

01-15-2003

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Form PTO-1594

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

RECORDAT

TRADL

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DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings → FINANCE SECTION

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

1. Name of conveying party(ies):
 QSCII, Inc. 1-2-03
 101 Yorkshire Blvd.
 Lexington, KY 40579-1988

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

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
 Name: Long John Silver's, Inc.
 Internal
 Address: _____
 Street Address: 101 Yorkshire Blvd.
 City: Lexington State: KY Zip: 40579-1988

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

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

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

Execution Date: December 26, 2002

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) 75/664,487
 76/056,506 76/056,507 76/056,634
 76/410,614 76/236,732

Additional number(s) attached Yes No

B. Trademark Registration No.(s) 1,778,182
 2,032,720; 959,078; 1,075,623
 1,107,461; 1,098,921; 1,991,801

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Larisa M. Colton, Esq.
 Internal Address: Yum! Brands, Inc.
 3rd Floor
 Street Address: 14841 N. Dallas Parkway
 City: Dallas State: TX Zip: 75254

6. Total number of applications and registrations involved: 28

7. Total fee (37 CFR 3.41).....\$ 715.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
 500313
 (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.

Larisa M. Colton 12/31/02
 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

01/14/2003 GT0N11 00000139 500313 75664487

01 FC:0521 40.00 CH
 02 FC:0522 675.00 CH

TRADEMARK
 REEL: 002648 FRAME: 0815

4B. Trademark Registrations (continued)

1,991,878

1,683,385

2,061,351

917,847

933,683

1,867,357

1,470,147

1,551,455

1,472,513

1,048,734

915,230

2,202,238

2,337,442

1,433,399

1,994,379

DEC.10.2002 10:06AM LJS LEGAL

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:11 AM 12/10/2002
020755292 - 0715822

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

**QSC II, INC.
(Subsidiary)**

INTO

**LONG JOHN SILVER'S, INC.
(Parent)**

Long John Silver's, Inc., a corporation organized and existing under the laws of the State of Delaware ("LJS"),

DOES HEREBY CERTIFY:

FIRST: That Long John Silver's, Inc. was incorporated on June 6, 1969, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That Long John Silver's, Inc. owns all of the issued and outstanding common capital stock of QSC II, Inc., a Delaware corporation incorporated on August 30, 1999 pursuant to the General Corporation Law of Delaware ("QSC II").

THIRD: That Long John Silver's, Inc., by the resolutions of its Board of Directors set forth on the attached Exhibit "A", duly adopted by the unanimous written consent dated October 18, 2002 and filed with the minutes of the Board, determined to merge into itself said QSC II.

FOURTH: That the name of the surviving corporation of the merger shall be Long John Silver's, Inc., a Delaware corporation.

FIFTH: The Certificate of Incorporation of Long John Silver's, Inc., which is the surviving corporation, shall continue in force and effect as the Certificate of Incorporation of the surviving corporation.

SIXTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of Long John Silver's, Inc. at any time prior to the effective time of the merger.

SEVENTH: The Certificate of Merger shall become effective as of 12:02 a.m. EST on December 26, 2002.

IN WITNESS WHEREOF, said Long John Silvers, Inc. has caused this Certificate to be signed by Forrest W. Ragdale, III, Senior Vice President, General Counsel and Secretary and attested by Michael C. White, its Assistant Secretary, as of the 18th day of October, 2002.

LONG JOHN SILVER'S, INC.

By: Forrest W. Ragdale, III
FORREST W. RAGSDALE, III
SENIOR VICE PRESIDENT,
GENERAL COUNSEL
AND SECRETARY

ATTEST:

By: Michael C. White
MICHAEL C. WHITE
ASSISTANT SECRETARY

EXHIBIT "A"

RESOLVED, that **QSC II, INC.** merge into **LONG JOHN SILVER'S, INC. ("LJS")**, which shall assume all obligations of **QSC II, INC.**; and

FURTHER RESOLVED, that the merger shall be effective at 12:02 a.m. EST on December 26, 2002 (the "**Effective Date and Time of the QSC II Merger**");

FURTHER RESOLVED, that the terms and conditions of the merger with respect to the effect on capital stock are as follows: upon the **Effective Date and Time of the QSC II Merger** each share of stock of **QSC II, INC.** then issued and outstanding shall thereupon and without more be extinguished and canceled, and each share of stock of **LJS** then issued and outstanding shall remain issued and outstanding;

~~**FURTHER RESOLVED**~~, that any and all of the officers of **LJS** be and they hereby are severally authorized and directed to: (a) make and execute a Certificate of Ownership whereby **QSC II, INC.** shall merge into **LJS** and **LJS** as the surviving corporation shall assume all of the liabilities and obligations of **QSC II, INC.** and shall succeed and acquire full title to any properties, including all interests in real and personal property, assets (including operating assets), rights, approvals, immunities and franchises, of **QSC II, INC.**, (b) cause the same to be filed with the Delaware Secretary of State, and (c) do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect said merger;

FURTHER RESOLVED, that **LJS** shall enter into various additional documents to effect the transfer of such assets, including, but not limited to, various deeds, transfer instruments, assignments, assumptions and agreements (the "**Transfer Documents**");

FURTHER RESOLVED, that any and all officers of **LJS** be and they hereby are severally authorized and directed to execute and deliver on behalf of **LJS** such other agreements and instruments as any of them deem necessary, desirable, or appropriate to effectuate, document and record the **Transfer Documents**, each such agreement or instrument to be in such form and on such terms as any of the officers of **LJS** may approve as being necessary, desirable, or appropriate, in each case such execution to be conclusive evidence of such approval and of the authority therefor hereunder; and

FURTHER RESOLVED, that any and all of the officers of **LJS** or **QSC II, INC.** be and they hereby are severally authorized and directed to take all steps and do all things that any of them deem necessary, desirable or appropriate to carry out the aforesaid resolutions.