

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 2

To

SCHEDULE TO

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934**

Brinker International, Inc.

(Name of Subject Company (issuer))

Brinker International, Inc. (Offeror and Issuer)

(Names of Filing Persons (identifying status as offeror, issuer or other person))

Common Stock, par value \$0.10 per share

(Title of Class of Securities)

10964110

(CUSIP Number of Class of Securities)

Roger F. Thomson

Executive Vice President, Chief Administrative Officer, General Counsel and Secretary

Brinker International, Inc.

6820 LBJ Freeway

Dallas, Texas 75240

(972) 980-9917

*(Name, address and telephone number of person authorized to
receive notices and communications on behalf of filing person)*

Copy to:

Robert S. Risoleo

Sullivan & Cromwell LLP

1701 Pennsylvania Avenue, NW

Washington, DC 20006

(202) 956-7500

CALCULATION OF FILING FEE*

Transaction Valuation*

Amount of Filing Fee**

\$450,000,000

\$48,150.00

* Calculated solely for purposes of determining the filing fee. This amount is based on the purchase of 11,250,000 shares of Common Stock at the maximum tender offer price of \$40.00 per share.

** The amount of the filing fee, calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals \$107.00 per million of the aggregate amount of cash offered by Brinker International, Inc.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$48,150.00
Form or Registration No.: Schedule TO-I

Filing Party: Brinker International, Inc.
Date Filed: August 29, 2006

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

INTRODUCTION

This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the "Commission") on August 29, 2006, as amended and supplemented by Amendment No. 1 thereto filed with the Commission on September 26, 2006 (the "Schedule TO"), by Brinker International, Inc., a Delaware corporation (the "Company"), relating to the offer by the Company to purchase for cash up to 11,250,000 shares of its common stock, \$0.10 par value per share, or such lesser number of shares as are properly tendered and not properly withdrawn, at a price per share not greater than \$40.00 nor less than \$35.25, net to the seller in cash, without interest, on the terms and subject to the conditions set forth in the Offer to Purchase, dated August 29, 2006, as amended and supplemented by the Supplement to the Offer to Purchase, dated September 27, 2006, and the related Amended Letter of Transmittal, which, together with any amendments or supplements from time to time thereto, collectively constitute the "Offer." A copy of the Offer to Purchase was previously filed with the Schedule TO as Exhibit (a)(1)(A). Copies of the Supplement to the Offer to Purchase and the related Amended Letter of Transmittal are being filed herewith as Exhibits (a)(1)(K) and (a)(1)(L), respectively.

The information in the Offer, including all schedules and annexes thereto, which were previously filed with the Schedule TO, is hereby expressly incorporated by reference into this Amendment, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Item 1. Summary term sheet.

The information set forth in the Supplement to the Offer to Purchase under "Summary Term Sheet" is incorporated herein by reference.

Item 10. Financial statements.

The information set forth in the Supplement to the Offer to Purchase under "Selected Historical and Pro Forma Net Income Per Share Data" is incorporated herein by reference.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibits, each of which is filed herewith:

- | | |
|-----------|---|
| (a)(1)(K) | Supplement to the Offer to Purchase, dated September 27, 2006 |
| (a)(1)(L) | Amended Letter of Transmittal |
| (a)(1)(M) | Amended Notice of Guaranteed Delivery |
| (a)(1)(N) | Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated September 27, 2006 |
| (a)(1)(O) | Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated September 27, 2006 |
| (a)(1)(P) | Supplemental Letter to Participants in the Brinker International 401(k) Savings Plan |

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 2 is true, complete and correct.

Brinker International, Inc.

By: /s/ Roger F. Thomson
Name: Roger F. Thomson
Title: Executive Vice President, Chief Administrative Officer,
General Counsel and Secretary

Date: September 27, 2006



BRINKER INTERNATIONAL.

Supplement to the Offer to Purchase dated August 29, 2006

Brinker International, Inc. Has Decreased the Number of Shares It Is Offering to Purchase to Up to 11,250,000 Shares of its Common Stock and Has Increased the Purchase Price to Not Greater Than \$40.00 Nor Less Than \$35.25 Per Share

THE TENDER OFFER, PRORATION PERIOD AND WITHDRAWAL RIGHTS HAVE BEEN EXTENDED AND WILL NOW EXPIRE AT 12:00 MIDNIGHT, EASTERN TIME, ON WEDNESDAY, OCTOBER 11, 2006, UNLESS THE TENDER OFFER IS FURTHER EXTENDED.

On August 29, 2006, Brinker International, Inc., a Delaware corporation (“Brinker,” the “Company,” “we” or “us”), distributed documentation relating to the Company’s offer to purchase for cash up to 11,688,311 shares of its common stock, \$0.10 par value per share (the “Common Stock”), at a price not greater than \$38.50 nor less than \$35.25 per share, net to the seller in cash, less any applicable withholding taxes and without interest, upon the terms and subject to the conditions described in the Offer to Purchase, dated August 29, 2006 (the “Original Offer to Purchase”), and the related Letter of Transmittal. By this Supplement to the Offer to Purchase, dated September 27, 2006 (the “Supplement,” and together with the Original Offer to Purchase, the “Offer to Purchase”), and the related amended Letter of Transmittal (the “Amended Letter of Transmittal”), we are amending and supplementing the Original Offer to Purchase. The Offer to Purchase and the Amended Letter of Transmittal, each as may be further amended or supplemented from time to time, together constitute the tender offer (the “Tender Offer”). The Tender Offer was originally scheduled to expire at 12:00 Midnight, Eastern Time, on September 26, 2006. **We have extended the expiration of the Tender Offer to 12:00 Midnight, Eastern Time, on Wednesday, October 11, 2006. We have also decreased the number of shares we are offering to purchase to up to 11,250,000 shares of Common Stock and increased the purchase price at which shareholders may tender their shares to a price not greater than \$40.00 nor less than \$35.25 per share, net to the seller in cash, less any applicable withholding taxes and without interest.**

SHAREHOLDERS WHO HAVE PREVIOUSLY TENDERED SHARES PURSUANT TO THE ORIGINAL OFFER TO PURCHASE AND WHO CHECKED THE BOX ENTITLED “SHARES TENDERED AT PRICE DETERMINED IN THE TENDER OFFER” IN THE RELATED LETTER OF TRANSMITTAL OR ON THE INSTRUCTION FORM PROVIDED TO THEM BY BROKERS, DEALERS, COMMERCIAL BANKS, TRUST COMPANIES AND OTHER NOMINEES, AND WHO DO NOT WISH TO CHANGE THAT DIRECTION, DO NOT NEED TO TAKE ANY FURTHER ACTION IN RESPONSE TO THIS SUPPLEMENT. IN ADDITION, PARTICIPANTS IN OUR 401(K) PLAN THAT HAVE PREVIOUSLY TENDERED SHARES AND WHO SPECIFIED ON THE DIRECTION FORM PROVIDED TO THEM THAT THEY ARE WILLING TO ACCEPT THE PRICE DETERMINED BY US IN THE TENDER OFFER, AND WHO DO NOT WISH TO CHANGE THAT DIRECTION, DO NOT NEED TO TAKE ANY FURTHER ACTION IN RESPONSE TO THIS SUPPLEMENT.

ALL OTHER PREVIOUS TENDERS OF SHARES BY SHAREHOLDERS ARE INVALID. SHAREHOLDERS THAT DO NOT MEET ONE OF THE LIMITED EXCEPTIONS DESCRIBED IN THE PRECEDING PARAGRAPH AND THAT WISH TO PARTICIPATE IN THE TENDER OFFER SHOULD TREAT THIS EXTENSION AS A NEW TENDER OFFER, WHETHER OR NOT THEY WISH TO MAKE ANY CHANGE IN THEIR PREVIOUS INSTRUCTIONS, AND SHOULD TENDER THEIR SHARES BY COMPLYING WITH THE PROCEDURES DESCRIBED IN THE OFFER TO PURCHASE.

The shares are listed and traded on the New York Stock Exchange (“NYSE”) under the symbol “EAT”. On September 25, 2006, the last full trading day before the Tender Offer was extended, the reported closing price of the shares on NYSE was \$40.99 per share. **We urge you to obtain current market quotations for the shares before deciding whether and at what purchase price or purchase prices to tender your shares.** See Section 8 of the Offer to Purchase.

Questions and requests for assistance may be directed to D.F. King & Co., Inc. (the “Information Agent”), or to Goldman, Sachs & Co. or Banc of America Securities LLC (the “Dealer Managers”), at their respective addresses and telephone numbers set forth on the back cover of this Supplement.

The Lead Dealer Manager for the Tender Offer is:

Goldman, Sachs & Co.

The Co-Dealer Manager for the Tender Offer is:

Banc of America Securities LLC

September 27, 2006

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of this transaction or passed upon the merits or fairness of such transaction or passed upon the adequacy or accuracy of the information contained in the Offer to Purchase. Any representation to the contrary is a criminal offense.

SUMMARY TERM SHEET

The Summary Term Sheet in the Original Offer to Purchase is hereby amended and supplemented by adding the following:

What will be the purchase price for the shares and what will be the form of payment?

We are conducting the Tender Offer through a procedure commonly called a modified “Dutch Auction.”

This procedure allows you to select the price within a price range specified by us at which you are willing to sell your shares. The lowest price that may be specified is \$35.25. The prices that may be specified increase in increments of \$0.25 up to \$40.00 and the highest price that may be specified is \$40.00.

The price range for the Tender Offer is \$35.25 to \$40.00 per share. After the Tender Offer expires, we will look at the prices chosen by shareholders for all of the shares properly tendered and not properly withdrawn. We will then select the lowest purchase price that will allow us to buy 11,250,000 shares. If fewer than 11,250,000 shares are properly tendered and not properly withdrawn, we will select the lowest price that will allow us to buy all the shares that are properly tendered and not properly withdrawn.

All shares we purchase will be purchased at the same price, even if you have selected a lower price, but we will not purchase any shares above the purchase price determined in the Tender Offer.

If you wish to maximize the chance that your shares will be purchased, you should check the box in the section of the Amended Letter of Transmittal captioned “Shares Tendered at Price Determined in the Tender Offer” indicating that you will accept the purchase price we determine. If you agree to accept the purchase price determined in the Tender Offer, your shares will be deemed to be tendered at the minimum price of \$35.25 per share. You should understand that this election may lower the purchase price paid for all purchased shares in the Tender Offer and could result in your shares being purchased at the minimum price of \$35.25 per share.

