



100973523

Atty Docket No. A0280.181357

MPA 2/25/99

To the Assistant Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Don Pablo's Holding Corp.

Individuals(s) Association
 General Partnership Limited Partnership
 Corporation-State - Delaware
 Other _____

Additional names(s) of conveying party(ies) attached Yes No

2. Name and address of receiving party(ies)
Name: **Avado Brands, Inc.**

Street Address: **Hancock at Washington**

City: **Madison** State: **GA 30650**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Georgia
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

Additional names(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: January 4, 1999

4. Application numbers(s) or patent numbers(s):

A. Trademark Application No.(s)
see attached Exhibit A

B. Trademark Registration No.(s)
See attached Exhibit A

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Valetta A. Northcutt

Internal Address: Kilpatrick Stockton LLP
Suite 2800

Street Address: 1100 Peachtree Street

City: Atlanta State: GA Zip: 30309-4530

6. Total number of applications and registrations involved 8

7. Total fee (37 CFR 3.41).....\$ 215.00

Enclosed

Authorized to be charged to deposit account
The Commissioner is authorized to charge any deficiency in the required fee or credit any over payment to Deposit Account No. 11-0860.

8. Deposit account number:
11-0860

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Valetta A. Northcutt
Name of Person Signing

Valetta Northcutt
Signature

Date: 2/22/99

Total number of pages including cover sheet, attachments, and document: 4

02/25/1999 JSMBRZZ 0000201 1530232
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ASSIGNMENT

This Assignment is made and entered into as of the start of business on the 4th day of January, 1999, between Don Pablo's Holding Corp., a Delaware corporation with offices at Hancock at Washington, Madison, Georgia 30650, ("Assignor"), and Avado Brands, Inc., a Georgia corporation with offices at Hancock at Washington, Madison, Georgia 30650 ("Assignee"):

WHEREAS, Assignor has adopted and used in the United States the trademark reflected in the attached Exhibit "A" ("Marks") in connection with its business, and is the owner of the Marks, and owns federal registrations or applications for these Marks;

WHEREAS, Assignee is desirous of confirming as a matter of record its acquisition of the Marks, including pending applications and registrations, together with the good will of the business connected with the Marks;

NOW, THEREFORE, for ten dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are acknowledged, Assignor assigns to Assignee all rights, title and interest in and to the Marks, including pending applications and registrations, together with the good will of the business symbolized by the Marks, and all causes of action and claims based on past actions or infringement related to the Marks.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed and effective as of the start of business on the 4th day of January, 1999.

DF&R RESTAURANTS, INC.

By: *L. Profumo*
Louis J. Profumo
Senior Vice President

Sworn to and subscribed before me this 4th day of January, 1999.

Valetta A. Northcutt
Notary Public



Accepted:

AVADO BRANDS, INC.

By: *L. Profumo*
Louis J. Profumo
Senior Vice President

EXHIBIT A

FEDERAL REGISTRATIONS

	Trademark	Registration Number	Registration Date
1.	DON PABLO'S	1530232	March 14, 1989
2.	MAMA'S SKINNY	2167188	June 23, 1998
3.	PRAIRIE FIRE	2147501	March 31, 1998
4.	THE REAL ENCHILADA	1863776	November 22, 1998
5.	THE REAL ENCHILADA	1864093	November 22, 1998

PENDING FEDERAL APPLICATIONS

	Trademark	Application Number	Filing Date
1.	CHILI MACHO	74/731943	September 6, 1995
2.	DON PABLO'S	74/705944	July 25, 1995
3.	THE REAL MARGARITA	75/452406	March 18, 1998

PENDING CANADIAN APPLICATIONS

	Trademark	Application Number	Filing Date
1.	DON PABLO'S	853482	August 14, 1997
2.	THE REAL ENCHILADA	853481	August 14, 1997

TEXAS REGISTRATIONS

	Trademark	Application Number	Filing Date
1.	DON PABLO'S	48,792	October 17, 1988
2.	LA PLAZA DE JULIO	48,793	October 17, 1988