FORM PTO-1618A Expires 06/30/99 OMB 0651-0027 01-24-2000

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Name Rare Hospitality International, Inc.				
DBA/AKA/TA				
Composed of				
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Address (line 2) Building . 200				
Address (line 3) Atlanta	Georgia	30350		
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	Jay E. Sloman			
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TRADEMARK ASSIGNMENT

WHEREAS, WHIP POOLING CORPORATION, a corporation organized and existing under the laws of the State of Georgia, with its principal place of business at 8215 Roswell Road, Building 200, Atlanta, Georgia 30350, ("ASSIGNOR"), has adopted and used and is the owner of the trademarks and service marks listed in the schedule attached hereto as Schedule A and made a part hereof (hereinafter referred to as the "Marks"), in connection with ASSIGNOR's goods and services, and the goodwill associated therewith; and

WHEREAS, RARE HOSPITALITY INTERNATIONAL, INC., a Delaware corporation having its principal place of business at 8215 Roswell Road, Building 600, Atlanta, Georgia 30350 ("ASSIGNEE"), desires to acquire all right, title and interest in and to the Marks.

NOW, THEREFORE, ASSIGNOR does hereby assign and transfer unto ASSIGNEE, its successors, assigns, and legal representatives, all rights, title and interest in and to the Marks, including all registrations and applications for registration thereof, together with the goodwill of the business symbolized by the Marks, and including any and all claims for past infringement thereof, including all rights as opponents in any opposition or cancellation proceeding. ASSIGNOR further agrees to execute all documents necessary to perfect such rights, title, and interest in ASSIGNEE, its successors, assigns, and legal representatives.

IN WITNESS HEREOF, ASSIGNOR has caused this Trademark Assignment to be executed by a duly authorized corporate officer to be effective as of 12:01 a.m.,

December 27, 1999.

ASSIGNEE hereby consents to and accepts this Trademark Assignment and has caused it to be executed by a duly authorized corporate officer to be effective as of 12:01 a.m., December 27, 1999.

TRADEMARK REEL: 002010 FRAME: 0563

My Commission Expires:

- 2 -

Notary Public, Cobb County, GeorgiaMy Commission Expires Dec. 4, 2001

Name: Name:

RARE HOSPITALITY INTERNATIONAL,

Mark

Mark

Registration No. Territory

HEMENWAY'S SEAFOOD
GRILL & OYSTER BAR

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n/a

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GRIST MILL

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