If your shares are purchased in the Tender Offer, we will pay you the purchase price in cash, less any applicable withholding taxes and without interest, promptly after the Tender Offer expires. See Sections 1 and 5 of the Offer to Purchase. Under no circumstances will we pay interest on the purchase price, even if there is a delay in making payment.

How many shares is the Company offering to purchase in the Tender Offer?

We are offering to purchase up to 11,250,000 shares of our Common Stock, \$0.10 par value per share. The 11,250,000 shares represent approximately 13.6% of our issued and outstanding Common Stock as of August 17, 2006. See Section 1 of the Offer to Purchase. If fewer than 11,250,000 shares are properly tendered and not properly withdrawn, we will purchase all shares that are properly tendered and not properly withdrawn. If more than 11,250,000 shares are properly tendered and not properly withdrawn, we will purchase all shares tendered at or below the purchase price on a pro rata basis, except for “odd lots” (lots of less than 100 shares), which we will purchase on a priority basis, and except for each conditional tender whose condition was not met, which we will not purchase (except as described in Section 6 of the Offer to Purchase).

The Tender Offer is not conditioned on any minimum number of shares being tendered, but is subject to certain other conditions. See Section 7 of the Offer to Purchase.

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Can the Tender Offer be further extended, amended or terminated, and under what circumstances?

We can further extend or amend the Tender Offer in our sole discretion. If we further extend the Tender Offer, we will delay the acceptance of any shares that have been tendered. We can terminate the Tender Offer under certain circumstances. See Section 7 and Section 15 of the Offer to Purchase.

How will I be notified the Tender Offer is further extended or if the terms of the Tender Offer are further amended?

We will issue a press release no later than 9:00 a.m., Eastern Time, on the business day after the previously scheduled Expiration Time if we decide to further extend the Tender Offer. We will announce any further amendment to the Tender Offer by making a public announcement of the amendment. See Section 15 of the Offer to Purchase.

If I previously tendered my shares using the Letter of Transmittal distributed with the Original Offer to Purchase, is my tender still effective?

Perhaps. Shareholders who have previously tendered shares and indicated that they would accept the final price determined by the Company in the Tender Offer, and who do not wish to change that direction, do not need to take any action in response to the extension unless they wish to withdraw their shares. All other previous tenders of shares by shareholders are invalid. Such shareholders who wish to participate in the Tender Offer should treat this extension as a new Tender Offer, whether or not they wish to make any change in their previous instructions, and should tender their shares by complying with the procedures described in the Offer to Purchase.

Do I need to submit a notice of withdrawal for shares I previously tendered pursuant to the Original Offer to Purchase if such tender is no longer effective?

No. Subject to the limited exceptions (for example, shareholders who previously tendered at the price to be determined by the Company in the Tender Offer) set forth in this Supplement, previous tenders of shares are no longer valid, and a notice of withdrawal is therefore not required.

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1. General Amendments

All references to the purchase price in the Original Offer to Purchase shall now mean a price of not greater than \$40.00 per share nor less than \$35.25 per share, net to the seller in cash, less any applicable withholding taxes and without interest. All references to the maximum purchase price in the Tender Offer shall now mean a maximum price of \$40.00 per share. All references to the number of shares of Common Stock we are offering to purchase in the Tender Offer shall now mean up to 11,250,000 shares of Common Stock.

All references in the Original Offer to Purchase to the "Expiration Time" and "Expiration Date" shall now mean 12:00 Midnight, Eastern Time, on Wednesday, October 11, 2006, unless the Tender Offer is further extended.

2. Selected Historical and Pro Forma Net Income Per Share Data

The following table shows (1) selected historical net income per share data about the Company for the fiscal year and quarter ended June 28, 2006, and (2) selected pro forma net income per share data for the same periods, assuming (a) at the low end of the range of the pro forma net income per share, the purchase of 11,250,000 shares in the Tender Offer, at the purchase price of \$40.00 per share (the maximum price), for an aggregate purchase price of \$450.0 million, (b) at the high end of the range of the pro forma net income per share, the purchase of 11,250,000 shares in the Tender Offer, at the purchase price of \$35.25 per share (the minimum price), for an aggregate purchase price of \$396.6 million, (c) the payment of the related fees and expenses of the Tender Offer of \$2.5 million and (d) the financing for the Tender Offer using the proceeds from approximately \$450.0 million of borrowings at the purchase price of \$40.00 per share or \$396.6 million in borrowings at the purchase price of \$35.25 per share, as if each were completed at the beginning of each period presented.

The pro forma net income per share data is based on our historical financial information for the fiscal year and quarter ended June 28, 2006, and assumes that the Company would have used \$450.0 million of proceeds at the purchase price of \$40.00 or \$396.6 million of proceeds at the purchase price of \$35.25 from bank borrowings to finance the Tender Offer and for the related impact on interest expense. The impact on interest expense used in preparing the pro forma net income per share data was based on the terms of the Company's Bridge Loan facility and revolving credit facility and interest rates available to the Company during the periods presented.

The pro forma financial information is intended for informational purposes only and does not purport to be indicative of the results that would actually have been obtained if the Tender Offer had been completed at the dates indicated or that may be obtained at any date in the future. The following selected historical net income per share data has been derived from our historical financial statements included in our annual report on Form 10-K for the fiscal year ended June 28, 2006 which has been filed with the SEC, and should be read in conjunction with those financial statements.

Net Income Per Share Data (In thousands, except per share amounts)	<u>Actual</u>	<u>Pro Forma Range</u>
Year ended June 28, 2006		
Basic net income per share from continuing operations	\$ 2.49	\$ 2.69 - 2.71(a)
Diluted net income per share from continuing operations	\$ 2.45	\$ 2.63 - 2.66(a)
Basic weighted average shares outstanding	85,844	74,594(b)
Diluted weighted average shares outstanding	87,289	76,039(b)
Quarter ended June 28, 2006		
Basic net income per share from continuing operations	\$ 0.87	\$ 0.95(a)
Diluted net income per share from continuing operations	\$ 0.85	\$ 0.93 - 0.94(a)
Basic weighted average shares outstanding	84,347	73,097(b)
Diluted weighted average shares outstanding	85,568	74,318(b)

Notes to Selected Pro Forma Income Per Share Data

(a) The additional interest expense used in calculating the pro forma net income per share range for the periods presented was based on \$450.0 million in new borrowings at the purchase price of \$40.00 per share or \$396.6 million in new borrowings at the purchase price of \$35.25 per share using the interest rates in effect for each of the periods presented based on the terms of the Bridge Loan facility and our revolving credit facility. The interest rates for both the Bridge Loan facility and the revolving credit facility are based on one month LIBOR plus 0.55% and 0.50%, respectively. The average rate for the fiscal year and quarter ended June 28, 2006 was 4.84% and 5.55%, respectively. The rates used in this calculation do not represent the Company's cost for long-term financing. The Bridge Loan facility is a 364 day facility and will have to be refinanced at a later date. The Company has indicated that it will attempt to secure long-term financing on all or a portion of the outstanding debt that arises from this transaction.

The tax benefit on the additional interest expense used in calculating the pro forma net income per share range for the periods presented was based on a combined statutory tax rate of 37.6%.

The impact of these items on net income from continuing operations during the periods presented are as follows (in thousands):

	\$40.00 price per share		\$35.25 price per share	
	Year ended 6/28/06	Quarter ended 6/28/06	Year ended 6/28/06	Quarter ended 6/28/06
Actual income from continuing operations	\$ 213,950	\$ 73,007	\$ 213,950	\$ 73,007
Pro forma adjustments related to interest, net of tax benefit	(13,591)	(3,896)	(11,977)	(3,433)
Pro forma income from continuing operations	<u>\$ 200,359</u>	<u>\$ 69,111</u>	<u>\$ 201,973</u>	<u>\$ 69,574</u>

- (b) Basic and diluted weighted average shares used in calculating the pro forma net income per share range have been reduced by 11,250,000 shares to reflect the effects of the Tender Offer. The shares were assumed to be repurchased at the beginning of each period presented. We also assumed that either all shares were purchased at the maximum of \$40.00 per share or the minimum of \$35.25 per share for purposes of the pro forma net income per share range.
- (c) We have assumed the related fees and expenses of \$2.5 million will be included in the basis of the Tender Offer and be funded from cash and cash equivalents.

Except as amended and supplemented by this Supplement, the terms and conditions of the Tender Offer remain as set forth in the Original Offer to Purchase and the Amended Letter of Transmittal. This Supplement should be read in connection with the Original Offer to Purchase and the Amended Letter of Transmittal. Unless otherwise indicated, capitalized terms used in this Supplement have the same meanings given to them in the Original Offer to Purchase.

Brinker International, Inc.

September 27, 2006

The Amended Letter of Transmittal, certificates for shares and any other required documents should be sent or delivered by each shareholder of the Company or his or her bank, broker, dealer, trust company or other nominee to the Depository as follows:

The Depository for the Tender Offer is:

Mellon Investor Services LLC

<i>By Mail:</i>	<i>By Overnight Courier:</i>	<i>By Hand:</i>
Mellon Investor Services LLC Attn: Reorganization Dept. P.O. Box 3448 South Hackensack, NJ 07606	Mellon Investor Services LLC Attn: Reorganization Dept. 480 Washington Boulevard Mail Drop — Reorg Jersey City, NJ 07310	Mellon Investor Services LLC Attn: Reorganization Dept. 120 Broadway, 13th Floor New York, NY 10271

Delivery of the Amended Letter of Transmittal to an address other than as set forth above will not constitute a valid delivery to the Depository.

Questions and requests for assistance may be directed to the Information Agent or to the Dealer Managers at their respective addresses and telephone numbers set forth below. Requests for additional copies of this Supplement, the Original Offer to Purchase, the Amended Letter of Transmittal or the Amended Notice of Guaranteed Delivery should be directed to the Information Agent.

The Information Agent for the Tender Offer is:

D.F. King & Co., Inc.
48 Wall Street
New York, New York 10005
Banks and Brokerage Firms Call: (212) 269-5550
All Others Call Toll-Free: (800) 578-5378

The Lead Dealer Manager for the Tender Offer is:

Goldman, Sachs & Co.

