

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Brinker International Payroll Company, L.P.		12/18/2008	LIMITED PARTNERSHIP: DELAWARE

RECEIVING PARTY DATA

Name:	Mac Acquisition IP LLC
Street Address:	6820 LBJ Freeway
City:	Dallas
State/Country:	TEXAS
Postal Code:	75240
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Registration Number:	3381627	A FRESH TRANSLATION OF ITALIAN.
Registration Number:	1891511	ALL THE ITALIAN YOU NEED TO KNOW
Registration Number:	2634105	BIRRA FRESCA BF
Registration Number:	2558178	CALZONETTO
Registration Number:	2257320	CHEESEOLI
Registration Number:	2659122	CHEFS MAKE IT. YOU TAKE IT.
Registration Number:	2230924	CHEFS RUN OUR COMPANY. THAT EXPLAINS OUR FOOD.
Registration Number:	2659114	
Registration Number:	3265202	ENJOYING LIFE ONE BITE AT A TIME
Registration Number:	2935101	EVERYTHING YOU LOVE ABOUT ITALIAN
Registration Number:	2604749	LIFE IS DELICIOUS
Registration Number:	2997750	MACARONI GRILL
Registration Number:	2259587	MACARONI GRILL
Registration Number:	2791473	MAKING LIFE DELICIOUS

CH \$515.00 3381627

Registration Number:	2249559	PENNE RUSTICA
Registration Number:	3381639	ROMANO'S MACARONI GRILL
Registration Number:	1658573	ROMANO'S MACARONI GRILL
Registration Number:	1716914	ROMANO'S MACARONI GRILL
Registration Number:	2539742	RUN BY CHEFS. THAT EXPLAINS OUR FOOD.
Registration Number:	3309271	THAT'S SO MACARONI

CORRESPONDENCE DATA

Fax Number: (312)660-0424
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 312-861-2000
Email: cccasey@kirkland.com, szablocki@kirkland.com, jlynn@kirkland.com
Correspondent Name: Kirkland & Ellis LLP
Address Line 1: 555 California Street
Address Line 2: c/o John Lynn
Address Line 4: San Francisco, CALIFORNIA 94104-1501

ATTORNEY DOCKET NUMBER:	23690-2
NAME OF SUBMITTER:	John Lynn
Signature:	/John Lynn/
Date:	02/09/2009

Total Attachments: 6
source=MAC GRILL TM ASSGN US#page1.tif
source=MAC GRILL TM ASSGN US#page3.tif
source=MAC GRILL TM ASSGN US#page5.tif
source=MAC GRILL TM ASSGN US#page7.tif
source=MAC GRILL TM ASSGN US#page9.tif
source=MAC GRILL TM ASSGN US#page11.tif

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this "Assignment") is made and entered into as of December 18, 2008 ("Effective Date") by and between **Brinker International Payroll Company, L.P.**, a Delaware corporation with its principal office at 6820 LBJ Freeway, Dallas, Texas 75240 ("Assignor"), and **Mac Acquisition IP LLC**, a Delaware limited liability company, with its principal office at 6820 LBJ Freeway, Dallas, Texas 75240 ("Assignee").

WHEREAS, Assignor and Mac Acquisition IP LLC are parties to that certain Asset Purchase Agreement dated August 17, 2008 (the "Agreement");

WHEREAS, pursuant to the Agreement, Assignor wishes to assign to Assignee, and Assignee wishes to acquire from Assignor, the trademarks and the United States trademark applications and registrations therefor set forth on Schedule A, (the "Marks"); and

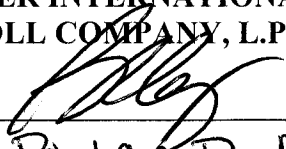
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, assigns, transfers and sets over to Assignee its entire right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, including, without limitation, any registrations and applications therefor, any renewals and extensions of the registrations, and all other corresponding rights that are or may be secured under the laws of the United States, now or hereafter in effect, for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment had not been made, together with all income, royalties or payments due or payable as of the Effective Date or thereafter, including, without limitation, all claims for damages by reason of past, present or future infringement or other unauthorized use of the Marks, with the right to sue for, and collect the same for Assignee's own use and enjoyment and for the use and enjoyment of its successors, assigns or other legal representatives.

Assignor hereby requests the Commissioner of Patents and Trademarks to record Assignee as the assignee and owner of the Marks.

* * * * *

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be executed by their duly authorized representatives as of the Effective Date.

