

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Conversion from corporation to limited liability company
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Shoney's, Inc.		09/24/2004	CORPORATION: TENNESSEE

RECEIVING PARTY DATA	
Name:	Shoney's, LLC
Street Address:	1717 Elm Hill Pike
Internal Address:	Suite B-1
City:	Nashville
State/Country:	TENNESSEE
Postal Code:	37210
Entity Type:	limited liability company: TENNESSEE

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Serial Number:	78359410	BUBBA'S BLT
Serial Number:	76547549	YOUR FOOD. YOUR CHOICE. YOUR SHONEY'S.
Registration Number:	2831992	BEAR NECESSITIES
Registration Number:	2827938	WE CAN'T WAIT TO HAVE YOU OVER.
Registration Number:	2719271	SHONEY'S
Registration Number:	2685654	SHONEY'S BLUE PLATE SPECIALS
Registration Number:	2442445	SHONEY'S HALF-POUNDER
Registration Number:	2270837	SHONEY'S
Registration Number:	2270792	SHONEY'S
Registration Number:	2011023	SHONEY'S INN & SUITES
Registration Number:	1995287	SHONEY'S CLASSIC AMERICAN FOOD
Registration Number:	1862936	SHONEY'S
Registration Number:	1837180	SHONEY BEAR CUB CLUB
Registration Number:	1765417	BEST BREAKFAST IN TOWN

OP \$515.00 78359410

Registration Number:	1705676	SHONEY'S INN
Registration Number:	1620734	SHONEY'S
Registration Number:	1536333	SHONEY BEAR
Registration Number:	1412692	AMERICA'S DINNER TABLE
Registration Number:	1190289	SHONEY'S INN
Registration Number:	1088370	SHONEY'S

CORRESPONDENCE DATA

Fax Number: (615)244-6804
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 615-850-8741
Email: rfelber@wallerlaw.com
Correspondent Name: Robert P. Felber, Jr.
Address Line 1: 511 Union Street
Address Line 2: Suite 2700
Address Line 4: Nashville, TENNESSEE 37219-8966

ATTORNEY DOCKET NUMBER:	007130.02279
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NAME OF SUBMITTER:	Robert P. Felber, Jr.
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Total Attachments: 6
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Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 10/11/04
REQUEST NUMBER: 5254-0178
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 10/11/04 1102
EFFECTIVE DATE/TIME: 10/11/04 1102
CONTROL NUMBER: 0028399

Davidson County	CHARTER
Recvd: 10/11/04 15:54	6 pgs
Fees:7.50 Taxes:0.00	
20041011-0122642	

TO:
CFS
8161 HWY 100 172
NASHVILLE, TN 37221

RE:
SHONEY'S, LLC
ARTICLES OF CONVERSION - LIMITED LIABILITY
COMPANY

CONGRATULATIONS UPON THE FORMATION OF THE LIMITED LIABILITY COMPANY IN THE STATE OF TENNESSEE WHICH IS EFFECTIVE AS INDICATED ABOVE.

A LIMITED LIABILITY COMPANY ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE LIMITED LIABILITY COMPANY'S FISCAL YEAR. ONCE THE FISCAL YEAR HAS BEEN ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH WRITTEN NOTIFICATION. THIS OFFICE WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE LIMITED LIABILITY COMPANY AT THE ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED AGENT AND OFFICE WILL SUBJECT THE LIMITED LIABILITY COMPANY TO ADMINISTRATIVE DISSOLUTION

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE LIMITED LIABILITY COMPANY CONTROL NUMBER GIVEN ABOVE.

PLEASE BE ADVISED THAT THIS DOCUMENT MUST BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A LIMITED LIABILITY COMPANY HAS ITS PRINCIPAL OFFICE IF SUCH PRINCIPAL OFFICE IS IN TENNESSEE.