85 Broad Street
New York, New York 10004
Call: (212) 902-1000 ext. 25474
Call Toll-Free: (800) 323-5678 ext. 25474

The Co-Dealer Manager for the Tender Offer is:

Banc of America Securities LLC

9 West 57th Street
New York, New York 10019
Call: (212) 583-8502
Call Toll-Free: (888) 583-8900 ext. 8502

AMENDED LETTER OF TRANSMITTAL—BRINKER INTERNATIONAL, INC. (THE "LETTER OF TRANSMITTAL")

The Tender Offer, proration period and withdrawal rights will expire at 12:00 Midnight, Eastern Time, on October 11, 2006, unless the Tender Offer is further extended.

THE OFFER TO PURCHASE, THE SUPPLEMENT TO THE OFFER TO PURCHASE AND THIS LETTER OF TRANSMITTAL, INCLUDING THE ACCOMPANYING INSTRUCTIONS, SHOULD BE READ CAREFULLY BEFORE THIS LETTER OF TRANSMITTAL IS COMPLETED.

As of August 29, 2006 Brinker International, Inc. (the Company) is offering to purchase up to 11,250,000 shares of its common stock in a tender offer, subject to the terms and conditions set forth in the Offer to Purchase, dated August 29, 2006, as amended and supplemented by the Supplement to the Offer to Purchase, dated September 27, 2006 (the "Offer to Purchase"). The offer is being made to all holders of the Company's common stock at a price not greater than \$40.00 nor less than \$35.25 per share. This Letter of Transmittal is to be completed only if: (a) certificates for shares are being forwarded herewith or (b) a tender of book entry shares is being made to the account maintained by Mellon Investor Services LLC pursuant to Section 3 of the Offer to Purchase.

I/we, the undersigned, surrender to you for exchange the share(s) identified below. I/we certify that I/we have complied with all requirements as stated in the instructions on the reverse side, is/are the registered holder(s) of the shares of the Company's stock represented by the enclosed certificates, have full authority to surrender these certificate(s), and give the instructions this Letter of Transmittal and warrant that the shares represented by these certificates are free and clear of all liens, restrictions, adverse claims and encumbrances. I/we make the representation and warranties to the Company set forth in Section 3 of the Offer to Purchase and understand that the tender of shares made hereby constitutes an acceptance of the terms and conditions of the offer (including if the offer is extended or amended, the terms and conditions of such extension or amendment).

Please complete the back if you would like to transfer ownership or request special mailing.

1 Signature: This form **must** be signed by the registered holder(s) exactly as their name(s) appears above or by person(s) authorized to sign on behalf of the registered holder(s) by documents transmitted herewith.

X _____
Signature of Shareholder Date Daytime Telephone #

X _____
Signature of Shareholder Date Daytime Telephone #

2 SUBSTITUTE FORM W-9

PLEASE CERTIFY YOUR TAXPAYER ID OR SOCIAL SECURITY NUMBER BY SIGNING BELOW.

If the Taxpayer ID Number printed above is **INCORRECT** OR if the space is **BLANK** write in the **CORRECT** number here.

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), **and**

2. I am not subject to backup withholding because: **(a)** I am exempt from backup withholding, or **(b)** I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or **(c)** the IRS has notified me that I am no longer subject to backup withholding, **and**

3. I am a U.S. person (including a U.S. resident alien).

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest or dividends on your tax return.

Signature: _____ Date: _____

3 Number of shares you own:

Number of Physical Shares Number of Book Shares

4 Number of shares you are tendering:

Number of Physical Shares Number of Book Shares

I/we understand that the tender of shares constitutes a representation and warranty to the Company that the undersigned has a NET LONG POSITION in shares of the Company's common stock or other securities exercisable or exchangeable therefore and that such tender complies with Rule 14e-4 promulgated under the Securities Exchange Act of 1934, as amended. I/we authorize the Company to withhold all applicable taxes and tax-related items legally payable by the undersigned.

Indicate below the order (by certificate number) in which shares are to be purchased in the event of proration. If you do not designate an order, if less than all shares tendered are purchased due to proration, shares will be selected for purchase by the Depository.

1st _____ 2nd _____ 3rd _____ 4th _____ 5th _____

5 Shares Tendered at Price Determined by Shareholder (See Instruction 5):

By checking one of the following boxes below INSTEAD OF THE BOX UNDER "Shares Tendered At Price Determined in the Tender Offer," the undersigned hereby tenders shares at the price checked. This action could result in none of the shares being purchased if the purchase price determined in the Tender Offer is less than the price checked below. **IF YOU DESIRE TO TENDER SHARES AT MORE THAN ONE PRICE YOU MUST**

COMPLETE A SEPARATE LETTER OF TRANSMITTAL FOR EACH PRICE AT WHICH SHARES ARE TENDERED. The same shares cannot be tendered, unless previously properly withdrawn as provided in Section 4 of the Offer to Purchase, at more than one price.

PRICE (IN DOLLARS) PER SHARE AT WHICH SHARES ARE BEING TENDERED

CHECK ONLY ONE BOX

IF MORE THAN ONE BOX IS CHECKED OR IF NO BOX IS CHECKED, THERE IS NO PROPER TENDER OF SHARES

- | | | | |
|-------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| <input type="radio"/> Price \$35.25 | <input type="radio"/> Price \$36.50 | <input type="radio"/> Price \$37.75 | <input type="radio"/> Price \$39.00 |
| <input type="radio"/> Price \$35.50 | <input type="radio"/> Price \$36.75 | <input type="radio"/> Price \$38.00 | <input type="radio"/> Price \$39.25 |
| <input type="radio"/> Price \$35.75 | <input type="radio"/> Price \$37.00 | <input type="radio"/> Price \$38.25 | <input type="radio"/> Price \$39.50 |
| <input type="radio"/> Price \$36.00 | <input type="radio"/> Price \$37.25 | <input type="radio"/> Price \$38.50 | <input type="radio"/> Price \$39.75 |
| <input type="radio"/> Price \$36.25 | <input type="radio"/> Price \$37.50 | <input type="radio"/> Price \$38.75 | <input type="radio"/> Price \$40.00 |

OR

Shares Tendered at Price Determined in the Tender Offer (See Instruction 5):

- By checking this box INSTEAD OF ONE OF THE BOXES UNDER "Shares Tendered at Price Determined by Shareholder," the undersigned hereby tenders shares at the purchase price, as the same shall be determined in accordance with the terms of the offer. For purposes of determining the purchase price, those shares that are tendered by the undersigned agreeing to accept the purchase price determined in the offer will be deemed to be tendered at the minimum price. The undersigned wants to maximize the chance of having the Company purchase all of the shares the undersigned is tendering (subject to the possibility of proration). Accordingly, by checking this box instead of one of the price boxes above, the undersigned hereby tenders shares at, and is willing to accept, the purchase price determined in accordance with the terms of the offer. **THIS ELECTION MAY LOWER THE PURCHASE PRICE AND COULD RESULT IN THE TENDERED SHARES BEING PURCHASED AT THE MINIMUM PRICE OF \$35.25 PER SHARE.**

CHECK ONLY ONE BOX ABOVE. IF MORE THAN ONE BOX IS CHECKED ABOVE, OR IF NO BOX IS CHECKED, THERE IS NO VALID TENDER OF SHARES.

6

ODD LOTS

As described in Section 1 of the Offer to Purchase, under certain conditions, holders holding fewer than 100 shares may have their shares accepted for payment before any proration of the purchase of other tendered shares. This preference is not available to partial tenders, or to beneficial or record holders of an aggregate of 100 or more shares. Accordingly, this section is to be completed only if shares are being tendered by or on behalf of a person owning, beneficially or of record, an aggregate of fewer than 100 shares. The undersigned either (check one box): is the beneficial or record owner of an aggregate of fewer than 100 shares, all of which are being tendered; or is a broker, dealer, commercial bank, trust company, or other nominee that (a) is tendering for the beneficial owner(s), shares with respect to which it is the record holder, and (b) believes, based upon representations made to it by the beneficial owner(s), that each such person is the beneficial owner of an aggregate of fewer than 100 shares and is tendering all of the shares.

In addition, the undersigned is tendering either (check one box):

- at the purchase price, as the same will be determined by the Company in accordance with the terms of the offer (persons checking this box need not indicate the price per share above); or at the price per share indicated above in the section captioned "Price (In Dollars) Per Share At Which Shares Are Being Tendered."

CONDITIONAL TENDER

A tendering shareholder may condition such shareholder's tender of shares upon the Company purchasing a specified minimum number of the shares tendered, as described in Section 6 of the Offer to Purchase. Unless at least the minimum number of shares you indicate below is purchased by the Company pursuant to the terms of the offer, none of the shares tendered by you will be purchased. Unless this box has been checked and a minimum specified, your tender will be deemed unconditional.

- The minimum number of shares that must be purchased from me, if any are purchased from me, is: _____ shares.

If, because of proration, the minimum number of shares designated will not be purchased, the Company may accept conditional tenders by random lot, if necessary. However, to be eligible for purchase by random lot, the tendering shareholder must have tendered all of such shareholder's shares and checked this box:

- The tendered shares represent all shares held by the undersigned.

HOW TO CONTACT THE INFORMATION AGENT FOR THE OFFER

D.F. King & Co., Inc.
48 Wall Street
New York, New York 10005

Stockholders call toll-free: 800-578-5378
Banks and Brokers call collect: 212-269-5550

WHERE TO FORWARD YOUR TRANSMITTAL MATERIALS

By Mail:
Mellon Investor Services LLC
Attn: Reorganization Dept.
P.O. Box 3448
South Hackensack, NJ 07606

By Overnight Courier:
Mellon Investor Services LLC
Attn: Reorganization Dept.
480 Washington Boulevard
Mail Drop-Reorg
Jersey City, NJ 07310

By Hand:
Mellon Investor Services LLC
Attn: Reorganization Dept.
120 Broadway, 13th Floor
New York, NY 10271

Delivery of this Letter of Transmittal to an address other than as set forth above will not constitute a valid delivery.

7

Special Payment Instructions

If you want your certificates and/or checks to be issued in **another name**, fill in this section with the information for the new account name.

