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7/08/10 9:34:09
DK P BK 138 PG 562
DESOTO COUNTY, MS
W.E. DAVIS, CH CLERK

Notice of Assignment of Lease

Prepared by:

Jeffrey Hoban, Esq.
Brinker International, Inc.
6820 LBJ Freeway
Dallas, TX 75240
972-980-9917

Assignor:

Brinker Mississippi, Inc.
c/o Brinker International, Inc.
6820 LBJ Freeway
Dallas, TX 75240
972-980-9917

Assignee:

OTB Acquisition LLC
c/o Brinker International, Inc.
6820 LBJ Freeway
Dallas, TX 75240
972-980-9917

Return To:

First American Title Insurance Company
4780 I-55 North, Suite 400
Jackson, MS 39211
601-366-1222

Indexing Instructions:

Lot 7N, Final Plat of the Second Revision to Lot 7G of the Sixth Revision to Section "B",
Briargate Commercial Subdivision, Plat Book 96, Page 46.
Marginal Notation: Memorandum of Lease recorded in Book 114 Page 545

AFTER RECORDING, RETURN TO:

~~First American Title
Esplanade Commercial Center
2425 E. Camelback Rd., Ste 300
Phoenix, AZ 85016~~

~~NOA-44145~~

NOTICE OF ASSIGNMENT OF LEASE

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

This Notice of Assignment of Lease (the "Notice of Assignment") is entered into by and between Brinker Mississippi, Inc., a Delaware corporation ("Assignor") and OTB Acquisition LLC, a Delaware limited liability company ("Assignee") to be effective as of June 30, 2010 (the "Effective Date").

Donald E. Theriot and Orange Grove Utilities, Inc. (collectively, "Landlord") and Assignor, as tenant, are parties to that certain lease agreement dated May 9, 2006, as evidenced by that certain Memorandum of Lease dated May 9, 2006, by and between Grove Partners, LLC and Brinker Mississippi, Inc., recorded in the Real Property Records of DeSoto, Mississippi, in Book 114, Page 545, together with any amendments, modifications and assignments thereto (the "Lease Agreement"), under which Assignor currently operates an On The Border Mexican Grill & Cantina® restaurant at 6572 Airways Blvd., Southaven, MS, which is more particularly described on Exhibit "A" attached hereto and made a part hereof.

In connection with that certain Restated Asset Purchase Agreement dated June 3, 2010, between Brinker International, Inc. (Assignor's parent entity) and Assignee, as amended (the "Asset Purchase Agreement"), Assignee purchased certain On The Border Mexican Grill & Cantina® restaurants from Assignor, and the parties assigned the Lease Agreement in accordance with the terms of an assignment agreement between Assignor and Assignee (the "Assignment Agreement").

As of the Effective Date and as more particularly set forth in the Assignment Agreement, Assignor has assigned to Assignee all of Assignor's rights, duties, obligations, and liabilities under the Lease Agreement, Assignee has assumed all of Assignor's rights, duties, obligations, and liabilities under the Lease Agreement, Assignee has agreed to remain unconditionally obligated to, and bound by, all terms applicable to Assignor under the Lease Agreement, and Assignee has agreed to perform and observe all of the terms, conditions, restrictions, and covenants applicable to Assignor under the Lease Agreement arising on and after the Effective Date.

This Notice of Assignment is not intended to alter or supersede the Assignment Agreement, and in the event of any conflict between this Notice of Assignment and the Assignment Agreement, the provisions of the Assignment Agreement shall control.

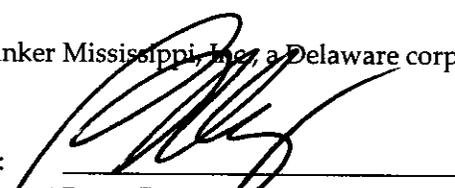
This Notice of Assignment may be signed in multiple counterparts with the same force and effect as if all required signatures were contained in a single, original instrument.

OTB#201 (Southaven)
K&E 16952540.2

IN WITNESS WHEREOF, the Assignor and Assignee have executed this Notice of Assignment to be effective as of the date set forth above.

Assignor:

Brinker Mississippi, Inc, a Delaware corporation

By: 

Name: Bryan D. McCrory

Title: Vice President

Assignee:

OTB Acquisition LLC
a Delaware limited liability company

By: _____

Name: Joshua Olshansky

Title: President and Chief Executive Officer

Assignor's Address: c/o Brinker International, Inc.
6820 LBJ Freeway
Dallas, Texas 75240
Attn: General Counsel (OTB#201)

Assignee's Address: OTB Acquisition LLC
6820 LBJ Freeway
Dallas, Texas 75240
Attn: CEO

Prepared By: Jeffrey Hoban, Esq.
Brinker International, Inc.
6820 LBJ Freeway
Dallas, TX 75240

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By: _____
Name: Bryan D. McCrory
Title: Vice President

Assignee:

OTB Acquisition LLC
a Delaware limited liability company

By: _____
Name: Joshua Olshansky
Title: President and Chief Executive Officer

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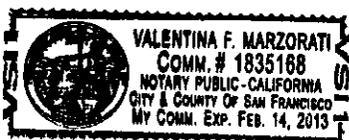
ACKNOWLEDGEMENT

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

On this 11th 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

EXHIBIT "A"

Legal Description

Land

Lot 7N of the Final Plat of the Second Revision to Lot 7G of the Sixth Revision to Section "B",
Briargate Commercial Subdivision recorded in Plat Book #96, Page 46.