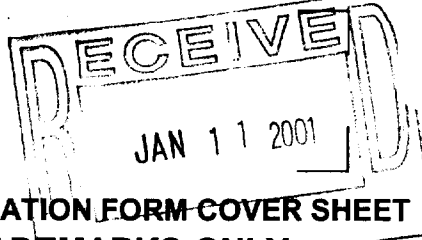


01-24-2001



101591868

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



1-11-01

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks. Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year

- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Shoney's, Inc.

Execution Date
Month Day Year
10/31/2000

Formerly _____

1661241

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization TN

Receiving Party

Mark if additional names of receiving parties attached

Name Captain D's, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 1727 Elm Hill Pike

Address (line 2) _____

Address (line 3) Nashville

TN

37210

City State/Country Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other _____

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

- Citizenship/State of Incorporation/Organization DE

01/24/2001 GTOM11 00000326 1661241

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
 02 FC:482 375.00 OP
 03 FC:998 25.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002217 FRAME: 0599

Domestic Representative Name and Address

Enter for the first Receiving Party only.

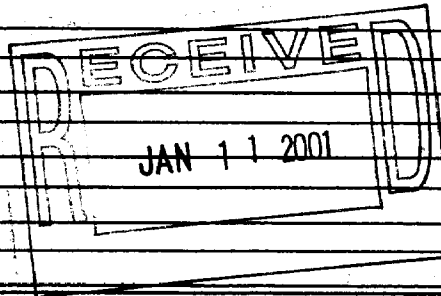
Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)



Correspondent Name and Address

Area Code and Telephone Number

(513) 977-8114

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	1029628	1146718	1492731
<input type="text"/>	<input type="text"/>	<input type="text"/>	1029629	1151309	1649084
<input type="text"/>	<input type="text"/>	<input type="text"/>	1130154	1341166	1654602

Number of Properties Enter the total number of properties involved.

#

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

John E. Barnes
Name of Person Signing

John E. Barnes
Signature

1/9/2001
Date Signed

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

[RECEIVED]

[]

Formerly

JAN 11 2001

Individual General Partnership Limited Partnership Corporation Association

Other []

Citizenship State of Incorporation/Organization []

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

[]

DBA/AKA/TA

[]

Composed of

[]

Address (line 1)

[]

Address (line 2)

[]

Address (line 3)

[]

[]

[]

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other []

Citizenship/State of Incorporation/Organization []

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Trademark Application Number(s) or Registration Number(s)

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Mark if additional numbers attached

Trademark Application Number(s)

Registration Number(s)

[]	[]	[]
[]	[]	[]
[]	[]	[]
[]	[]	[]
[]	[]	[]
[]	[]	[]
[]	[]	[]
[]	[]	[]

1661241	1791768	[]
1792066	1575841	[]
1792057	1828688	[]
2223344	[]	[]
[]	[]	[]
[]	[]	[]
[]	[]	[]
[]	[]	[]

**ASSIGNMENT
OF
TRADEMARKS AND SERVICE MARKS**

In consideration of the sum of Ten and No/100 Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, **SHONEY'S INC.**, a Tennessee corporation with offices at 1727 Elm Hill Pike, Nashville, Tennessee 37210 (the "Assignor") does hereby sell, assign, transfer and set over to **CAPTAIN D'S, INC.**, a Delaware corporation with offices at 1727 Elm Hill Pike, Nashville, Tennessee 37210 (the "Assignee"), all of Assignor's worldwide rights, title and interest in and to all trademarks and service marks associated with the **CAPTAIN D'S, INC.** restaurant system, registered or unregistered, including, without limitation, those registrations and pending applications identified in Schedule A attached hereto and incorporated herein by reference (collectively, the "Marks"), and all rights and registrations therein and therefor in any country or locality worldwide, together with the goodwill of the business in connection with which the Marks are used and which is symbolized by the Marks and the right to recover damages and profits for past, present or future infringements or unauthorized use thereof, with the right to sue for, and collect the same for its own use and enjoyment, and for the use and enjoyment of its successors, assigns, or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this assignment and sale had not been made.

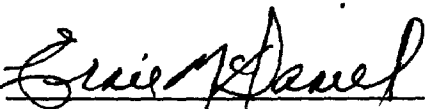
Assignor agrees to execute and deliver at the request and expense of Assignee any papers, instruments and assignments reasonably necessary to vest in Assignee all of Assignor's right, title and interest in and to the Marks and the registrations therefor and/or to provide evidence to support such assignment in the event such evidence is deemed necessary by Assignee, to the extent such evidence is in the possession or control of Assignor. **ASSIGNOR MAKES NO REPRESENTATIONS OR WARRANTIES, EXPRESS OR IMPLIED, WITH RESPECT TO THE ASSIGNED MARKS, INCLUDING, WITHOUT LIMITATION, THE CONDITION THEREOF OR THE FITNESS THEREOF FOR ANY PARTICULAR PURPOSE.**


ASSIGNOR:

ASSIGNEE:

SHONEY'S INC.