FOR: ARTICLES OF CONVERSION - LIMITED LIABILITY
COMPANY

ON DATE: 10/11/04

FROM:
CFS
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221-0000

RECEIVED: FEES \$300.00 \$0.00
TOTAL PAYMENT RECEIVED: \$300.00

RECEIPT NUMBER: 00003595553
ACCOUNT NUMBER: 00101230

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE



SS-4458

TRADEMARK
REEL: 002980 FRAME: 0182

FILED

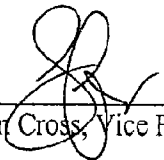
ARTICLES OF CONVERSION
of
SHONEY'S, INC.
(a Tennessee corporation)
into
SHONEY'S, LLC
(a Tennessee limited liability company)

RECEIVED
SECRETARY OF STATE
OCT 11 AM 11:02
FILED
SECRETARY OF STATE

September 24, 2004

1. The name of the former corporation is Shoney's, Inc., a Tennessee corporation (the "Former Corporation").
2. The principal business address of the Former Corporation is 1717 Elm Hill Pike, Suite B-1, Nashville, Tennessee 37210.
- 2A. The Secretary of State Control Number of the Former Corporation is 0028399.
3. The Corporation was converted into a limited liability company pursuant to the Plan of Conversion attached hereto as Exhibit A and incorporated herein by this reference.
4. The name of the limited liability company into which the Corporation was converted is Shoney's, LLC.
5. The terms and conditions of the conversion of the Former Corporation into a limited liability company have been approved by a unanimous vote of the shareholders of the Former Corporation.
6. At the date of the conversion of the Former Corporation and the filing of these Articles, Shoney's, LLC has one member.
7. The initial registered agent of Shoney's, LLC shall be Ted R. Habermann.
8. The initial registered office of Shoney's LLC is located in Davidson County, Tennessee at 1717 Elm Hill Pike, Suite B-1, in Nashville, Tennessee.
9. Shoney's, LLC shall be manager-managed.
10. The principal executive office of Shoney's, LLC is located in Davidson County, Tennessee at 1717 Elm Hill Pike, Suite B-1, in Nashville, Tennessee 37210.

SHONEY'S, INC.



Sean Cross, Vice President

Exhibit A

PLAN OF CONVERSION
OF
SHONEY'S, INC.
(a Tennessee Corporation)
INTO
SHONEY'S, LLC
(a Tennessee Limited Liability Company)

September 24, 2004

This Plan of Conversion (this "Plan"), to be effective as of the Effective Date (as defined herein), is made pursuant to Title 48, Chapter 21, Section 111 of the Tennessee Business Corporation Act (the "TBCA"), by Shoney's, Inc., a Tennessee corporation (the "Converting Entity").

W I T N E S S E T H:

WHEREAS, the Converting Entity is a corporation duly organized and validly existing under the laws of the State of Tennessee and 1,000 shares of common stock, par value \$0.01 per share (the "Common Stock"), of the Converting Entity are issued and outstanding; and

WHEREAS, the Board of Directors of the Converting Entity deems it advisable and in the best interests of the Converting Entity and its stockholders that the Converting Entity convert (the "Conversion") into Shoney's, LLC, a Tennessee limited liability company (the "Converted Entity"), as provided herein and by resolutions duly adopted, have approved and adopted the form, terms and provisions of this Plan.

ARTICLE I

General

1.01. The Conversion. The Board of Directors and officers of the Converting Entity agree to effect the Conversion, subject to the terms and conditions herein set forth. This Plan shall be submitted to the stockholders of the Converting Entity for adoption and approval in accordance with the TBCA.

1.02. Converted Entity. Upon the Effective Date, the Conversion shall be accomplished by converting the Converting Entity into the Converted Entity, and the existence of the Converting Entity shall continue in the form of the Converted Entity in accordance with §48-21-111 of the TBCA.

1.03. Organizational Form of Converted Entity. The Converted Entity shall be a limited liability company organized under the laws of the State of Tennessee.

1.04. Member of Converted Entity. The sole stockholder of the Converting Entity, F&C Restaurant Holding Co., a Delaware corporation (“F&C”), shall be the sole member of the Converted Entity.

1.05. Articles of Organization; Execution of Operating Agreement of the Converted Entity. Upon the Effective Date, the Articles of Organization, attached hereto as Exhibit A, shall be the Articles of Organization of the Converted Entity, until altered, amended or repealed. In accordance with §48-21-111 of the TBCA, notification of the approval of the Conversion will be deemed to be execution of the Operating Agreement of Shoney’s, LLC by F&C as the sole member of the Converted Entity.

1.06. Properties and Liabilities.

(a) Upon the Effective Date, the Converting Entity shall be converted into the Converted Entity and the existence of the Converting Entity shall continue, without interruption, in the form of the Converted Entity. The Converted Entity shall, from and after the Effective Date, possess all the rights, privileges, immunities, powers and franchises of whatsoever nature and description, of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of the Converting Entity.

