

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Star Buffet, Inc.		02/29/2008	CORPORATION: DELAWARE
Star Buffet Management, Inc.		02/29/2008	CORPORATION: DELAWARE
Summit Family Restaurants, Inc.		02/29/2008	CORPORATION: DELAWARE
HTB Restaurants, Inc.		02/29/2008	CORPORATION: DELAWARE
Northstar Buffet, Inc.		02/29/2008	CORPORATION: DELAWARE
Starlite Holdings, Inc.		02/29/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Wells Fargo Bank N.A.
Street Address:	5938 Priestly Drive
Internal Address:	Suite 200
City:	Carlsbad
State/Country:	CALIFORNIA
Postal Code:	92008
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Serial Number:	72459973	CASA BONITA
Serial Number:	74101526	BUDDY FREDDYS
Serial Number:	73769779	BUDDY FREDDYS
Serial Number:	78547310	WHISTLE JUNCTION
Serial Number:	78355399	WHISTLE JUNCTION
Serial Number:	74722446	HOLIDAY HOUSE

CORRESPONDENCE DATA

Fax Number: (617)338-2880

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

900106088

**TRADEMARK
 REEL: 003774 FRAME: 0184**

CH \$165.00 72459973

Phone: 617-338-2943
Email: kherman@sandw.com
Correspondent Name: Kim Herman
Address Line 1: One Post Office Square
Address Line 2: Sullivan & Worcester LLP
Address Line 4: Boston, MASSACHUSETTS 02109

ATTORNEY DOCKET NUMBER:	21275.0007
NAME OF SUBMITTER:	Kim Herman
Signature:	/Kim Herman/
Date:	05/08/2008

Total Attachments: 4

source=Star Buffet et al to Wells Fargo - Notice of TM Sec Agr from the Amendment to the Credit Agreement #page1.tif
source=Star Buffet et al to Wells Fargo - Notice of TM Sec Agr from the Amendment to the Credit Agreement #page2.tif
source=Star Buffet et al to Wells Fargo - Notice of TM Sec Agr from the Amendment to the Credit Agreement #page3.tif
source=Star Buffet et al to Wells Fargo - Notice of TM Sec Agr from the Amendment to the Credit Agreement #page4.tif

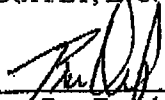
NOTICE OF TRADEMARK SECURITY AGREEMENT

This **NOTICE OF TRADEMARK SECURITY AGREEMENT** ("Notice") dated as of February 29, 2008 (the "Effective Date"), provides notice that STAR BUFFET, INC., STAR BUFFET MANAGEMENT, INC., SUMMIT FAMILY RESTAURANTS, INC., HTB RESTAURANTS, INC., NORTHSTAR BUFFET, INC., STARLITE HOLDINGS, INC., each a Delaware corporation (collectively, "Obligor"), has granted to WELLS FARGO BANK, N.A., a national banking association ("Lender"), a lien, security interest and non-exclusive license in and to all of Obligor's right, title, and interest in and to the TM Collateral (as defined below), to secure Obligor's payment of all its obligations to Lender.

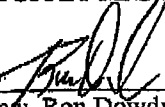
For purposes of this Memorandum: (i) "Trademarks" means all trademarks, trade names, corporate names, company names, business names, fictitious business names, trade styles, service marks, logos and other source or business identifiers, to the extent owned by the Obligor, now existing or hereafter adopted or acquired, all registrations and recordings thereof, and all applications in connection therewith, including, without limitation, registrations, recordings and applications in the United States Patent and Trademark Office or in any similar office or agency of the United States, any State thereof or any other country or any political subdivision thereof, including, without limitation, those described Schedule I hereto, and all reissues, extensions or renewals thereof; and (ii) "TM Collateral" means all registered and unregistered Trademarks of the Obligor and, where applicable, the federal registrations thereof, including, without limitation, the federal registrations listed on Schedule I attached hereto (the "Registered Trademarks"); the Obligor's rights under any licenses that the Obligor has granted, or will in the future grant, to any person or persons with respect to the Trademarks (the "Trademark Licenses"); all of the goodwill of the business connected with the use of, and symbolized by, each Trademark and Trademark License; all products and proceeds of each Trademark and Trademark License, including, without limitation, any claim by the Obligor against third parties for past, present or future infringement or dilution of any Trademark, including, without limitation, the Registered Trademarks, and any Trademark licensed under any Trademark License, or for injury to the goodwill associated with any Trademark or any Trademark licensed under any Trademark License; all causes of action, claims and warranties now or hereafter owned or acquired by such Obligor in respect of any of the items listed above; and all proceeds of any of the foregoing items.

IN WITNESS WHEREOF, the parties hereto have caused this Notice to be executed and delivered by their duly authorized officers as of the Effective Date set forth above.


STAR BUFFET, INC.

By: 
Name: Ron Dowdy
Title: Secretary and Treasurer


STAR BUFFET MANAGEMENT, INC.

By: 
Name: Ron Dowdy
Title: Secretary and Treasurer


SUMMIT FAMILY RESTAURANTS, INC.

By: 
Name: Ron Dowdy
Title: Secretary and Treasurer


HTB RESTAURANTS, INC.

By: 
Name: Ron Dowdy
Title: Secretary and Treasurer

NORTHSTAR BUFFET, INC.


By: 
Name: Ron Dowdy
Title: Secretary and Treasurer

STARLITE HOLDINGS, INC.

By: 
Name: Ron Dowdy
Title: Secretary and Treasurer

[SIGNATURE PAGE TO NOTICE OF TRADEMARK SECURITY AGREEMENT]

WELLS FARGO BANK, N.A.

By: 
Name: **Darcy McLaren**
Title: **Vice President**

{B0728115; 2}[SIGNATURE PAGE TO NOTICE OF TRADEMARK SECURITY AGREEMENT]

TRADEMARK
REEL: 003774 FRAME: 0188

Schedule 1

1. No. 72459973 (Casa Bonita)
2. Nos. 74101526 and 73769779 (Buddy Freddy's)
3. Nos. 78547310 and 78355399 (Whistle Junction)
4. No. 74722446 (Holiday House) (not currently active with United States Patent and Trademark Office)

{B0728115; 2}