

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

Release of Security Interest recorded at Reel 2182 Frame 0703

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Hudson Advisors, L.L.C.	successor in interest to Bank of America, N.A.	12/23/2003	Limited Liability Company: TEXAS

RECEIVING PARTY DATA

Name:	Captain D's Holdings, Inc.
Street Address:	1717 Elm Hill Pike
Internal Address:	Suite A-1
City:	Nashville
State/Country:	TENNESSEE
Postal Code:	37210
Entity Type:	CORPORATION: TENNESSEE

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	2223344	
Registration Number:	1828688	THE GREAT LITTLE SEAFOOD HOUSE
Registration Number:	1792066	CAPTAIN'S CLASS
Registration Number:	1792057	REAL SEAFOOD. REAL QUICK.
Registration Number:	1661241	CAPTAIN D'S
Registration Number:	1654602	THE GREAT LITTLE SEAFOOD PLACE
Registration Number:	1649084	
Registration Number:	1492731	LITTLE MATE'S MEAL
Registration Number:	1341166	LIGHTEN UP
Registration Number:	1151309	A GREAT LITTLE SEAFOOD PLACE
Registration Number:	1130154	
Registration Number:	1029629	CAPTAIN D'S
Registration Number:	1029628	

TRADEMARK

REEL: 002782 FRAME: 0146

900004555

CH \$340.00 2223344

CORRESPONDENCE DATA

Fax Number: (214)981-3400

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 214-981-3356

Email: mroberts@sidley.com

Correspondent Name: Elisabeth A. Evert, Esq.

Address Line 1: 717 North Harwood

Address Line 2: Suite 3400

Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:

3820-59450

NAME OF SUBMITTER:

Susan Roberts

Total Attachments: 4

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RELEASE OF SECURITY INTEREST IN TRADEMARKS

THIS RELEASE dated December 23, 2003 (this "Release") is made by HUDSON ADVISORS, L.L.C. (as Administrative Agent and successor in interest to BANK OF AMERICA, N.A.), a Texas Limited Liability Company with a place of business at 717 North Harwood Street, Suite 2100, Dallas, Texas 75201 (the "Secured Party") of an Intellectual Property Security Agreement dated September 6, 2000, and recorded on November 9, 2000 in the records of the United States Patent and Trademark Office Assignment Branch at Trademark Reel/Frame 2182/0703 and an Intellectual Property Security Agreement Supplement dated October 26, 2001, and recorded on November 7, 2001 in the records of the United States Patent and Trademark Office Assignment Branch at Trademark Reel/Frame 2424/0226 (collectively the "Security Agreement"), among CAPTAIN D'S, INC., a Delaware corporation, and CAPTAIN D'S HOLDINGS, INC., a Tennessee corporation, (collectively referred to herein as the "Debtor") and the Secured Party;

WITNESSETH:

WHEREAS, pursuant to the Security Agreement, the Debtor granted to the Secured Party a security interest in certain of the Debtor's United States trademarks and trademark applications and registrations and, in particular, certain trademarks set forth on the attached Schedule A (the "Trademarks");

WHEREAS, the Secured Party wishes to: (i) release all of its security interest covering the Trademarks; (ii) restore all right, title and interest in and to the Trademarks to Debtor; and (iii) to dissolve any and all liens and encumbrances respecting the Trademarks.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledge, the Secured Party does hereby release its security interest in the Trademarks, and discharges, quit claims and relinquishes unto the Debtor (in each case without recourse and without representation or warranty) any and all rights, title and interest it has in and to the Trademarks.

IN WITNESS WHEREOF, the Secured Party has caused this Release to be duly executed and delivered by its officer thereunto duly authorized as of the day and year first written above.