Signature Guarantee Medallion

Name (Please Print First, Middle & Last Name)

(Title of Officer Signing this Guarantee)

Address (Number and Street)

(Name of Guarantor Firm - Please Print)

(City, State & Zip Code)

(Address of Guarantor Firm)

(Tax Identification or Social Security Number)

8

Special Delivery Instructions

Fill in ONLY if mailing to someone other than the undersigned or to the undersigned at an address other than that shown on the front of this card. Mail certificate(s) and/or check(s) to:

Name (Please Print First, Middle & Last Name)
Address (Number and Street)
(City, State & Zip Code)

If you cannot produce some or all of the Company's stock certificates, you must obtain a lost instrument open penalty surety bond. Please refer to instruction Number 9 at the bottom of this Form.

9 AFFIDAVIT OF LOST, MISSING OR DESTROYED CERTIFICATE(S) AND AGREEMENT OF INDEMNITY
THIS AFFIDAVIT IS INVALID IF NOT SIGNED BELOW AND A CHECK IS NOT INCLUDED

TOTAL SHARES LOST

Please Fill In Certificate No(s), if Known Number of Shares
Attach separate schedule if needed

TOTAL SHARES LOST

Please Fill In Certificate No(s), if Known Number of Shares
Attach separate schedule if needed

By signing this form I/we swear, depose and state that: I/we am/are the lawful owner(s) of the certificate(s) hereinafter referred to as the "securities" described in the Letter of Transmittal. The securities have not been endorsed, pledged, cashed, negotiated, transferred, assigned, or otherwise disposed of. I/We have made a diligent search for the securities and have been unable to find it or them and make this Affidavit for the purpose of inducing the sale, exchange, redemption, or cancellation of the securities, as outlined in the Letter of Transmittal, without the surrender of the original(s), and also to request and induce Federal Insurance Company to provide suretyship for me to cover the missing securities under its Blanket Bond # 8302-00-67. I/We hereby agree to surrender the securities for cancellation should I/we, at any time, find the securities.

I/We hereby agree for myself/ourselves, my/our heirs, successors, assigns and personal representatives, in consideration of the proceeds of the sale, exchange, redemption or cancellation of the securities, and the aforementioned suretyship, to indemnify, protect and hold harmless Federal Insurance Company (the Surety), Mellon Investor Services LLC, Brinker International, Inc., all their subsidiaries and any other party to the transaction, from and against any and all loss, costs, and damages including court costs and attorney's fees, which they may be subject to or liable for in respect to the sale, exchange, redemption, or cancellation of the securities without requiring surrender of the original securities. The rights accruing to the parties under the preceding sentence shall not be limited or abridged by their negligence, inadvertence, accident, oversight, breach or failure to inquire into, contest, or litigate any claim, whenever such negligence, inadvertence, accident, oversight, breach or failure may occur or may have occurred, I/we agree that this Affidavit and Indemnity Agreement is to become part of Blanket Bond # 8302-00-67 underwritten by Federal Insurance Company.

Any person who, knowingly and with intent to defraud any insurance company or other person, files an application or statement of claim, containing any materially false information, or conceals for the purpose of misleading, information concerning any fact material thereto, commits a fraudulent insurance act, which is a crime, and shall also be subject to civil penalties as prescribed by law.

X Signed by Affiant (stockholder) on this (date)
(Deponent) (Indemnitor) (Heirs Individually) Month Day Year

Social Security # Date

Notary Public

Lost Securities Surety Premium/Service Fee Calculation

The following formula should be used to calculate the surety premium, if any, and service fee that you must submit with this form.

- 1. Calculate the share value of the lost shares by multiplying the number of shares that are lost by the Cash Rate:
Enter number of share(s) lost X (Cash Rate) \$36.82 = \$ share value
If the share value exceeds \$500,000, or if the shareholder is foreign or deceased, do not complete this affidavit. Complete only the Transmittal Form and contact Mellon Investor Services regarding the lost certificate(s).
2. Only calculate a Surety Premium if the share value exceeds \$3,000.00, otherwise enter zero (0) on the Surety Premium line below.
The surety premium equals 1% (.01) of the share value noted in line 1 above: \$ X (1%) or (.01) = \$ Surety Premium
3. Add the service fee of \$50 Service Fee
4. Total amount due (add lines 2 & 3) Total Amount
Please enclose a money order, certified check or cashiers' check for the required amount, made payable to Mellon Investor Services.

INSTRUCTIONS FOR COMPLETING THE LETTER OF TRANSMITTAL

- 1. Sign, date and include your daytime telephone number in this Letter of Transmittal in Box 1 and, after completing all other applicable sections, return this form in the enclosed envelope. If your shares are represented by physical stock certificates, include them in the enclosed envelope as well.
2. PLEASE SIGN IN BOX 2 TO CERTIFY YOUR TAXPAYER ID OR SOCIAL SECURITY NUMBER if you are a U.S. Taxpayer. If the Taxpayer ID or Social Security Number is incorrect or blank, write the corrected number in Box 2 and sign to certify. Please note that Mellon Investor Services may withhold 28% of your proceeds as required by the IRS if the Taxpayer ID or Social Security Number is not certified on our records. If you are a non-U.S. Taxpayer, please complete and return form W-8BEN or other Form W-8.
3. Your Number of Physical share(s) and/or Number of Book shares you hold are shown in Box 3.
4. Please indicate the total number of Number of Physical share(s) and/or Number of Book shares of the Company stock you are tendering in Box 4.
5. Indication of Price at which Shares are being Tendered. If you want to tender your shares you must properly complete the pricing section of this Letter of Transmittal, which is called "Shares Tendered At Price Determined By Shareholder". You must check only one box in the pricing section. If more than one box is checked or no box is checked, your shares will not be properly tendered. If you want to tender portions of your shares at more than one price, you must complete a separate Letter of Transmittal for each price at which you tender shares. However, the same shares cannot be tendered at more than one price, unless previously and properly withdrawn as provided in Section 4 of the Offer to Purchase. By checking the box under "Shares Tendered at Price Determined in the Tender Offer" instead of one of the price boxes under "Shares Tendered at Price Determined by Shareholder," you are tendering shares and are willing to accept the purchase price selected by the Company in accordance with the terms of the offer.

This action will maximize the chance of having the Company purchase your shares (subject to the possibility of proration). Note that this action could result in you receiving a price per share as low as \$35.25.

6. Please see the Offer to Purchase for additional information regarding Box 6.
 7. If you want your check for cash to be issued in **another name**, fill in Box 7 with the information for the new account name. Signature(s) in Box 7 must be medallion guaranteed.
 8. Complete Box 8 only if the proceeds of this transaction and any unaccepted shares of the Company stock are to be transferred to a person other than the registered holder or to a different address.
 9. If you do not hold your shares in book-entry form and you cannot produce some or all of your Company stock certificates, you must obtain a lost instrument open penalty surety bond and file it with Mellon. To do so through Mellon's program with Federal Insurance Company, complete Box 9 above, including the lost securities premium and service fees calculations, and return the form together with your payment as instructed. *Please print clearly.* Alternatively, **you may obtain a lost instrument open penalty surety bond from an insurance company of your choice that is rated A+XV or better by A. M. Best & Company.** In that instance, you would pay a surety premium directly to the surety bond provider you select and you would pay Mellon its service fee only. **Please see the reverse side of this form on how to contact Mellon at the number provided for further instructions on obtaining your own bond.**
 10. Shareholders who cannot deliver their certificates and all other required documents to the Depository or complete the procedures for book-entry transfer prior to the Expiration Time (as defined in Section 1 of the Offer to Purchase) may tender their shares by properly completing and duly executing the Amended Notice of Guaranteed Delivery pursuant to the guaranteed delivery procedures set forth in Section 3 of the Offer to Purchase.
 11. The Company will determine in its sole discretion the number of shares to accept, and the validity, eligibility and acceptance for payment of any tender. Any such determination will be final and binding on the parties. There is no obligation to give notice of any defects or irregularities to shareholders.
 12. If any of the shares tendered hereby are owned of record by two or more joint owners, all such persons must sign this Letter of Transmittal. If any shares tendered hereby are registered in different names on several certificates, it will be necessary to complete, sign and submit as many separate Letters of Transmittal as there are different registrations of certificates. If this Letter of Transmittal or any certificate or stock power is signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or other person acting in a fiduciary or representative capacity, he or she should so indicate when signing, and proper evidence satisfactory to the Company of his or her authority to so act must be submitted with this Letter of Transmittal. If this Letter of Transmittal is signed by the registered owner(s) of the shares tendered hereby, no endorsements of certificates or separate stock powers are required unless payment of the purchase price is to be made, or certificates for shares not tendered or accepted for payment are to be issued, to a person other than the registered owner(s). Signatures on any such certificates or stock powers must be guaranteed by an eligible institution. If this Letter of Transmittal is signed by a person other than the registered owner(s) of the shares tendered hereby, or if payment is to be made or certificate(s) for shares not tendered or not purchased are to be issued to a person other than the registered owner(s), the certificate(s) representing such shares must be properly endorsed for transfer or accompanied by appropriate stock powers, in either case signed exactly as the name(s) of the registered owner(s) appear(s) on the certificates(s). The signature(s) on any such certificate(s) or stock power(s) must be guaranteed by an eligible institution.
 13. If the space provided in Boxes 3 and 4 above is inadequate, the certificate numbers and/or the number of shares should be listed on a separated signed schedule attached hereto.
 14. **Partial Tenders (Not Applicable to Stockholders Who Tender by Book-Entry Transfer).** If fewer than all the shares represented by any certificate submitted to the Depository are to be tendered, fill in the number of shares that are to be tendered in Box 4. In that case, if any tendered shares are purchased, new certificate(s) for the remainder of the shares that were evidenced by the old certificate(s) will be sent to the registered holder(s), unless otherwise provided in the appropriate box on this Letter of Transmittal, as soon as practicable after the acceptance for payment of, and payment for, the shares tendered herewith. All shares represented by certificates delivered to the Depository will be deemed to have been tendered unless otherwise indicated.
-

**Amended Notice of Guaranteed Delivery
(Not to be used for Signature Guarantee)**

for

Tender of Shares of Common Stock

of

BRINKER INTERNATIONAL, INC.

