

08-23-2002

Form PTO-1594 R
(Rev. 03/01)
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5/31/2002)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office



102200259

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

1. Name of conveying party(ies):
Avado Brands, Inc. 8-8-02
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State - **Georgia**
 Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
McCormick & Schmick Acquisition Corp.
Street Address: **720 Southwest Washington Street,
Suite 550**
City: **Portland** State: **OR** Zip: **97205**
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **Delaware** AUG 8
 Other _____

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other -
Execution Date: **August 22, 2001**

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

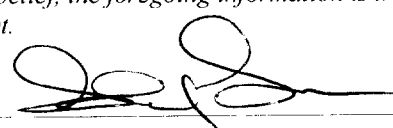
4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
Additional number(s) attached Yes No

B. Trademark Registration No.(s)
2,397,465 1,536,934
2,272,893 1,520,274
2,038,613

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **Stanley Seuradge**
Internal Address: **Schulte Roth & Zabel**
Street Address: **919 Third Avenue**
City: **New York** State: **N.Y.** Zip: **10022**

6. Total number of applications and registrations involved:..... **5**
7. Total fee (37 CFR 3.41).....\$ **140.00**
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:
500675 - Schulte Roth & Zabel
(Attach 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.
Stanley Seuradge  **August 8, 2002**
Name of Person Signing Signature Date
Total number of pages including cover sheet, attachments, and document **5**

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

08/22/2002 6TON11 00000141 500675 2397465
01 FC:481 40.00 CH
02 FE:482 921466 100.00 CH

TRADEMARK
REEL: 002568 FRAME: 0581

TRADEMARK ASSIGNMENT

WHEREAS AVADO BRANDS, INC., a corporation duly organized and existing under the laws of the State of Georgia, ("Assignor"), owns all right, title and interest in and to the trademarks, and any applications and registrations therefor, as set forth in the attached Schedule A, and all common law rights to such trademarks and all of the goodwill of the business symbolized thereby and associated therewith (all collectively, the "Trademarks"); and


WHEREAS McCORMICK & SCHMICK ACQUISITION CORP., a corporation duly organized and existing under the laws of the State of Delaware, ("Assignee") wishes to acquire all of Assignor's right, title and interest in and to the Trademarks together with the goodwill of the business symbolized thereby and the entire business and/or portion thereof to which the Trademarks pertain, and Assignor wishes to assign same to Assignee.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns, sells and transfers unto Assignee its entire right, title and interest throughout the world in perpetuity in and to the Trademarks, including common law rights, together with the goodwill of the business symbolized thereby and the entire business and/or portion thereof to which the Trademarks pertain, and the right to sue and recover for all past, present and future infringements and other violations of the Trademarks, the same to be held and enjoyed by Assignee, its successors and assigns to the same extent that such would have been held and enjoyed by Assignor had this assignment not been made. Assignor hereby covenants and agrees to provide any further necessary documentation and do all further acts reasonably requested by Assignee in this regard to confirm and perfect title in and to the Trademarks in Assignee, its successors, assigns, or other legal representatives.

[remainder of page is blank]

IN WITNESS WHEREOF, Assignor has executed this Trademark Assignment as an instrument under seal as of this 22 day of August 2001.

ASSIGNOR: AVADO BRANDS, INC.



Name: TOM E. DUPREE, JR

Title: CHAIRMAN & CEO

CERTIFICATE OF ACKNOWLEDGMENT

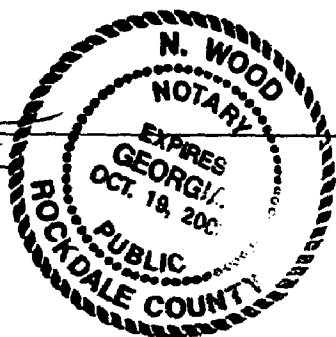
STATE OF Georgia

COUNTY OF Morgan

ss.:

On this 22 day of August 2001, before me, the undersigned, personally appeared TOM E. DUPREE, JR., personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.


[NOTARY SEAL]



ASSIGNEE:

McCORMICK & SCHMICK ACQUISITION CORP.



Name: Doug L. Schmick

Title: President

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF New York

ss.:

COUNTY OF New York

On this 17 day of August 2001, before me, the undersigned, personally appeared Doug L. Schmick, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.


[NOTARY SEAL]

GILLETT J. CHECKLEY
Notary Public, State of New York
No. 01CH5049562
Qualified in Queens County
Commission Expires Sep. 18, 2001

SCHEDULE A

U.S. TRADEMARKS

<u>MARK</u>	<u>OWNER</u>	<u>GOODS</u>	<u>REG.#</u>
CRABCAKE LOUNGE	Avado Brands, Inc.	Restaurant Services	2,397,465
M&S GRILL	Avado Brands, Inc.	Restaurant Services	2,272,893
McCORMICK & SCHMICK'S HARBORSIDE	Avado Brands, Inc.	Restaurant Services	2,038,613
McCORMICK'S	Avado Brands, Inc.	Restaurant Services	1,536,934
McCORMICK & SCHMICK'S	Avado Brands, Inc.	Restaurant services	1,520,274

EUROPEAN UNION TRADEMARKS

<u>MARK</u>	<u>OWNER</u>	<u>GOODS</u>	<u>REG.#/ APPLICATION#</u>
McCORMICK & SCHMICK'S	Avado Brands, Inc.	Providing of food and drink, restaurant, bar and catering services	728,303