

<b>TRADEMARK ASSIGNMENT</b>
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Electronic Version v1.1

Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
BRINKER INTERNATIONAL PAYROLL COMPANY, L.P.		06/30/2010	LIMITED PARTNERSHIP: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	OTB Acquisition LLC		
<b>Street Address:</b>	6820 LBJ Freeway		
<b>City:</b>	Dallas		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	75240		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 23</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3375726	BECAUSE YOU CAN	
<b>Registration Number:</b>	2240868	BORDER BUDDIES	
<b>Registration Number:</b>	2240879	BORDER BUDDIES	
<b>Registration Number:</b>	3362356	BORDER SMART	
<b>Registration Number:</b>	1935079	BORDERITA	
<b>Registration Number:</b>	3578852	ENDLESS ENCHILADAS	
<b>Registration Number:</b>	3181007	FAJITA GRILL	
<b>Registration Number:</b>	2940021	GUACAMOLE LIVE!	
<b>Registration Number:</b>	3231876	MARGARITA SELECTS	

Registration Number:	3180159	MEXICAN WITH A TWIST
Registration Number:	1271174	ON THE BORDER
Registration Number:	1954702	ON THE BORDER MEXICAN CAFE
Registration Number:	1954703	ON THE BORDER MEXICAN CAFE
Registration Number:	2506151	ON THE BORDER MEXICAN GRILL & CANTINA
Registration Number:	2878246	ON THE BORDER MEXICAN GRILL & CANTINA
Registration Number:	2482291	ON THE BORDER MEXICAN GRILL & CANTINA
Registration Number:	2482292	ON THE BORDER. OFF THE MAP.
Registration Number:	2027131	ORIGINAL MELTDOWN
Registration Number:	3381522	OTB MELTDOWN
Registration Number:	1958891	OTB ORIGINAL
Registration Number:	3341577	QUESO LIVE!
Registration Number:	2820041	THE BIG BORDURRITO
Registration Number:	2240856	THE ULTIMATE FAJITA

## CORRESPONDENCE DATA

Fax Number: (212)446-4900  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Email: susan.zablocki@kirkland.com  
 Correspondent Name: Susan Zablocki  
 Address Line 1: Kirkland & Ellis LLP  
 Address Line 2: 601 Lexington Avenue  
 Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER: 38310-411

NAME OF SUBMITTER: Susan Zablocki

Signature: /susan zablocki/

Date: 07/20/2010

## Total Attachments: 6

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 source=Tab 22 - Trademark Assignment (USA)#page5.tif

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**RECEIPT INFORMATION**

ETAS ID:	TM177717
Receipt Date:	07/20/2010
Fee Amount:	\$590

USPTO

7/21/2010 11:31:33 AM PAGE 3/004 Fax Server

O:SUSAN ZABLOCKI COMPANY:KIRKLAND &amp; ELLIS LLP

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
Stylesheet Version v1.107/20/2010  
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SUBMISSION TYPE:	NEW ASSIGNMENT																																															
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D:\SUSAN ZABLOCKI COMPANY:KIRKLAND &amp; ELLIS LLP

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Email: susan.zablocki@kirkland.com  
 Correspondent Name: Susan Zablocki  
 Address Line 1: Kirkland & Ellis LLP  
 Address Line 2: 601 Lexington Avenue  
 Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	38310-411
NAME OF SUBMITTER:	Susan Zablocki
Signature:	/susan zablocki/
Date:	07/20/2010

Total Attachments: 6  
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### TRADEMARK ASSIGNMENT

**THIS TRADEMARK ASSIGNMENT** (this "Assignment") is made and entered into as of June 30, 2010 ("Effective Date") by and between **Brinker International Payroll Company, L.P.**, a Delaware limited partnership whose general partner is BIPC Management, LLC, a Delaware limited liability company, with principal offices at 6820 LBJ Freeway, Dallas, Texas 75240 ("Assignor"), and **OTB Acquisition LLC**, a Delaware limited liability company, with its principal office at 6820 LBJ Freeway, Dallas, Texas 75240 ("Assignee").

**WHEREAS**, Assignor and Assignee are parties to that certain Restated Asset Purchase Agreement dated June 3, 2010 (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.

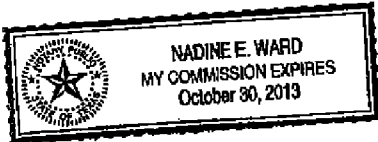
OTB ACQUISITION LLC

By: BIPC Management, LLC  
Its: General Partner  
By: [Signature]  
Name: Bryan D. McCrory  
Title: Vice President

By: \_\_\_\_\_  
Name: Joshua Olshansky  
Title: President

STATE OF TEXAS §  
COUNTY OF DALLAS §

Before me, the undersigned authority, on this 18th day of June, 2010, personally appeared Bryan D. McCrory known to me to be the person whose name is subscribed to the foregoing instruments and acknowledged to me that he is authorized to execute the same on behalf of BIPC Management, LLC, the General Partner of Brinker International Payroll Company, L.P., and that he executed the same on behalf of BIPC Management, LLC, as General Partner of Brinker International Payroll Company, L.P. for the purposes and consideration therein expressed.