**THE TENDER OFFER, PRORATION PERIOD, AND WITHDRAWAL RIGHTS WILL EXPIRE AT 12:00
MIDNIGHT, EASTERN TIME, ON OCTOBER 11, 2006, UNLESS THE TENDER OFFER IS FURTHER EXTENDED.**

As set forth in Section 3 of the Offer to Purchase (as defined below) this form must be used to accept the Tender Offer (as defined below) if (1) certificates for your shares of Common Stock, \$0.10 par value per share (the "Common Stock"), are not immediately available, (2) the procedures for book-entry transfer cannot be completed on a timely basis, or (3) time will not permit all required documents to reach the Depository prior to the Expiration Time (as defined in Section 1 of the Offer to Purchase). This form may be delivered by hand or transmitted by facsimile transmission or mail to the Depository. See Section 3 of the Offer to Purchase. Unless the context otherwise requires, all references to the "shares" shall refer to the Common Stock of the Company.

The Depository for the Tender Offer is:

Mellon Investor Services LLC

By Mail:
Mellon Investor Services LLC
Attn: Reorganization Dept.
P. O. Box 3448
South Hackensack, NJ 07606

By Overnight Courier:
Mellon Investor Services LLC
Attn: Reorganization Dept.
480 Washington Boulevard
Mail Drop-Reorg
Jersey City, NJ 07310

By Hand Delivery:
Mellon Investor Services LLC
Attn: Reorganization Dept.
120 Broadway, 13th Floor
New York, NY 01271

By Facsimile Transmission:
(For Eligible Institutions Only)
(201) 680-4626
Confirm Receipt by Calling:
(201) 680-4860

Delivery of this Amended Notice of Guaranteed Delivery to an address, or transmission of instructions via a facsimile number, other than as set forth above will not constitute a valid delivery. For this Notice to be validly delivered, it must be received by the Depository at one of the above addresses before the expiration of the Tender Offer. Deliveries to Brinker International, Inc., the Dealer Managers, the Information Agent or the book-entry transfer facility (as defined in Section 3 of the Offer to Purchase) will not be forwarded to the Depository and will not constitute a valid delivery.

This Notice is not to be used to guarantee signatures. If a signature on an Amended Letter of Transmittal is required to be guaranteed by an eligible institution under the instructions in the Amended Letter of Transmittal, the signature guarantee must appear in the applicable space provided in the signature box on the Amended Letter of Transmittal.

Ladies and Gentlemen:

The undersigned hereby tenders to Brinker International, Inc., a Delaware corporation (the "Company"), at the price per share indicated in this Amended Notice of Guaranteed Delivery, on the terms and subject to the conditions set forth in the Offer to Purchase, dated August 29, 2006, as amended and supplemented by the Supplement to the Offer to Purchase, dated September 27, 2006 (the "Offer to Purchase"), and the related Amended Letter of Transmittal (the Offer to Purchase and the related Amended Letter of Transmittal, as each may be further amended or supplemented from time to time, together constitute the "Tender Offer"), receipt of which is hereby acknowledged, the number of shares set forth below, all pursuant to the guaranteed delivery procedures set forth in Section 3 of the Offer to Purchase. Unless the context otherwise requires, all references to the "shares" shall refer to the Common Stock of the Company.

Number of shares to be tendered: shares

THE UNDERSIGNED IS TENDERING SHARES AS FOLLOWS (CHECK ONLY ONE BOX):

(1) SHARES TENDERED AT PRICE DETERMINED BY SHAREHOLDER (SEE INSTRUCTION 5 OF THE AMENDED LETTER OF TRANSMITTAL)

By checking ONE of the following boxes below INSTEAD OF THE BOX UNDER "Shares Tendered At Price Determined In The Tender Offer," the undersigned hereby tenders shares at the price checked. This action could result in none of the shares being purchased if the purchase price determined by the Company for the shares is less than the price checked below. **A SHAREHOLDER WHO DESIRES TO TENDER SHARES AT MORE THAN ONE PRICE MUST COMPLETE A SEPARATE AMENDED NOTICE OF GUARANTEED DELIVERY AND/OR AMENDED LETTER OF TRANSMITTAL FOR EACH PRICE AT WHICH SHARES ARE TENDERED.**

PRICE (IN DOLLARS) PER SHARE AT WHICH SHARES ARE BEING TENDERED

<input type="radio"/>	\$35.25	<input type="radio"/>	\$37.00	<input type="radio"/>	\$38.75
<input type="radio"/>	\$35.50	<input type="radio"/>	\$37.25	<input type="radio"/>	\$39.00
<input type="radio"/>	\$35.75	<input type="radio"/>	\$37.50	<input type="radio"/>	\$39.25
<input type="radio"/>	\$36.00	<input type="radio"/>	\$37.75	<input type="radio"/>	\$39.50
<input type="radio"/>	\$36.25	<input type="radio"/>	\$38.00	<input type="radio"/>	\$39.75
<input type="radio"/>	\$36.50	<input type="radio"/>	\$38.25	<input type="radio"/>	\$40.00
<input type="radio"/>	\$36.75	<input type="radio"/>	\$38.50		

OR

(2) SHARES TENDERED AT PRICE DETERMINED IN THE TENDER OFFER (SEE INSTRUCTION 5 OF THE AMENDED LETTER OF TRANSMITTAL)

By checking the box below INSTEAD OF ONE OF THE BOXES UNDER “Shares Tendered At Price Determined By Shareholder,” the undersigned hereby tenders shares at the purchase price, as the same shall be determined by the Company in accordance with the terms of the Tender Offer. For purposes of determining the purchase price, those shares that are tendered by the undersigned agreeing to accept the purchase price determined in the Tender Offer will be deemed to be tendered at the minimum price.

- o The undersigned wants to maximize the chance of having the Company purchase all of the shares the undersigned is tendering (subject to the possibility of proration). Accordingly, by checking this box instead of one of the price boxes above, the undersigned hereby tenders shares at, and is willing to accept, the purchase price determined by the Company in accordance with the terms of the Tender Offer. **THIS ACTION COULD LOWER THE PURCHASE PRICE AND COULD RESULT IN RECEIVING THE MINIMUM PRICE OF \$35.25 PER SHARE.**

CHECK ONLY ONE BOX ABOVE. IF MORE THAN ONE BOX IS CHECKED ABOVE, OR IF NO BOX IS CHECKED, THERE IS NO VALID TENDER OF SHARES.

2

ODD LOTS

(See Instruction 6 of the Amended Letter of Transmittal)

To be completed only if shares are being tendered by or on behalf of a person owning, beneficially or of record, an aggregate of fewer than 100 shares. The undersigned either (check one box):

- o is the beneficial or record owner of fewer than 100 shares in the aggregate, all of which are being tendered; or
- o is a broker, dealer, commercial bank, trust company, or other nominee that (a) is tendering for the beneficial owner(s), shares with respect to which it is the record holder, and (b) believes, based upon representations made to it by the beneficial owner(s), that each such person is the beneficial owner of fewer than 100 shares in the aggregate and is tendering all of the shares.

In addition, the undersigned is tendering shares either (check one box):

- o at the price per share indicated above in the section captioned “Price (In Dollars) Per Share At Which Shares Are Being Tendered”; or
- o at the purchase price, as the same will be determined by the Company in accordance with the terms of the Tender Offer (persons checking this box need not indicate the price per share above).

CONDITIONAL TENDER

(See Instruction 6 of the Amended Letter of Transmittal)

A tendering shareholder may condition such shareholder’s tender of shares upon the Company purchasing a specified minimum number of the shares tendered, all as described in Section 6 of the Offer to Purchase. Unless at least the minimum number of shares you indicate below is purchased by the Company pursuant to the terms of the Tender Offer, none of the shares tendered by you will be purchased. **It is the tendering shareholder’s responsibility to calculate the minimum number of shares that must be purchased if any are purchased, and each shareholder is urged to consult his or her own tax advisor before completing this section.** Unless this box has been checked and a minimum specified, your tender will be deemed unconditional.

- o The minimum number of shares that must be purchased from me, if any are purchased from me, is: _____ shares.

If, because of proration, the minimum number of shares designated will not be purchased, the Company may accept conditional tenders by random lot, if necessary. However, to be eligible for purchase by random lot, the tendering shareholder must have tendered all of such shareholder’s shares and checked this box:

- o The tendered shares represent all shares held by the undersigned.

3

Certificate Nos. (if available):

Name(s) of Record Holder(s):

(Please Type or Print)

Address(es):

Zip Code:

Daytime Area Code and Telephone Number:

Signature(s):

Dated:

If shares will be tendered by book-entry transfer, check this box and provide the following information:

Name of Tendering Institution:

Account Number at Book-Entry Transfer Facility:

THE GUARANTEE SET FORTH BELOW MUST BE COMPLETED.

4

GUARANTEE (Not To Be Used For Signature Guarantee)

The undersigned, a firm that is a member in good standing of a recognized Medallion Program approved by the Securities Transfer Association, Inc., including the Securities Transfer Agents Medallion Program, the New York Stock Exchange, Inc. Medallion Signature Program or the Stock Exchange Medallion Program, or is otherwise an "eligible guarantor institution," as that term is defined in Rule 17Ad-15 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), hereby guarantees (1) that the above named person(s) "own(s)" the shares tendered hereby within the meaning of Rule 14e-4 under the Exchange Act, (2) that such tender of shares complies with Rule 14e-4 under the Exchange Act and (3) to deliver to the Depository either the certificates representing the shares tendered hereby, in proper form for transfer, or a book-entry confirmation (as defined in the Offer to Purchase) with respect to such shares, in any such case together with a properly completed and duly executed Amended Letter of Transmittal (or a facsimile thereof), with any required signature guarantees, or an agent's message (as defined in the Offer to Purchase) in the case of a book-entry transfer, and any other required documents, within three trading days after the date hereof.

The eligible institution that completes this form must communicate the guarantee to the Depository and must deliver the Amended Letter of Transmittal and certificates for shares to the Depository within the time period shown herein. Failure to do so could result in financial loss to such eligible institution.

Name of Firm:

Authorized Signature:

Name:

(Please Type or Print)

Title:

Address:

Zip Code:

Area Code and Telephone Number:

Dated:

Note: Do not send certificates for shares with this Notice.

Certificates for shares should be sent with your Amended Letter of Transmittal.

5

Offer to Purchase for Cash

by

BRINKER INTERNATIONAL, INC.

of

Up to 11,250,000 Shares of its Common Stock

at a Purchase Price Not Greater Than \$40.00 nor Less Than \$35.25 Per Share

THE TENDER OFFER, PRORATION PERIOD, AND WITHDRAWAL RIGHTS HAVE BEEN EXTENDED AND WILL NOW EXPIRE AT 12:00 MIDNIGHT, EASTERN TIME, ON OCTOBER 11, 2006, UNLESS THE TENDER OFFER IS FURTHER EXTENDED.

