

For:
(Rc



MRD

12.10.99

RECORDATION FORM COVER
TRADEMARKS ONLY

01-27-2000



12-10-1999

U.S. Patent & TMO/TM Mail Rpt Dt. #34

TO 1

COMMISSIONER FOR TRADEMARKS: PLEASE RECORD THE ATTA

101251208

OF

1. Name of conveying party(ies):

QSC II, Inc.

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State - Delaware
☐ Other

Additional name(s) of conveying party(ies) attached? ☐ yes ☐ no

3. Nature of conveyance:

- ☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other

Execution Date: September 10, 1999

2. Name and address of receiving party(ies):

Name: The Provident Bank

Internal Address:

Street Address: One East Fourth Street, 7th Floor

City: Cincinnati State: Ohio Zip: 45202

- ☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☒ Corporation-State Ohio
☐ Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ yes ☐ no

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? ☐ yes ☐ no

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s):

B. Trademark Registration No.(s):

See Attached Exhibit I

Additional numbers attached? ☒ yes ☐ no

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

Name: Patricia B. Hogan

Internal Address: Keating, Muething & Klekamp, P.L.L.

Street Address: 1400 Provident Tower, One East Fourth St.

City: Cincinnati State: Ohio Zip: 45202

6. Total number of applications and registrations involved: _____

7. Total fee (37 CFR 3.41): \$ 840.00

☒ Enclosed

☐ Authorized to be charged to deposit account

8. Deposit account number: 500735

(Attached duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

01/24/2000 DNGUYEN 00000255 75664487

01 FC: 81
02 FC: 82

40.00 DP
800.00 DP

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.

Patricia B. Hogan

Name of Person Signing

Signature

Date

TOTAL NUMBER OF PAGES COMPRISING COVER SHEET: _____

EXHIBIT I

<u>Name of Mark</u>	Serial/Registration No.
BIG CATCH	75/664487
SILVER'S GOLD SENIORS PROGRAM	75/513364
GO GO CUP	75/374256
POPCORN MUNCHERS	2,202,238
LONG JOHN'S WRAPS (& Design)	75/176314
DIP STICKS	75/122261
GOTTA GETTA LITTLE LONG JOHN'S	2,061,351
AWESOME CHICKEN SANDWICH	2,032,720
LONG JOHN SILVER'S PROMISE SATISFACTION GUARANTEED (& Design)	1,955,821
FLAVORBROILED	1,991,878
FLAVORBAKED	1,991,801
ULTIMATE FISH SANDWICH	1,994,379
LONG JOHN SILVER'S (& Design)	1,867,357
LONG JOHN SILVER'S EXPRESS	1,843,319
QUICK PICKS	1,826,731
DESIGN ONLY (Fish)	1,817,261
LONG JOHN'S PROMISE TRIPLE QUALITY INSPECTION (& Design)	1,818,271
LONG JOHN'S EXPRESS	1,817,570
ADD-A-PIECE (Stylized)	1,778,182
GO FISH	1,683,385
LONG JOHN'S	1,551,455
LONG JOHN SILVER'S SEAFOOD SHOPPES	1,470,147

TRADEMARK**REEL: 002012 FRAME: 0073**

<u>Name of Mark</u>	Serial/Registration No.
OCEAN CHEF SALAD	1,472,513
CRUMBLIES	1,107,461
FISH & MORE	1,098,921
CHICKEN PLANKS	1,075,623
DESIGN ONLY (1 Pirate w/Wooden Leg and Parrot)	1,048,734
LONG JOHN SILVER'S SEAFOOD SHOPPE (& Store Design)	959,078
DESIGN ONLY (Pirate Head w/Parrot)	915,230
LONG JOHN SILVER'S	917,847
LONG JOHN SILVER'S	933,683
DESIGN (3 Pirates)	1,106,886
BIG CATCH (Stylized)	1,109,544

1317.1

TRADEMARK

REEL: 002012 FRAME: 0074

SECURITY INTEREST IN TRADEMARKS

WHEREAS, QSC, Inc., a Delaware corporation, with its chief executive office at 300 West Vine Street, P.O. Box 11988, Lexington, Kentucky 40579-1988, ("QSC I") and QSC II, INC., a Delaware corporation, with its chief executive office at 300 West Vine Street, P.O. Box 11988, Lexington, Kentucky 40579-1988, ("QSC II", and, collectively with QSC I, "QSC"), own all right, title and interest in the trademarks listed on Exhibit A attached hereto and made a part hereof ("Trademarks"); and