**BRINKER INTERNATIONAL
PAYROLL COMPANY, L.P.**

By: 
Name: Bryant D. McCrory
Title: vice President

MAC ACQUISITION IP LLC

By: _____
Name: Joshua Olshansky
Title: President

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be executed by their duly authorized representatives as of the Effective Date.

**BRINKER INTERNATIONAL
PAYROLL COMPANY, L.P.**

By: _____

Name: _____

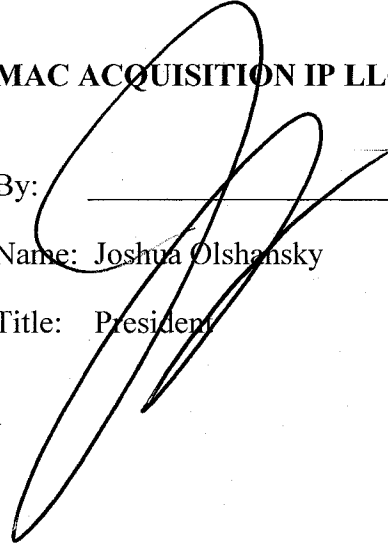
Title: _____

MAC ACQUISITION IP LLC

By: _____

Name: Joshua Olshansky

Title: President

A large, stylized handwritten signature in black ink, overlapping the signature line and extending upwards and to the right.

SCHEDULE A

U.S. TRADEMARK REGISTRATIONS

Mark	Registration Number	Registration Date
A FRESH TRANSLATION OF ITALIAN	3,381,627	12-Feb-08
ALL THE ITALIAN YOU NEED TO KNOW	1,891,511	25-Apr-95
BIRRA FRESCA AND DESIGN	2,634,105	15-Oct-02
CALZONETTO	2,558,178	9-Apr-02
CHEESEOLI	2,257,320	29-Jun-99
CHEFS MAKE IT. YOU TAKE IT.	2,659,122	10-Dec-02
CHEFS RUN OUR COMPANY. THAT EXPLAINS OUR FOOD.	2,230,924	9-Mar-99
Design (Chef Logo)	2,659,114	10-Dec-02
ENJOYING LIFE ONE BITE AT A TIME	3,265,202	17-Jul-07
EVERYTHING YOU LOVE ABOUT ITALIAN	2,935,101	22-Mar-05
LIFE IS DELICIOUS	2,604,749	6-Aug-02
MACARONI GRILL	2,997,750	20-Sep-05
MACARONI GRILL (Stylized)	2,259,587	6-Jul-99
MAKING LIFE DELICIOUS	2,791,473	9-Dec-03
PENNE RUSTICA	2,249,559	1-Jun-99
ROMANO'S MACARONI GRILL	3,381,639	12-Feb-08
ROMANO'S MACARONI GRILL	1,658,573	24-Sep-91
ROMANO'S MACARONI GRILL (Stylized)	1,716,914	15-Sep-92
RUN BY CHEFS. THAT EXPLAINS OUR FOOD.	2,539,742	19-Feb-02
THAT'S SO MACARONI	3,309,271	9-Oct-07
MACARONI GRILL (U.S. State registration, Colorado)	19921085213	31-Aug-92

STATE OF TEXAS

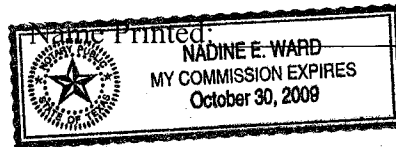
§
§
§

COUNTY OF DALLAS

Before me, the undersigned authority, on this 18th day of December, personally appeared Bryan D. McCordy known to me to be the person whose name is subscribed to the foregoing instruments and acknowledged to me that (he/she) is authorized to execute the same on behalf of Brinker International Payroll Company, L.P. and that (he/she) executed the same on behalf of Brinker International Payroll Company, L.P. for the purposes and consideration therein expressed.

Nadine E. Ward
Notary Public, State of Texas

My Commission Expires: 10-30-09



STATE OF Texas

§
§
§

COUNTY OF Dallas

Before me, the undersigned authority, on this 16th day of December,
personally appeared Joshua Olshansky known to me to be the person whose name is
subscribed to the foregoing instruments and acknowledged to me that (he/she) is authorized to
execute the same on behalf of Mac Acquisition IP LLC and that (he/she) executed the same on
behalf of Mac Acquisition IP LLC for the purposes and consideration therein expressed.

Cathy Moeller

Notary Public, State of Texas

Name Printed: Cathy Moeller



My Commission Expires: _____