September 27, 2006

To Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees:

On August 29, 2006, Brinker International, Inc., a Delaware corporation (the "Company"), distributed documentation relating to the Company's offer to purchase for cash up to 11,688,311 shares of its common stock, \$0.10 par value per share (the "Common Stock"), at a price not greater than \$38.50 nor less than \$35.25 per share, net to the seller in cash, less any applicable withholding taxes and without interest, upon the terms and subject to the conditions described in the Offer to Purchase, dated August 29, 2006 (the "Original Offer to Purchase"), and the related Letter of Transmittal. The tender offer was originally scheduled to expire at 12:00 midnight, Eastern Time, on September 26, 2006.

The Company has extended the expiration time of the tender offer to 12:00 midnight, Eastern Time, on Wednesday, October 11, 2006. The Company has also increased the price per share at which shareholders may tender their shares to a price not greater than \$40.00 nor less than \$35.25 per share, and decreased the maximum number of shares that it is offering to purchase to up to 11,250,000 shares of Common Stock.

The Original Offer to Purchase has been amended and supplemented by the enclosed Supplement to the Offer to Purchase, dated September 27, 2006 (the "Supplement", and together with the Original Offer to Purchase, the "Offer to Purchase"), and the related amended Letter of Transmittal (the "Amended Letter of Transmittal"). The Offer to Purchase and the Amended Letter of Transmittal, as each may be further amended or supplemented from time to time, together constitute the "Tender Offer".

SHAREHOLDERS WHO HAVE PREVIOUSLY TENDERED SHARES PURSUANT TO THE ORIGINAL OFFER TO PURCHASE AND WHO CHECKED THE BOX ENTITLED "SHARES TENDERED AT PRICE DETERMINED IN THE TENDER OFFER" ON THE INSTRUCTION FORM PREVIOUSLY PROVIDED TO THEM BY BROKERS, DEALERS, COMMERCIAL BANKS, TRUST COMPANIES AND OTHER NOMINEES, AND WHO DO NOT WISH TO CHANGE THAT DIRECTION, DO NOT NEED TO COMPLETE A NEW INSTRUCTION FORM.

ALL OTHER PREVIOUS TENDERS OF SHARES BY SHAREHOLDERS PURSUANT TO THE INSTRUCTION FORM PREVIOUSLY PROVIDED TO THEM BY BROKERS, DEALERS, COMMERCIAL BANKS, TRUST COMPANIES AND OTHER NOMINEES ARE INVALID. IN ORDER FOR THOSE SHAREHOLDERS TO PROPERLY TENDER THEIR SHARES, THEY MUST PROVIDE YOU WITH NEW INSTRUCTIONS BY COMPLETING A NEW INSTRUCTION FORM AND DELIVERING IT TO YOU AS SET FORTH IN THE ATTACHED INSTRUCTION FORM BEFORE THE EXPIRATION TIME OF THE TENDER OFFER. IF SUCH SHAREHOLDERS DO NOT COMPLETE THE NEW INSTRUCTION FORM AND DELIVER IT TO YOU IN AMPLE TIME TO PERMIT YOU TO SUBMIT THE TENDER OF SHARES BEFORE THE EXPIRATION TIME, SUCH SHAREHOLDERS WILL BE DEEMED TO HAVE ELECTED NOT TO PARTICIPATE IN THE TENDER OFFER.

Please furnish copies of the enclosed materials to those of your clients for whom you hold shares registered in your name or in the name of your nominee:

1. Supplement to the Offer to Purchase, dated September 27, 2006;
2. Amended Letter of Transmittal, for your use in accepting the Tender Offer and tendering shares of and for the information of your clients;
3. Amended Notice of Guaranteed Delivery, to be used to accept the Tender Offer in the event you are unable to deliver the share certificates, together with all other required documents, to the Depository before the Expiration Time (as defined in the Offer to Purchase), or if the procedure for book-entry transfer cannot be completed before the Expiration Time;
4. Letter to Clients, for you to send to your clients for whose accounts you hold shares registered in your name or in the name of your nominee, along with an Instruction Form provided for obtaining such client's instructions with regard to the Tender Offer; and
5. Return envelope addressed to Mellon Investor Services LLC, as the Depository.

Certain conditions to the Tender Offer are described in Section 7 of the Offer to Purchase.

We urge you to contact your clients promptly. Please note that the Tender Offer, proration period, and withdrawal rights will expire at 12:00 midnight, Eastern Time, on October 11, 2006, unless the Tender Offer is further extended.

Under no circumstances will interest be paid on the purchase price of the shares regardless of any extension of, or amendment to, the Tender Offer or any delay in paying for such shares.

The Company will not pay any fees or commissions to any broker or dealer or other person (other than the Dealer Managers, Information Agent and the Depository, as described in the Offer to Purchase) in connection with the solicitation of tenders of shares pursuant to the Tender Offer. However, the Company will, on request, reimburse you for customary mailing and handling expenses incurred by you in forwarding copies of the enclosed Tender Offer materials to your clients. The Company will pay or cause to be paid any stock transfer taxes applicable to its purchase of shares pursuant to the Tender Offer, except as otherwise provided in the Offer to Purchase.

Questions may be directed to Goldman, Sachs & Co. or Banc of America Securities LLC, the Dealer Managers for the Tender Offer, at their respective addresses and telephone numbers listed on the back cover of the Offer to Purchase.

Very truly yours,

D.F. King & Co., Inc.

Nothing contained in this letter or in the enclosed documents shall render you or any other person the agent of the Company, the Depository, the Dealer Managers, the Information Agent, or any affiliate of any of them, or authorize you or any other person to give any information or use any document or make any statement on behalf of any of them with respect to the Tender Offer other than the enclosed documents and the statements contained therein.

Offer to Purchase for Cash

by

BRINKER INTERNATIONAL, INC.

of

Up to 11,250,000 Shares of its Common Stock

at a Purchase Price Not Greater Than \$40.00 nor Less Than \$35.25 Per Share

THE TENDER OFFER, PRORATION PERIOD, AND WITHDRAWAL RIGHTS HAVE BEEN EXTENDED AND WILL NOW EXPIRE AT 12:00 MIDNIGHT, EASTERN TIME, ON OCTOBER 11, 2006, UNLESS THE TENDER OFFER IS FURTHER EXTENDED.

To Our Clients:

On August 29, 2006, Brinker International, Inc., a Delaware corporation (the "Company"), distributed documentation relating to the Company's offer to purchase for cash up to 11,688,311 shares of its common stock, \$0.10 par value per share (the "Common Stock"), at a price not greater than \$38.50 nor less than \$35.25 per share, net to the seller in cash, less any applicable withholding taxes and without interest, upon the terms and subject to the conditions described in the Offer to Purchase, dated August 29, 2006 (the "Original Offer to Purchase"), and the related Letter of Transmittal. The tender offer was originally scheduled to expire at 12:00 midnight, Eastern Time, on September 26, 2006.

The Company has extended the expiration time of the tender offer to 12:00 midnight, Eastern Time, on Wednesday, October 11, 2006. The Company has also increased the price per share at which shareholders may tender their shares to a price not greater than \$40.00 nor less than \$35.25 per share, and decreased the maximum number of shares that it is offering to purchase to up to 11,250,000 shares of Common Stock.

The Original Offer to Purchase has been amended and supplemented by the enclosed Supplement to the Offer to Purchase, dated September 27, 2006 (the "Supplement", and together with the Original Offer to Purchase, the "Offer to Purchase"), and the related amended Letter of Transmittal (the "Amended Letter of Transmittal"). The Offer to Purchase and the Amended Letter of Transmittal, as each may be further amended or supplemented from time to time, together constitute the "Tender Offer".

On the terms and subject to the conditions of the Tender Offer, the Company will determine a single per share price, not greater than \$40.00 nor less than \$35.25 per share, net to the seller in cash, less any applicable withholding taxes and without interest, that it will pay for shares properly tendered and not properly withdrawn in the Tender Offer, taking into account the total number of shares tendered and the prices specified by tendering shareholders. After the Tender Offer expires, the Company will look at the prices chosen by shareholders for all of the shares properly tendered. The Company will then select the lowest purchase price (in multiples of \$0.25 above \$35.25) within the price range specified above that will allow it to purchase 11,250,000 shares. If fewer than 11,250,000 shares are properly tendered and not properly withdrawn, the Company will select the lowest price that will allow it to purchase all the shares that are properly tendered and not properly withdrawn. The Company will purchase all shares properly tendered before the Expiration Time (as defined in the Offer to Purchase) at or below the purchase price and not properly withdrawn at the purchase price determined in the Tender Offer, net to the seller in cash, less any applicable withholding tax and without interest, on the terms and subject to the conditions of the Tender Offer, including its proration, "odd lot" priority, and conditional tender provisions. All shares acquired in the Tender Offer will be acquired at the same purchase price. The Company reserves the right, in its sole discretion, to purchase more than 11,250,000 shares in the Tender Offer, subject to applicable law. The Company will return shares tendered at prices greater than the purchase price and shares not purchased because of proration provisions or conditional tenders to the tendering shareholders at the Company's expense promptly after the Tender Offer expires. See Sections 1 and 3 of the Offer to Purchase.

If the number of shares properly tendered at or below the purchase price determined in the Tender Offer and not properly withdrawn prior to the Expiration Time is less than or equal to 11,250,000 shares, or such greater number of shares as the Company may elect to accept for payment, the Company will, subject to applicable law and upon the terms and subject to the conditions of the Tender Offer, purchase all shares so tendered at the purchase price the Company determines.

On the terms and subject to the conditions of the Tender Offer, if more than 11,250,000 shares (or such greater number of shares as the Company may elect to accept for payment, subject to applicable law) are properly tendered at or below the purchase price and not properly withdrawn prior to the Expiration Time, the Company will purchase shares: *first*, from all holders who own beneficially or of record, fewer than 100 shares in the aggregate (an "Odd Lot Holder") and who properly tender all of their shares at or below the purchase price selected by the Company and who do not properly withdraw them before the Expiration Time; *second*, from all other shareholders who properly tender shares at or below the purchase price selected by the Company and who do not properly withdraw them before the Expiration Time, on a pro rata basis (except for shareholders who tendered shares conditionally for which the condition was not satisfied); and *third*, only if necessary to permit the Company to purchase 11,250,000 shares (or any such greater number of shares as the Company may elect to accept for payment, subject to applicable law), from holders who have tendered shares at or below the purchase price determined in the Tender Offer conditionally (for which the condition was not initially satisfied) by random lot, to the extent feasible. To be eligible for purchase by random lot, shareholders whose shares are conditionally tendered must have tendered all of their shares. See Sections 1, 3 and 6 of the Offer to Purchase.