CAPTAIN D'S, INC.

By: 

By: 

Name: Ernie McDaniels

Name: Donna M. Adams

Title: ~~Assistant Secretary~~

Title: Vice President

V.P. - FINANCE

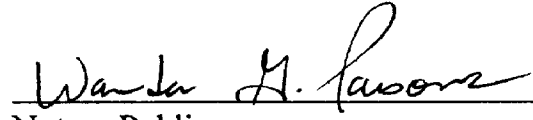
Date: October 31, 2000

Date: October 31, 2000

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Before me, Wanda G. Parsons, a Notary Public of said County and State, personally appeared Ernie McDaniels, with whom I am personally acquainted (or provided to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Assistant Secretary (or other officer authorized to execute the instrument) of SHONEY'S, INC., the within named Assignor, a corporation, and that he, as such Assistant Secretary, executed the foregoing instrument for the purposes therein contained, by signing on behalf of the corporation by himself as Assistant Secretary.

Witness my hand and seal, at office in Nashville, Tennessee, this 31ST day of October, 2000.



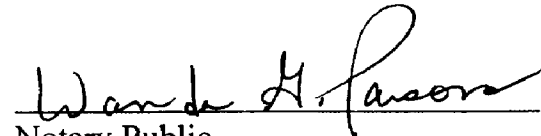
Notary Public

My Commission Expires: 7/28/01

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Before me, Wanda G. Parsons, a Notary Public of said County and State, personally appeared Donna M. Adams, with whom I am personally acquainted (or provided to me on the basis of satisfactory evidence), and who, upon oath, acknowledged herself to be Vice President (or other officer authorized to execute the instrument) of CAPTAIN D'S INC., the within named Assignee, a corporation, and that she, as such Vice President, executed the foregoing instrument for the purposes therein contained, by signing on behalf of the corporation by herself as Vice President.

Witness my hand and seal, at office in Nashville, Tennessee, this 31ST day of October, 2000.



Notary Public

My Commission Expires: 7/28/01

**SCHEDULE A
TO ASSIGNMENT OF
TRADEMARKS AND SERVICE MARKS**

<u>MARK</u>	<u>REGISTRATION DATE</u>	<u>REGISTRATION NUMBER</u>
UNITED STATES		
1. Miscellaneous Design	01/06/1976	1,029,628
2. Captain D's	01/06/1976	1,029,629
3. Miscellaneous Design	01/29/1980	1,130,154
4. Captain D's Seafood (and Design)	02/03/1981	1,146,718
5. A Great Little Seafood Place	04/14/1981	1,151,309
6. Lighten Up	06/11/1985	1,341,166
7. Little Mate's Meal	06/14/1988	1,492,731
8. Miscellaneous Design	01/02/1990	1,575,841
9. Miscellaneous Design	06/25/1991	1,649,084
10. The Great Little Seafood Place	08/20/1991	1,654,602
11. Captain D's (and Design)	10/15/1991	1,661,241
12. Tag-A-Longs	09/07/1993	1,791,768
13. Real Seafood. Real Quick.	09/07/1993	1,792,057
14. Captain's Class	09/07/1993	1,792,066
15. The Great Little Seafood House	03/29/1994	1,828,688
16. Miscellaneous Design	02/09/1999	2,223,344
AUSTRALIA		
1. Captain D's	01/02/1998	751,980
BAHAMAS		
1. Captain D's	11/16/1992	15,541
CANADA		
1. Captain D's	11/03/1989	362,413
JAPAN		
1. Captain D's	01/29/1993	2,496,125
KOREA		
1. Captain D's	10/11/1990	12,424

MEXICO

1.	Captain D's	11/27/1992	426,624
2.	Captain D's ¹	01/29/1996	515,468
3.	Un Pequeno Gran Lugar En Mariscos	03/30/1994	455,873
4.	Miscellaneous Design	05/02/1994	459,004
5.	Captain D's	04/13/1994	456,992

NEW ZEALAND

1.	Captain D's	01/14/1998	287,268
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PUERTO RICO

1.	Captain D's	05/12/1989	7,418
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TAIWAN

1.	Captain D's	04/16/1990	44,356
2.	Captain D's	05/01/1990	482,787

Other Trademarks and Service Marks

All common law trademarks, service marks, trade names, artwork, designs and logos that are part of the "Captain D's System" and used in connection with the operation of Captain D's restaurants.

¹This registration will be voluntarily withdrawn in connection with the re-registration of the CAPTAIN D's mark in Mexico.