WHEREAS, LONG JOHN SILVER'S RESTAURANTS, INC., a Kentucky corporation, with its chief executive office at 300 West Vine Street, P.O. Box 11988, Lexington, Kentucky 40579-1988, ("LJSR"), and LONG JOHN SILVER'S, INC., a Delaware corporation, with its chief executive office at 300 West Vine Street, P.O. Box 11988, Lexington, Kentucky 40579-1988, ("LJS") (each of LJSR and LJS are referred to as an "Assignor" and collectively with QSC as "Assignors"), have acquired an interest in the Trademarks from QSC, have adopted such Trademarks, and have used or are using the Trademarks; and

WHEREAS, THE PROVIDENT BANK ("Assignee") and LJSR and LJS, an Ohio banking corporation, having its principal office at One East Fourth Street, Cincinnati, Ohio 45202, have entered into that certain Loan and Security Agreement by and among LJSR, LJS, Assignee as Agent, the various banks and lending institutions listed on Schedule 1 attached thereto, and YORKSHIRE GLOBAL RESTAURANTS, INC., as Guarantor, a Maryland corporation, dated of even date herewith (as the same may hereafter be amended, supplemented or otherwise modified from time to time, the "Loan Agreement"), by which Assignee has acquired security interests in such trademarks of LJSR and LJS and the applications or registrations thereof; and

WHEREAS, each of QSC I and QSC II has entered into that certain Affiliate Security Agreement with Assignee, by which Assignee has acquired security interests in such trademarks of QSC and the applications or registrations thereof.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignors, do hereby grant, transfer, assign and convey a security interest to Assignee in all rights, titles and interests in and to said Trademarks, together with the goodwill of the business symbolized by the Trademarks, and in the registrations or applications for registration thereof.

Assignors further covenant and warrant to Assignee:

1. that Assignors are the sole and exclusive owners of their respective Trademarks and all rights comprised in their respective Trademarks as set forth on Exhibit A

ASSIGNMENT OF TRADEMARKS
A&W Restaurants, Inc.

670447.9 (NYDOCS01-639751.4)

TRADEMARK

REEL: 002012 FRAME: 0075

attached hereto and have the full authority to consent to this Assignment, and that Assignee is the sole holder of security interests in the said Trademarks, which such security interests are perfected.

2. that the Trademarks have not heretofore been pledged, hypothecated or otherwise encumbered, except as to the aforementioned security interests held by Assignee, and except such encumbrances as have been released on or before the date hereof, and are in all aspects free and clear of any encumbrances;

3. that the validity of the Trademarks has never been questioned;

4. that no Assignor has entered into any contract or made any commitment that will or may impair Assignee's rights hereunder; and

5. that the Trademarks and all rights comprised in the Trademarks shall not be licensed or assigned in any manner without the prior written consent of Assignee.

THIS SECURITY INTEREST IN TRADEMARKS SHALL BE DEEMED TO HAVE BEEN MADE IN THE STATE OF OHIO AND SHALL BE INTERPRETED AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HERETO DETERMINED IN ACCORDANCE WITH APPLICABLE FEDERAL LAW AND THE INTERNAL LAWS OF THE STATE OF OHIO, APPLICABLE TO AGREEMENTS EXECUTED, DELIVERED AND PERFORMED THEREIN.

Remainder of page intentionally left blank. Signature page follows.

IN WITNESS WHEREOF, Assignors and Assignee have executed this Security Interest in Trademarks as of this 10th day of September, 1999.

LONG JOHN SILVER'S RESTAURANTS, INC.

By: [Signature]
Name: Gregory M. Jasko
Title: Sr. Vice President & Treasurer

STATE OF New York)
COUNTY OF New York) SS:

On this 10th day of September, 1999, before me personally appeared Gregory M. Jasko, the Sr. VP & Treasurer of LONG JOHN SILVER'S RESTAURANTS, INC., who signed this instrument and acknowledged that he/she signed it as a free act on behalf of the corporation.

