06/06/2008	LIMITED LIABILITY COMPANY: DELAWARE
Togo's Acquisition Corp.		06/06/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	General Electric Capital Corporation
Street Address:	8355 East Hartford Drive
Internal Address:	Suite 20-2000
City:	Scottsdale
State/Country:	ARIZONA
Postal Code:	85255
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	3032350	ENDLESS COMBINATIONS
Registration Number:	3352977	FUEL FOR YOUR FIRE
Registration Number:	2263286	TOGO'S
Registration Number:	2431672	TOGO'S
Registration Number:	3328525	TOGO'S
Registration Number:	3316277	TOGO'S
Registration Number:	1264395	TOGO'S
Registration Number:	2429998	TOGO'S GREAT SANDWICHES
Registration Number:	2429999	TOGO'S GREAT SANDWICHES

OP \$240.00 3032350

CORRESPONDENCE DATA

Fax Number: (402)346-1148
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 402-346-6000
Email: pamela.flint@kutakrock.com
Correspondent Name: Pamela Flint, Paralegal
Address Line 1: 1650 Farnam Street
Address Line 2: Kutak Rock LLP
Address Line 4: OMAHA, NEBRASKA 68102

ATTORNEY DOCKET NUMBER:	TOGO'S
NAME OF SUBMITTER:	Pamela S. Flint, Paralegal
Signature:	/Pamela S. Flint/
Date:	06/27/2008

Total Attachments: 3
source=Memo of Sec Int#page1.tif
source=Memo of Sec Int#page2.tif
source=Memo of Sec Int#page3.tif

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

This Memorandum of Security Interest in Trademarks and Registrations is made as of June 6, 2008 and evidences and confirms the following:

1. **TOGO'S EATERIES, INC.**, a California corporation, **TOGO'S FRANCHISED EATERIES LLC**, a Delaware limited liability company, **TOGO'S HOLDINGS, LLC**, a Delaware limited liability company and **TOGO'S ACQUISITION CORP.**, a Delaware corporation (collectively, the "*Grantor*"), for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by Grantor, pursuant to the Intellectual Property Security Agreement dated as of the date hereof, creates, grants and assigns to General Electric Capital Corporation, a Delaware corporation ("*Secured Party*"), effective as of the date hereof, 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 (the "*Security Agreement*").
2. This security interest pertains to Grantor's rights everywhere throughout the world.
3. Except as otherwise expressly permitted in the Loan Documents, Grantor has not granted any assignment, mortgage, license or other interest effecting their rights and/or the property herein conveyed to any third party. Grantor have the full right to enter into and convey the rights described in the Security Agreement.

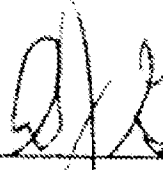
[SIGNATURE PAGE TO FOLLOW]

Contract No. 15314001
5/30/08


4843-7968-7106.4

**TRADEMARK
REEL: 003805 FRAME: 0228**


By: TOGO'S EATE
corporation, as Sole Men

By 
Printed Name: Anthony
Its: Chief E

TOGO'S HOLDINGS, L
liability company

By 
Printed Name: Anthony J. G
Its: Chief Execut

TOGO'S ACQUISITION
corporation

By 
Printed Name: Anthony J. Gi
Its: Chief Executi

4843-7988-7106.4

TOGO'S GREAT SANDWICHES & Design	United States	76/009,391	3/24/2000	2,429,998	2/
TOGO'S GREAT SANDWICHES & Design (in Color)	United States	76/009,393	3/24/2000	2,429,999	2/