

04-11-2001

Form PTO-1594
1-31-92

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U.S. Department of Commerce
Patent and Trademark Office

101671979

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

1. Name of conveying party(ies):
 Captain D's, Inc. (previously known as SHN Investments)

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

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

2. Name and address of receiving party(ies):
 Name: Shoney's Inc.
 Internal Address: _____
 Street Address: 1727 Elm Hill Pike
 City: Nashville State: TN Zip: 37210

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

If assignee is not domiciled in designation is attached: ye.
 (Designation must be a separate assignment)
 Additional name(s) & address(es): _____ yes no

3. Nature of conveyance: 3-27-01

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: September 19, 2000

03-27-2001
U.S. Patent & TMO/TM Mail Rpt Dt. #58

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

A. Trademark Application No.(s) _____
 B. Trademark Registration No.(s) 2,011,023

Additional numbers attached? yes no

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Nicolette R. Simms
 Internal Address: Dinsmore & Shohl LLP
 Street Address: 1900 Chemed Center
255 E. Fifth Street
 City: Cincinnati State: OH Zip: 45202

6. Total number of applications and registrations involved:..... 1

7. Total fee (37 CFR 3.41): \$ 40.00
 Enclosed
 Authorized to be charged to deposit account
 Please charge any deficiencies or credit any overpayment to deposit account

8. Deposit account number: 04-1133

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

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.

Nicolette Simms Nicolette Simms March 27, 2001
 Name of Person Signing Signature Date

Total number of pages including cover sheet: 4

400

661436.01

CERTIFICATE OF EXPRESS MAIL

"Express Mail" mailing label number: EL378869265US
Date of Deposit: March 27, 2001

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Assistant Commissioner for Trademarks; 2900 Crystal Drive; Arlington, VA 22202-3513.

Robert L. Vignat

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40.00 DP

**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, **CAPTAIN D'S, INC.**, a Delaware corporation (previously known as SHN Investments, LLC prior to conversion) with offices at 1727 Elm Hill Pike, Nashville, Tennessee 37210 (the "Assignor") does hereby sell, assign, transfer and set over to **SHONEYS, INC.**, a Tennessee 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 Shoney's Inn motel 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:

CAPTAIN D'S, INC.

By:



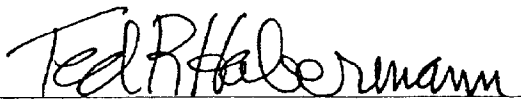
Name: Donna M. Adams
Title: Vice President

Date: September 19, 2000

ASSIGNEE:

SHONEYS, INC.

By:



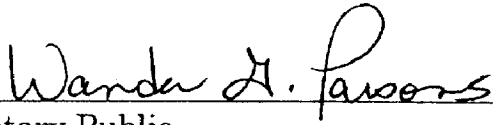
Name: Ted R. Habermann
Title: Assistant Secretary

Date: September 19, 2000

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Before me, Wanda G. Parsons, a Notary Public of said County and State, personally appeared Ted R. Habermann, with whom I am personally acquainted (or proved 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 Assignee, 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 19th day of September, 2000.



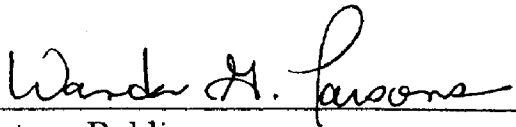
Notary Public

My Commission Expires: July 28, 2001

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 proved 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 Assignor, a corporation, and that he, as such Vice President, executed the foregoing instrument for the purposes therein contained, by signing on behalf of the corporation by himself as Vice President.

Witness my hand and seal, at office in Nashville, Tennessee, this 19th day of September, 2000.



Notary Public

My Commission Expires: July 28, 2001

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

| <u>MARK</u> | <u>REGISTRATION DATE</u> | <u>REGISTRATION NUMBER</u> |
|--|------------------------------|--------------------------------|
| SHONEY'S INN (stylized) | February 16, 1982 | 1,190,289 |
| SHONEY'S INN (block letters), and for | August 4, 1992 | 1,705,676 |
| SHONEY'S INN & SUITES (block letters) | October 22, 1996 | 2,011,023 |

Other Trademarks and Service Marks.

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