GARY L. WITTMAN
Notary Public, State of New York
No. 24-4897619
Qualified in Kings County
Certificate Filed in New York County
Commission Expires June 1, 2001

[Signature]
Notary Public

LONG JOHN SILVER'S, INC.

By: [Signature]
Name: Gregory M. Jasko
Title: Sr. Vice President & Treasurer

STATE OF New York)
COUNTY OF New York) SS:

On this 10th day of September, 1999, before me personally appeared Gregory M. Jasko, the Sr. VP & Treasurer of LONG JOHN SILVER'S, INC., who signed this instrument and acknowledged that he/she signed it as a free act on behalf of the corporation.

GARY L. WITTMAN
Notary Public, State of New York
No. 24-4897619
Qualified in Kings County
Certificate Filed in New York County
Commission Expires June 1, 2001

[Signature]
Notary Public

ASSIGNMENT OF TRADEMARKS
Long John Silver's Restaurants, Inc.
Long John Silver's, Inc.

670447.9 (NYDOCS01/639751.4)

TRADEMARK
REEL: 002012 FRAME: 0077

QSC, INC.

By: [Signature]
Name: Gregory M. Jasko
Title: Sr. Vice President & Treasurer

STATE OF New York)
COUNTY OF New York) SS:

On this 10th day of September, 1999, before me personally appeared Gregory M. Jasko, the Sr. VP & Treasurer of the QSC, INC., who signed this instrument and acknowledged that he/she signed it as a free act on behalf of the corporation.

GARY L. WITTMAN
Notary Public, State of New York
No. 24-4897619
Qualified in Kings County
Certificate Filed in New York County
Commission Expires June 1, 2001

[Signature]
Notary Public

QSC II, INC.

By: [Signature]
Name: Gregory M. Jasko
Title: Sr. Vice President & Treasurer

STATE OF New York)
COUNTY OF New York) SS:

On this 10th day of September, 1999, before me personally appeared Gregory M. Jasko, the Sr. VP & Treasurer of the QSC II, INC., who signed this instrument and acknowledged that he/she signed it as a free act on behalf of the corporation.

GARY L. WITTMAN
Notary Public, State of New York
No. 24-4897619
Qualified in Kings County
Certificate Filed in New York County
Commission Expires June 1, 2001

[Signature]
Notary Public

ASSIGNMENT OF TRADEMARKS
Long John Silver's Restaurants, Inc.
Long John Silver's, Inc.

670447.9 (NYDOCS01/639751.4)

TRADEMARK
REEL: 002012 FRAME: 0078

THE PROVIDENT BANK

By: Alan R. Henning
Name: Alan R. Henning
Title: Vice President

STATE OF NY)
) SS:
COUNTY OF NY)

On this 10th day of September, 1999, before me personally appeared Alan R. Henning
the Vice President of THE PROVIDENT BANK, who signed this instrument and
acknowledged that he/she signed it as a free act on behalf of the corporation.

Christine Dionne
Notary Public

CHRISTINE DIONNE
Notary Public, State of New York
No. 31-4992660
Qualified in New York County
Commission Expires March 2, 2000

ASSIGNMENT OF TRADEMARKS
Long John Silver's Restaurants, Inc.
Long John Silver's, Inc.

670447.9 (NYDOCS01/639751.4)

TRADEMARK
[REEL: 002012 FRAME: 0079

Exhibit A

Mark	Ser #/Reg #	Filed/Reg'd/ Renewed Date	Goods/Services	Security Interests
Big Catch	75-664487	03/19/99	Prepared seafood and/or chicken dinners for consumption on or off the premises	None
Silver's Gold Seniors Program	75-513364	07/06/98	Restaurant services, namely marketing programs for senior citizens	None
Go Go Cup	75-374256	10/17/97	Take-out fish and chicken combination meals	None
Popcorn Munchers	2,202,238	11/03/98	Seafood and chicken for consumption on or off the premises	None
Long John's Wraps (& Design)	75-176314	10/03/96	Flat bread with fillings	None
Dip Sticks	75-122261	06/19/96	Chicken, fish and beef kebobs	None
Gotta Getta Little Long John's	2,061,351	05/13/97	Restaurant services	None
Awesome Chicken Sandwich	2,032,720	01/21/97	Chicken sandwiches	None
Long John Silver's Promise Satisfaction Guaranteed (& Design)	1,955,821	02/13/96	Restaurant services	None