[Signature]  
Notary Public, State of Texas  
Name Printed: Nadine E. Ward  
My Commission Expires: \_\_\_\_\_

STATE OF \_\_\_\_\_ §  
COUNTY OF \_\_\_\_\_ §

Before me, the undersigned authority, on this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, personally appeared \_\_\_\_\_ 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 OTB Acquisition LLC and that (he/she) executed the same on behalf of OTB Acquisition LLC for the purposes and consideration therein expressed.

\_\_\_\_\_  
Notary Public, State of \_\_\_\_\_  
Name Printed: \_\_\_\_\_

My Commission Expires: \_

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.**

**OTB ACQUISITION LLC**

By: BIPC Management, LLC  
Its: General Partner

By: 

By: \_\_\_\_\_

By: \_\_\_\_\_

Name: Bryan D. McCrory

Name: Joshua Olshansky

Title: Vice President

Title: President

STATE OF TEXAS           §  
  §  
COUNTY OF DALLAS       §

Before me, the undersigned authority, on this \_\_\_\_ day of \_\_\_\_\_, 2010, personally appeared Bryan D. McCrory known to me to be the person whose name is subscribed to the foregoing instruments and acknowledged to me that he is authorized to execute the same on behalf of BIPC Management, LLC, the General Partner of Brinker International Payroll Company, L.P., and that he executed the same on behalf of BIPC Management, LLC, as General Partner of Brinker International Payroll Company, L.P. for the purposes and consideration therein expressed.

\_\_\_\_\_  
Notary Public, State of Texas

Name Printed: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

STATE OF \_\_\_\_\_       §  
  §  
COUNTY OF \_\_\_\_\_   §

Before me, the undersigned authority, on this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, personally appeared \_\_\_\_\_ 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 OTB Acquisition LLC and that (he/she) executed the same on behalf of OTB Acquisition LLC for the purposes and consideration therein expressed.

\_\_\_\_\_  
Notary Public, State of \_\_\_\_\_

Name Printed: \_\_\_\_\_

My Commission Expires: \_

{US Trademark Assignment}



**ACKNOWLEDGEMENT**

STATE OF CALIFORNIA )  
 )ss.  
CITY AND COUNTY OF SAN FRANCISCO )

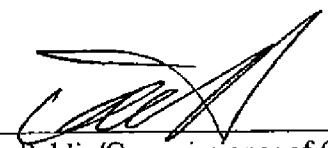
On this 17th day of June, 2010, before me, Valentina F. Marzorati, the undersigned Notary Public, personally appeared **JOSHUA OLSHANSKY**, who proved to me on the basis of satisfactory evidence, to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity(ies), and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under penalty of perjury under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.






(SEAL)



  
\_\_\_\_\_  
Notary Public/Commissioner of Oaths

My Commission Expires: February 14, 2013

## SCHEDULE A

U.S. TRADEMARK REGISTRATIONS

Jurisdiction	Mark	Application Ser. No./ Date	Registration No./Date
US	BECAUSE YOU CAN	77194059 5/31/2007	3375726 1/29/2008
US	BORDER BUDDIES	75514433 7/7/1998	2240868 4/20/1999
US	BORDER BUDDIES (& DESIGN) 	75520218 7/16/1998	2240879 4/20/1999
US	BORDER SMART	78802307 1/30/2006	3362356 1/1/2008
US	BORDERITA	74564069 8/22/1994	1935079 11/14/1995
US	ENDLESS ENCHILADAS	77372155 1/15/2008	3578852 2/24/2009
US	FAJITA GRILL (& Design) (2/06 version) 	78841586 3/20/2006	3181007 12/5/2006
US	GUACAMOLE LIVE!	78386304 3/17/2004	2940021 4/12/2005
US	MARGARITA SELECTS	78802373 1/30/2006	3231876 4/17/2007
US	MEXICAN WITH A TWIST	78723977 9/30/2005	3180159 12/5/2006
US	ON THE BORDER	73402761 11/15/1982	1271174 3/20/1984
US	ON THE BORDER MEXICAN CAFÉ	74628278 2/1/1995	1954702 2/6/1996
US	ON THE BORDER MEXICAN CAFÉ (& DESIGN) 	74628279 2/1/1995	1954703 2/6/1996
US	ON THE BORDER MEXICAN GRILL & CANTINA	76108094 8/8/2000	2506151 11/13/2001

Jurisdiction	Mark	Application Ser. No./ Date	Registration No./Date
US	ON THE BORDER MEXICAN GRILL & CANTINA (& DESIGN 2) 	76314282 9/19/2001	2878246 8/31/2004
US	ON THE BORDER MEXICAN GRILL & CANTINA (& DESIGN) 	76112165 8/18/2000	2482291 8/28/2001
US	ON THE BORDER. OFF THE MAP	76112174 8/18/2000	2482292 8/28/2001
US	ORIGINAL MELTDOWN	75054890 2/8/1996	2027131 12/31/1996
US	OTB MELTDOWN	77215970 6/26/2007	3381522 2/12/2008
US	OTB ORIGINAL	74660755 4/14/1995	1958891 2/27/1996
US	QUESO LIVE!	78793848 1/18/2006	3341577 11/20/2007
US	THE BIG BORDURRITO	78247715 5/9/2008	2820041 3/2/2004
US	THE ULTIMATE FAJITA	75500605 6/11/1993	2240856 4/20/1999