SHAREHOLDERS WHO HAVE PREVIOUSLY TENDERED SHARES PURSUANT TO THE ORIGINAL OFFER TO PURCHASE AND WHO CHECKED THE BOX ENTITLED "SHARES TENDERED AT PRICE DETERMINED IN THE TENDER OFFER" ON THE INSTRUCTION FORM PROVIDED TO THEM BY BROKERS, DEALERS, COMMERCIAL BANKS, TRUST COMPANIES AND OTHER NOMINEES, AND THAT DO NOT WISH TO CHANGE THAT DIRECTION, DO NOT NEED TO COMPLETE A NEW INSTRUCTION FORM.

ALL OTHER PREVIOUS TENDERS OF SHARES BY SHAREHOLDERS PURSUANT TO THE INSTRUCTION FORM PREVIOUSLY PROVIDED TO THEM BY BROKERS, DEALERS, COMMERCIAL BANKS, TRUST COMPANIES AND OTHER NOMINEES ARE INVALID. FOR THESE SHAREHOLDERS, IF YOU HAVE ALREADY PROVIDED US WITH INSTRUCTIONS IN CONNECTION WITH THE ORIGINAL OFFER TO PURCHASE, THOSE INSTRUCTIONS ARE NO LONGER EFFECTIVE. IN ORDER TO PROPERLY TENDER YOUR SHARES YOU MUST PROVIDE US WITH NEW INSTRUCTIONS BY COMPLETING THE ATTACHED NEW INSTRUCTION FORM AND DELIVERING IT TO US AS SET FORTH HEREIN BEFORE THE EXPIRATION TIME OF THE TENDER OFFER. IF YOU DO NOT COMPLETE THE NEW INSTRUCTION FORM AND DELIVER IT TO US FOR RECEIPT IN AMPLE TIME TO PERMIT US TO SUBMIT YOUR TENDERED SHARES ON YOUR BEHALF BEFORE THE EXPIRATION TIME, YOU WILL BE DEEMED TO HAVE ELECTED NOT TO PARTICIPATE IN THE TENDER OFFER.

We are the owner of record of shares held for your account. As such, we are the only ones who can tender your shares, and then only pursuant to your instructions. **We are sending you the Amended Letter of Transmittal for your information only; you cannot use it to tender shares we hold for your account.**

Please instruct us as to whether you wish us to tender any or all of the shares we hold for your account on the terms and subject to the conditions of the Tender Offer by completing and signing the Instruction Form enclosed herein.

Please note the following:

1. You may tender your shares at prices not greater than \$40.00 nor less than \$35.25 per share, as indicated in the attached Instruction Form, net to you in cash, less any applicable withholding taxes and without interest.

2. **You should consult with your broker or other financial or tax advisor on the possibility of designating the priority in which your shares will be purchased in the event of proration.**
3. The Tender Offer is not conditioned on any minimum number of shares being tendered. The Tender Offer is, however, subject to certain conditions set forth in Section 7 of the Offer to Purchase.
4. The Tender Offer, proration period, and withdrawal rights will expire at 12:00 midnight, Eastern Time, on October 11, 2006, unless the Company further extends the Tender Offer.
5. The Tender Offer is for up to 11,250,000 shares, constituting approximately 13.6% of the total number of issued and outstanding shares of the Company's Common Stock as of August 17, 2006.
6. Tendering shareholders who are registered shareholders or who tender their shares directly to Mellon Investor Services LLC will not be obligated to pay any brokerage commissions.
7. If you wish to tender portions of your shares at different prices, you must complete a separate Instruction Form for each price at which you wish to tender each such portion of your shares. We must submit separate Amended Letters of Transmittal on your behalf for each price you will accept for each portion tendered.
8. If you are an Odd Lot Holder and you instruct us to tender on your behalf all of the shares that you own at or below the purchase price before the expiration of the Tender Offer and check the box captioned "Odd Lots" on the attached Instruction Form, the Company, on the terms and subject to the conditions of the Tender Offer, will accept all such shares for purchase before proration, if any, of the purchase of other shares properly tendered at or below the purchase price and not properly withdrawn.
9. If you wish to condition your tender upon the purchase of all shares tendered by you or upon the Company's purchase of a specified minimum number of the shares which you tender, you may elect to do so and thereby avoid possible proration of your tender. The Company's purchase of shares from all tenders which are so conditioned, to the extent necessary, will be determined by random lot. To elect such a condition, complete the section captioned "Conditional Tender" in the attached Instruction Form.

If you wish to have us tender any or all of your shares, please so instruct us by completing, executing, detaching and returning to us the attached Instruction Form. If you authorize us to tender your shares, we will tender all your shares unless you specify otherwise on the attached Instruction Form.

Your prompt action is requested. Your Instruction Form should be forwarded to us in ample time to permit us to submit a tender on your behalf before the Expiration Time of the Tender Offer. Please note that the Tender Offer, proration period, and withdrawal rights will expire at 12:00 midnight, Eastern Time, on October 11, 2006, unless the Tender Offer is further extended.

The Tender Offer is being made solely under the Offer to Purchase and the Amended Letter of Transmittal and is being made to all record holders of shares of the Company's Common Stock. The Tender Offer is not being made to, nor will tenders be accepted from or on behalf of, holders of shares residing in any jurisdiction in which the making of the Tender Offer or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction.

The Company's Board of Directors has approved the Tender Offer. However, neither the Company's management nor its Board of Directors, nor the Dealer Managers, the Depository nor the Information Agent makes any recommendation to any shareholder as to whether to tender or refrain from tendering any shares or as to the price or prices at which shareholders may choose to tender their shares. The Company has not authorized any person to make any recommendation. You should carefully evaluate all information in the Tender Offer and should consult your own investment and tax advisors. You must decide whether to tender your shares and, if so, how many shares to tender and the price or prices at which you will tender them. In doing so, you should read carefully the information in the Offer to Purchase and the Amended Letter of Transmittal.

INSTRUCTION FORM WITH RESPECT TO

Offer to Purchase for Cash

by **BRINKER INTERNATIONAL, INC.**

of

Up to 11,250,000 Shares of its Common Stock

at a Purchase Price Not Greater Than \$40.00 nor Less Than \$35.25 Per Share

The undersigned acknowledge(s) receipt of your letter and the enclosed Supplement to the Offer to Purchase, dated September 27, 2006 (the "Supplement", and together with the Offer to Purchase, dated August 29, 2006 (the "Original Offer to Purchase"), the "Offer to Purchase"), and the related Amended Letter of Transmittal (the Offer to Purchase and the Amended Letter of Transmittal, as each may be further amended or supplemented from time to time, together constitute the "Tender Offer"), in connection with the offer by Brinker International, Inc. ("Brinker") to purchase for cash up to 11,250,000 shares of its common stock, \$0.10 par value per share (the "Common Stock"), at a price not greater than \$40.00 nor less than \$35.25 per share, net to the seller in cash, less any applicable withholding taxes and without interest, upon the terms and subject to the conditions of the Tender Offer.

The undersigned hereby instructs you to tender to the Company the number of shares indicated below or, if no number is indicated, all shares you hold for the account of the undersigned, at the price per share indicated below, on the terms and subject to the conditions of the Tender Offer.

In participating in the Tender Offer, the undersigned acknowledges that: (1) the Tender Offer is established voluntarily by the Company, it is discretionary in nature and it may be extended, modified, suspended or terminated by the Company as provided in the Offer to Purchase; (2) the undersigned is voluntarily participating in the Tender Offer; (3) the future value of the Company's Common Stock is unknown and cannot be predicted with certainty; (4) the undersigned has received the Offer to Purchase; and (5) regardless of any action that the Company takes with respect to any or all income/capital gains tax, social security or insurance, transfer tax or other tax-related items ("Tax Items") related to the Tender Offer and the disposition of shares, the undersigned acknowledges that the ultimate liability for all Tax Items is and remains his or her sole responsibility. In that regard, the undersigned authorizes the Company to withhold all applicable Tax Items legally payable by the undersigned.

* Unless otherwise indicated it will be assumed that all shares held by us for your account are to be tendered.

CHECK ONLY ONE BOX:

(1) SHARES TENDERED AT PRICE DETERMINED BY SHAREHOLDER (SEE INSTRUCTION 5 OF THE AMENDED LETTER OF TRANSMITTAL)

By checking ONE of the following boxes below INSTEAD OF THE BOX UNDER “Shares Tendered At Price Determined In The Tender Offer,” the undersigned hereby tenders shares at the price checked. This action could result in none of the shares being purchased if the purchase price determined by the Company for the shares is less than the price checked below. A SHAREHOLDER WHO DESIRES TO TENDER SHARES AT MORE THAN ONE PRICE MUST COMPLETE A SEPARATE INSTRUCTION FORM FOR EACH PRICE AT WHICH SHARES ARE TENDERED.

PRICE (IN DOLLARS) PER SHARE AT WHICH SHARES ARE BEING TENDERED

- | | | | |
|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
| <input type="radio"/> \$35.25 | <input type="radio"/> \$36.75 | <input type="radio"/> \$38.25 | <input type="radio"/> \$39.75 |
| <input type="radio"/> \$35.50 | <input type="radio"/> \$37.00 | <input type="radio"/> \$38.50 | <input type="radio"/> \$40.00 |
| <input type="radio"/> \$35.75 | <input type="radio"/> \$37.25 | <input type="radio"/> \$38.75 | |
| <input type="radio"/> \$36.00 | <input type="radio"/> \$37.50 | <input type="radio"/> \$39.00 | |
| <input type="radio"/> \$36.25 | <input type="radio"/> \$37.75 | <input type="radio"/> \$39.25 | |
| <input type="radio"/> \$36.50 | <input type="radio"/> \$38.00 | <input type="radio"/> \$39.50 | |

OR

(2) SHARES TENDERED AT PRICE DETERMINED IN THE TENDER OFFER (SEE INSTRUCTION 5 OF THE AMENDED LETTER OF TRANSMITTAL)

By checking the box below INSTEAD OF ONE OF THE BOXES UNDER “Shares Tendered At Price Determined By Shareholder,” the undersigned hereby tenders shares at the purchase price, as the same shall be determined by the Company in accordance with the terms of the Tender Offer. For purposes of determining the purchase price, those shares that are tendered by the undersigned agreeing to accept the purchase price determined in the Tender Offer will be deemed to be tendered at the minimum price.