HUDSON ADVISORS, L.L.C.
(AS SUCCESSOR IN INTEREST TO BANK OF
AMERICA, N.A.), as Secured Party

By: 

Name: J.D. DELL

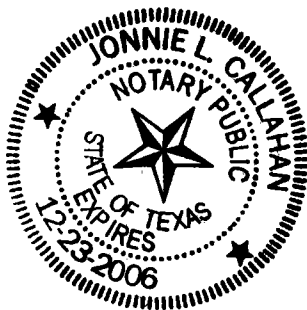
Title: EXECUTIVE VICE PRESIDENT

STATE OF Texas :

COUNTY OF Dallas :

SS

BEFORE ME, the undersigned Notary Public, on this 23RD day of December, 2003 personally appeared J.D. DELL, personally known to me ~~(or proven to me on the basis of satisfactory evidence)~~ gc to be the person who executed the foregoing instrument as EVP of Hudson Advisors, L.L.C., the entity therein named, and acknowledged to me that the instrument was signed on behalf of said entity pursuant to appropriate authority for the purposes therein set forth and intending that this instrument be recorded.



Jonnie L. Callahan
Notary Public

SCHEDULE A
to
Release of Security Interest in Trademarks

Trademark Registrations and Applications

A. United States Registrations

	<u>Mark</u>	<u>Registration Date</u>	<u>Registration Number</u>	<u>Expiration Date</u>
(1)	Miscellaneous Design	01/06/1976	1,029,628	01/06/2006
(2)	Captain D's	01/06/1976	1,029,629	01/06/2006
(3)	Miscellaneous Design	01/29/1980	1,130,154	01/29/2010
(4)	A Great Little Seafood Place	04/14/1981	1,151,309	04/14/2011
(5)	Lighten Up	06/11/1985	1,341,166	06/11/2005
(6)	Little Mate's Meal	06/14/1988	1,492,731	06/14/2008
(7)	Miscellaneous Design	06/25/1991	1,649,084	06/25/2011
(8)	The Great Little Seafood Place	08/20/1991	1,654,602	08/20/2011
(9)	Captain D's (and Design)	10/15/1991	1,661,241	10/15/2011
(10)	Real Seafood. Real Quick.	09/07/1993	1,792,057	09/07/2003
(11)	Captain's Class	09/07/1993	1,792,066	09/07/2003
(12)	The Great Little Seafood House	03/29/1994	1,828,688	03/29/2004
(13)	Miscellaneous Design	02/09/1999	2,223,344	02/09/2009
(14)	Captain D's Please	04/09/2002	2,558,642	04/09/2012
(15)	D's Freeze	05/07/2002	2,567,223	05/07/2012

B. United States Applications

	<u>Mark</u>	<u>Filing Date</u>	<u>Application Number</u>
(1)	Aqua Agents	12/18/2003	TBA
(2)	Homestyle Crunchy	12/18/2003	TBA
(3)	Seafood Harvest	12/18/2003	TBA
(4)	Shrimp Shakers	12/18/2003	TBA

C. Foreign Registrations

	<u>Country</u>	<u>Mark</u>	<u>Registration Date</u>	<u>Registration Number</u>	<u>Expiration Date</u>
(1)	Australia	Captain D's	01/02/1998	751,980	01/02/2008
(2)	Bahamas	Captain D's	11/16/1992	15,541	11/16/2006
(3)	Canada	Captain D's	11/03/1989	362,413	11/03/2004

	<u>Country</u>	<u>Mark</u>	<u>Registration Date</u>	<u>Registration Number</u>	<u>Expiration Date</u>
(4)	Japan	Captain D's	01/29/1993	2,496,125	01/29/2013
(5)	Korea	Captain D's	10/11/1990	12,424	10/11/2010
(6)	Mexico	Captain D's	03/28/2003	785,651	05/22/2012
(7)	Mexico	Un Pequeno Gran Lugar En Mariscos	03/30/1994	455,873	01/07/2004
(8)	Mexico	Miscellaneous Design	05/02/1994	459,004	01/07/2004
(9)	Mexico	Captain D's	04/13/1994	456,992	11/29/2003*
(10)	New Zealand	Captain D's	01/14/1998	287,268	01/14/2005
(11)	Puerto Rico	Captain D's	05/12/1989	7,418	01/06/2006
(12)	Taiwan	Captain D's	04/16/1990	44,356	04/15/2010
(13)	Taiwan	Captain D's	05/01/1990	482,787	04/30/2010

* Renewal filed 11/27/2003

D. 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.