Mark	Ser #/Reg #	Filed/Reg'd/ Renewed Date	Goods/Services	Security Interests
Flavorbroiled	1,991,878	08/06/96	Entrees consisting primarily of chicken and fish	2/14/97 security interest to Chase Manhattan Bank from Long John Silver's Restaurants, Inc., Long John Silver's, Inc. and QSC, Inc.
Flavorbaked	1,991,801	08/06/96	Chicken and fish sandwiches	2/14/97 security interest to Chase Manhattan Bank from Long John Silver's Restaurants, Inc., Long John Silver's, Inc. and QSC, Inc.
Ultimate Fish Sandwich	1,994,379	08/20/96	Entrees consisting primarily of chicken and fish	2/14/97 security interest to Chase Manhattan Bank from Long John Silver's Restaurants, Inc., Long John Silver's, Inc. and QSC, Inc.
			Fish sandwiches	2/14/97 security interest to Chase Manhattan Bank from Long John Silver's Restaurants, Inc., Long John Silver's, Inc. and QSC, Inc.
Long John Silver's (& Design)	1,867,357	12/13/94	Chicken and fish sandwiches	2/14/97 security interest to Chase Manhattan Bank from Long John Silver's Restaurants, Inc., Long John Silver's, Inc. and QSC, Inc.
			Restaurant services	2/14/97 security interest to Chase Manhattan Bank from Long John Silver's Restaurants, Inc., Long John Silver's, Inc. and QSC, Inc.
Long John Silver's Express	1,843,319	07/05/94	Restaurant services	2/14/97 security interest to Chase Manhattan Bank from Long John Silver's Restaurants, Inc., Long John Silver's, Inc. and QSC, Inc.
			Restaurant services	2/14/97 security interest to Chase Manhattan Bank from Long John Silver's Restaurants, Inc., Long John Silver's, Inc. and QSC, Inc.
Quick Picks	1,826,731	03/15/94	Restaurant services	2/14/97 security interest to Chase Manhattan Bank from Long John Silver's Restaurants, Inc., Long John Silver's, Inc. and QSC, Inc.
			Restaurant services	2/14/97 security interest to Chase Manhattan Bank from Long John Silver's Restaurants, Inc., Long John Silver's, Inc. and QSC, Inc.
Design only (fish)	1,817,261	01/18/94	Restaurant services	2/14/97 security interest to Chase Manhattan Bank from Long John Silver's Restaurants, Inc., Long John Silver's, Inc. and QSC, Inc.

Mark	Ser #/Reg #	Filed/Reg'd/ Renewed Date	Goods/Services	Security Interests
Long John's Promise Triple Quality Inspection (& Design)	1,818,271	01/25/94	Restaurant services	2/14/97 security interest to Chase Manhattan Bank from Long John Silver's Restaurants, Inc., Long John Silver's, Inc. and QSC, Inc
Long John's Express	1,817,570	01/18/94	Restaurant services	2/14/97 security interest to Chase Manhattan Bank from Long John Silver's Restaurants, Inc., Long John Silver's, Inc. and QSC, Inc.
Add-a-Piece (Stylized)	1,778,182	06/22/93	Restaurant services	2/14/97 security interest to Chase Manhattan Bank from Long John Silver's Restaurants, Inc. and Long John Silver's, Inc.
Go Fish	1,683,385	04/14/92	Restaurant services	2/14/97 security interest to Chase Manhattan Bank from Long John Silver's Restaurants, Inc. and Long John Silver's, Inc.
Long John's	1,551,455	08/08/89	Restaurant services	5/18/90 security interest to Manufacturers Hanover Trust from QSC, Inc. and Long John Silver's, Inc. 2/14/97 security interest to Chase Manhattan Bank from Long John Silver's Restaurants, Inc., Long John Silver's, Inc. and QSC, Inc.