- The undersigned wants to maximize the chance of having the Company purchase all of the shares the undersigned is tendering (subject to the possibility of proration). Accordingly, by checking this box instead of one of the price boxes above, the undersigned hereby tenders shares at, and is willing to accept, the purchase price determined by the Company in accordance with the terms of the Tender Offer. **THE UNDERSIGNED SHOULD UNDERSTAND THAT THIS ELECTION MAY LOWER THE PURCHASE PRICE AND COULD RESULT IN THE TENDERED SHARES BEING PURCHASED AT THE MINIMUM PRICE OF \$35.25 PER SHARE.**

CHECK ONLY ONE BOX ABOVE. IF MORE THAN ONE BOX IS CHECKED ABOVE, OR IF NO BOX IS CHECKED, THERE IS NO VALID TENDER OF SHARES.

ODD LOTS

(See Instruction 6 of the Amended Letter of Transmittal)

To be completed only if shares are being tendered by or on behalf of a person owning, beneficially or of record, an aggregate of fewer than 100 shares.

- By checking this box, the undersigned represents that the undersigned owns, whether beneficially or of record, an aggregate of fewer than 100 shares and is tendering all of those shares.

In addition, the undersigned is tendering shares either (check one box):

- at the purchase price, as the same will be determined by the Company in accordance with the terms of the Tender Offer (persons checking this box need not indicate the price per share above); or
- at the price per share indicated above in the section captioned “Price (In Dollars) Per Share At Which Shares Are Being Tendered.”

CONDITIONAL TENDER

(See Instruction 6 of the Amended Letter of Transmittal)

A tendering shareholder may condition such shareholder’s tender of shares upon the Company purchasing a specified minimum number of the shares tendered, all as described in Section 6 of the Offer to Purchase. Unless at least the minimum number of shares you indicate below is purchased by the Company pursuant to the terms of the Tender Offer, none of the shares tendered by you will be purchased. **It is the tendering shareholder’s responsibility to calculate the minimum number of shares that must be purchased if any are purchased, and you are urged to consult your own tax advisor before completing this section.** Unless this box has been checked and a minimum specified, the tender will be deemed unconditional.

- The minimum number of shares that must be purchased from me, if any are purchased from me, is: _____ shares.

If, because of proration, the minimum number of shares designated will not be purchased, the Company may accept conditional tenders by random lot, if necessary. However, to be eligible for purchase by random lot, the tendering shareholder must have tendered all of such shareholder's shares and checked this box:

- o The tendered shares represent all shares held by the undersigned.

The method of delivery of this document is at the election and risk of the tendering shareholder. If delivery is by mail, then registered mail with return receipt requested, properly insured, is recommended. In all cases, sufficient time should be allowed to ensure timely delivery.

6

Signature(s):

Name(s):

(Please Print)

Taxpayer Identification Number:

Address(es):

(Including Zip Code)

Area Code/Phone Number:

Date:

7

September 27, 2006

Re: Change to the Terms of the Tender Offer for Shares of Brinker International, Inc. and the Extension of the Expiration Date

This letter provides important information concerning the change in the offered prices of the tender offer for shares of common stock of Brinker International, Inc. ("Brinker"), the extension of the expiration date of the tender offer and details regarding instructing Fidelity Management Trust Company ("Fidelity") with respect to this tender offer. It also describes the effect of the extension on your individual account under the Brinker International 401(k) Savings Plan (the "Plan").

Summary of Significant Developments

1. Brinker's offer to purchase shares of common stock of Brinker International, Inc. (the "Shares") for prices not greater than \$38.50 nor less than \$35.25 per Share (the "Offer") has been extended until Wednesday, October 11, 2006.
2. **The range of prices for the Offer has been changed to prices not greater than \$40.00 nor less than \$35.25 per Share.**
3. The maximum number of Shares to be purchased by Brinker through the Offer has been changed from 11,688,311 Shares to 11,250,000 Shares.
4. **As described in the previous Fidelity letter, the deadline for submitting directions to Fidelity with respect to the Offer has been extended until three business days before the Offer deadline. A Direction Form must be received by 4:00 p.m. Eastern Time, on Friday, October 6, 2006, unless the Offer is further extended.** Fidelity will honor the final Direction Form received from a participant, which will be deemed to supersede any previously received Direction Form for the Offer. **A new Direction Form is included in this mailing.** If you have already submitted a Direction Form with respect to this Offer and indicated that you would accept the final price determined by the Company in the Offer, and do not wish to change that direction, you do not need to take any action in response to the extension. If you have already submitted a Direction Form with respect to this Offer that specified a price at which you wished to tender your Shares and you wish to direct Fidelity with respect to the amended Offer, you must deliver a new Direction Form to Fidelity.
5. For purposes of the final tabulation, Fidelity will apply your instructions to the number of Shares attributable to your account as of October 6, 2006, or as of a later date if the Offer is further extended.
6. In the previously-distributed Fidelity letter, the section entitled LIMITATIONS ON FOLLOWING YOUR DIRECTION references an Offer price range of \$35.25 to \$38.50. Please note that with the change in price selections available through the amended Offer,

Fidelity's determination of adequate consideration will be based on the amended Offer price range of \$35.25 to \$40.00 and the maximum tender price offered by Brinker of \$40.00.

7. For participants that provided directions to Fidelity to tender some or all of their Shares prior to September 21, 2006, the freeze on transactions involving the Brinker International Stock Fund (the "Stock Fund") has been removed. For participants that provide directions to Fidelity to tender some or all of their Shares prior to the new participant deadline, October 6, 2006, a new freeze on certain Stock Fund transactions will commence at 4:00 p.m. Eastern Time, on October 6, 2006. During this freeze, withdrawals, loans, distributions and exchanges out of the Stock Fund attributable to your Plan account will be unavailable until all processing related to the Offer has been completed, unless the Offer is further extended or terminated.
8. **The Offer may be further extended. You can call Fidelity at 1-800-835-5095 to obtain updated information on expiration dates, deadlines and Stock Fund freezes.**

All other procedures for instructing Fidelity with respect to the Offer remain the same as described in the Fidelity letter to Plan participants dated August 29, 2006. Brinker's Offer to Purchase dated August 29, 2006, which was previously distributed to you, and Brinker's Supplement to the Offer to Purchase, dated September 27, 2006, which is enclosed herewith, both of which can be accessed at www.sec.gov, contain important information concerning the Offer. Please read all Offer materials carefully. If you require additional information concerning the procedure to tender Shares credited to your individual account, please call Fidelity at 1-800-835-5095.

If you have additional questions concerning the terms and conditions of the tender offer, you may call D.F. King & Co., Inc., the Information Agent, toll free at (800) 578-5378 or collect at (212) 269-5550.

Sincerely,

Fidelity Management Trust Company

PLEASE NOTE THAT IF YOU DO NOT SEND IN A PROPERLY COMPLETED, SIGNED DIRECTION FORM, OR IF SUCH DIRECTION FORM IS NOT RECEIVED BY 4:00 P.M., EASTERN TIME ON FRIDAY, OCTOBER 6, 2006, UNLESS THE TENDER OFFER IS EXTENDED, THE BRINKER SHARES ATTRIBUTABLE TO YOUR ACCOUNT UNDER THE PLAN WILL NOT BE TENDERED IN ACCORDANCE WITH THE TENDER OFFER, UNLESS OTHERWISE REQUIRED BY LAW.

Fidelity Management Trust Company ("Fidelity") makes no recommendation to any participant in the Brinker International 401(k) Savings Plan (the "Plan") as to whether to tender or not, or at which prices. Your direction to Fidelity will be kept confidential.

This Direction Form, if properly signed, completed and received by Fidelity's tender offer tabulator in a timely manner, will supersede any previous Direction Form. **If you have already submitted a Direction Form with respect to this Offer and indicated that you would accept the final price determined by the Company in the Offer, and do not wish to change that direction, you do not need to take any action in response to the extension. If you have already submitted a Direction Form with respect to this Offer that specified a price at which you wished to tender your Shares and you wish to direct Fidelity with respect to the amended Offer, you must deliver a new Direction Form to Fidelity.**

_____ Date

_____ Please Print Name

_____ Signature

As of September 26, 2006, the number of shares attributable to your account in the Plan is shown to the right of your address.

In connection with the Offer to Purchase made by Brinker International, Inc., dated August 29, 2006, as amended and supplemented by the Supplement to the Offer to Purchase, dated September 27, 2006, I hereby instruct Fidelity to tender the shares attributable to my account under the Plan as of October 6, 2006, unless a later deadline is announced, as follows (check only one box and complete):

(CHECK BOX ONE OR TWO)

- 1. Please refrain from tendering and continue to HOLD all Shares attributable to my individual account under the Plan.
- 2. Please TENDER Shares attributable to my individual account under the Plan in the percentage indicated below for each of the prices provided. A blank space before a given price will be taken to mean that no shares attributable to my account are to be tendered at that price. **FILL IN THE TABLE BELOW ONLY IF YOU HAVE CHECKED BOX 2.**

Percentage of Shares to be Tendered (The total of all percentages must be less than or equal to 100%. If the total is less than 100%, you will be deemed to have directed Fidelity NOT to tender the remaining percentage.)

_____ % at \$35.25	_____ % at \$36.50	_____ % at \$37.50	_____ % at \$38.50	_____ % at \$39.50
_____ % at \$35.50	_____ % at \$36.75	_____ % at \$37.75	_____ % at \$38.75	_____ % at \$39.75
_____ % at \$35.75	_____ % at \$37.00	_____ % at \$38.00	_____ % at \$39.00	_____ % at \$40.00
_____ % at \$36.00	_____ % at \$37.25	_____ % at \$38.25	_____ % at \$39.25	_____ % at TBD**
_____ % at \$36.25				

** By entering a percentage on the % line at TBD, the undersigned is willing to accept the Purchase Price resulting from the Dutch Auction, for the percentage of shares elected. This could result in receiving a price per share as low as \$35.25 or as high as \$40.00 per share.