(b) All rights, title and interest in property, real, personal and mixed, and all debts on whatever account, for stock subscriptions as well as all other things in action belonging to or due to the Converting Entity shall continue to be owned by or due to the Converted Entity; and all property, rights, privileges, immunities, powers and franchises, and all and every other interest shall be thereafter as effectively the property of the Converted Entity as they were of the Converting Entity, and the title to any real estate vested by deed or otherwise and any leasehold interests in the Converted Entity shall not revert or be in any way impaired by reason of the conversion.

(c) All liabilities or obligations of the Converting Entity shall continue to be liabilities and obligations of the Converted Entity without impairment or diminution by reason of the Conversion. All rights of creditors or other parties with respect to or against the sole stockholder of the Converting Entity, in its capacity as stockholder, in existence as of the Effective Date, will continue to exist as to those liabilities and obligations, and be pursued by those creditors and obligees, as if the Conversion had not occurred. All liens upon the property of the Converting Entity shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the Converting Entity shall continue to exist and to be thenceforth attached to the Converted Entity, and may be enforced against it to the same extent as if such debts, liabilities, obligations and duties had been incurred or contracted by it.

(d) Any claim, action or proceeding, whether civil, criminal or administrative, pending by or against the Converting Entity or the Converting Entity’s stockholders, in their capacity as stockholders, may be continued by or against the Converted Entity or the stockholders, as the case may be, without any substitution of parties.

1.08. Effective Date. The Conversion shall be effective upon the date on which the Articles of Conversion are filed with the Secretary of State of the State of Tennessee (the “Effective Date”).

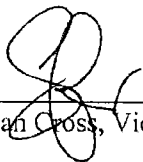
ARTICLE II

Capitalization of the Converted Entity

2.01. Conversion of Common Stock. All shares of Common Stock of the Converting Entity issued and outstanding shall, on the Effective Date, and all rights in respect thereof shall thereupon, by virtue of the Conversion and without any further action on the part of the holder thereof, automatically become and be converted into 100% of the limited liability company interests in the Converted Entity.

EXECUTED as of the date first written above to be effective as of the Effective Date.

SHONEY'S, INC.



Sean Cross, Vice President

State of Tennessee



Department of State
Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

ARTICLES OF ORGANIZATION
(LIMITED LIABILITY COMPANY)

For Office Use Only

The undersigned acting as organizer(s) of a Limited Liability Company under the provisions of the Tennessee Limited Liability Company Act, § 48-205-101, adopts the following Articles of Organization.

1. The name of the Limited Liability Company is:
Shoney's, LLC

(NOTE: Pursuant to the provisions of § 48-207-101, each limited liability company name must contain the words "Limited Liability Company" or the abbreviation "LLC" or "L.L.C.")

2. The name and complete address of the Limited Liability Company's initial registered agent and office located in the state of Tennessee is:

Ted R. Habermann
(Name)

1717 Elm Hill Pike, Suite B-1 Nashville TN 37210
(Street Address) (City) (State/Zip Code)

Davidson
(County)

3. List the name and complete address of each organizer of this Limited Liability Company.

David M. West 717 N. Harwood Street, Suite 2200, Dallas, Texas 75201
(Name) (Include: Street Address, City, State and Zip Code)

(Name) (Street Address, City, State and Zip Code)

(Name) (Street Address, City, State and Zip Code)

4. The Limited Liability Company will be: (NOTE: PLEASE MARK APPLICABLE BOX)

Board Managed Member Managed

5. Number of members at the date of filing One (1)

6. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is:

Date N/A, Time (Not to exceed 90 days.)

7. The complete address of the Limited Liability Company's principal executive office is:

1717 Elm Hill Pike, Suite B-1 Nashville Tennessee 37210
(Street Address) (City) (State/Country/Zip Code)

8. Period of Duration: Perpetual

9. Other Provisions: N/A

10. THIS COMPANY IS A NON-PROFIT LIMITED LIABILITY COMPANY (Check if applicable)

September 24, 2004
Signature Date

VP of LLC's sole member
Signer's Capacity

Signature (manager or member authorized to sign by the Limited Liability Company)

David M. West
Name (typed or printed)