Mark	Ser #/Reg #	Filed/Reg'd/ Renewed Date	Goods/Services	Security Interests
Long John Silver's Seafood Shoppes	1,470,147	12/22/87	Restaurant services	5/18/90 security interest to Manufacturers Hanover Trust from QSC, Inc. and Long John Silver's, Inc.
				2/14/97 security interest to Chase Manhattan Bank from Long John Silver's Restaurants, Inc., Long John Silver's, Inc. and QSC, Inc.
Ocean Chef Salad	1,472,513	01/12/88	Chef salad with seafood and shrimp for consumption on or off the premises	5/18/90 security interest to Manufacturers Hanover Trust from QSC, Inc. and Long John Silver's, Inc.
				2/14/97 security interest to Chase Manhattan Bank from Long John Silver's Restaurants, Inc., Long John Silver's, Inc. and QSC, Inc.
Crumblies	1,107,461	11/28/98	Prepared deep fried pieces of batter for consumption on or off the premises	5/18/90 security interest to Manufacturers Hanover Trust from QSC, Inc. and Long John Silver's, Inc.
				2/14/97 security interest to Chase Manhattan Bank from Long John Silver's Restaurants, Inc., Long John Silver's, Inc. and QSC, Inc.

Mark	Ser #/Reg #	Filed/Reg'd/ Renewed Date	Goods/Services	Security Interests
Fish & More	1,098,921	08/08/98	Prepared fish dinners for consumption on or off the premises	5/18/90 security interest to Manufacturers Hanover Trust from QSC, Inc. and Long John Silver's, Inc.
Chicken Planks	1,075,623	10/18/97	Prepared strips of boneless chicken breasts for consumption on or off the premises	5/18/90 security interest to Manufacturers Hanover Trust from QSC, Inc. and Long John Silver's, Inc.
Design only (1 pirate w/wooden leg and parrot)	1,048,734	09/21/96	Restaurant services	2/14/97 security interest to Chase Manhattan Bank from Long John Silver's Restaurants, Inc. and Long John Silver's, Inc. 5/18/90 security interest to Manufacturers Hanover Trust from QSC, Inc. and Long John Silver's, Inc. 2/14/97 security interest to Chase Manhattan Bank from Long John Silver's Restaurants, Inc., Long John Silver's, Inc. and QSC, Inc.

Mark	Ser #/Reg #	Filed/Reg'd/ Renewed Date	Goods/Services	Security Interests
Long John Silver's Seafood Shoppes (& store design)	959,078	06/16/93	Restaurant services	5/18/90 security interest to Manufacturers Hanover Trust from QSC, Inc. 2/14/97 security interest to Chase Manhattan Bank from Long John Silver's Restaurants, Inc. and Long John Silver's Inc.
Design only (pirate head w/parrot)	915,230	06/15/91	Restaurant services	5/18/90 security interest to Manufacturers Hanover Trust from QSC, Inc. 2/14/97 security interest to Chase Manhattan Bank from Long John Silver's Restaurants, Inc. and Long John Silver's Inc.
Long John Silver's	917,847	08/03/91	Restaurant services	5/18/90 security interest to Manufacturers Hanover Trust from QSC, Inc. and Long John Silver's, Inc. 2/14/97 security interest to Chase Manhattan Bank from Long John Silver's Restaurants, Inc. and Long John Silver's, Inc.
Long John Silver's	933,683	05/09/92	Promotion of franchise restaurants, and rendering technical assistance in the establishment and operations of restaurants	5/18/90 security interest to Manufacturers Hanover Trust from QSC, Inc. and Long John Silver's, Inc. 2/14/97 security interest to Chase Manhattan Bank from Long John Silver's Restaurants, Inc., Long John Silver's, Inc. and QSC, Inc.

Mark	Ser #/Reg #	Filed/Reg'd/ Renewed Date	Goods/Services	Security Interests
Design (3 pirates)	1,106,886	11/21/78	Restaurant services	5/18/90 security interest to Manufacturers Hanover from QSC, Inc. and Long John Silver's, Inc.
Big Catch (Stylized)	1,109,544	12/19/78	Prepared seafood and/or chicken dinners for consumption on or off the premises	2/14/97 security interest from Chase Manhattan Bank from Long John Silver's Restaurants, Inc., Long John Silver's, Inc. and QSC, Inc.

WASH1:221624:1:0/10/99
23516-6

- 7 -

TRADEMARK

RECORDED: 12/08/1999

REEL: 002012 FRAME: 0086