TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Captain D's Holdings, Inc.		12/27/2004	CORPORATION: TENNESSEE

RECEIVING PARTY DATA

Name:	Wachovia Bank, National Association, as Administrative Agent
Street Address:	201 South College Street
Internal Address:	CP-8
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28288
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Registration Number:	2567223	D'S FREEZE
Registration Number:	2558642	CAPTAIN D'S PLEASE
Registration Number:	2223344	
Registration Number:	1828688	THE GREAT LITTLE SEAFOOD HOUSE
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	

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Serial Number:	78397116	CAPTAIN'S CARB COUNTERS
Serial Number:	78392949	MARDI GRAS SHRIMP
Serial Number:	78385962	SHRIMP DIPPERS
Serial Number:	78342640	SHRIMP SHAKERS
Serial Number:	78342631	SEAFOOD HARVEST
Serial Number:	78342621	HOMESTYLE CRUNCHY
Serial Number:	78342619	AQUA AGENTS

CORRESPONDENCE DATA

Fax Number: (919)416-8339

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

Phone: 919 286-8049

Email: PTO_TMconfirmation@mvalaw.com

Correspondent Name: Moore & Van Allen PLLC

Address Line 1: 430 Davis Drive

Address Line 2: Suite 500

Address Line 4: Morrisville, NORTH CAROLINA 27650

NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	02/09/2005

Total Attachments: 4

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NOTICE

OF

GRANT OF SECURITY INTEREST

IN

TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Second Lien Security Agreement dated as of December 27, 2004 (the "Security Agreement") by and among the Obligors thereto (each an "Obligor" and collectively, the "Obligors"), Wachovia Bank, National Association, as Administrative Agent (the "Administrative Agent") for the lenders referenced therein (the "Lenders"), and Wachovia Bank, National Association, as Control Agent for the Administrative Agent (on behalf of the Lenders), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

TRADEMARKS

See Schedule 1

TRADEMARK APPLICATIONS

See Schedule 1

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The Grantors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Second Lien Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

CAPTAIN D'S HOLDINGS, INC.,
a Tennessee corporation

By: V. Michael Payne
Name: V. Michael Payne
Title: Vice President and Treasurer

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By:_____
Name:_____
Title:_____

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Second Lien Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

CAPTAIN D'S HOLDINGS, INC.,
a Tennessee corporation

By:_____
Name: V. Michael Payne
Title: Vice President and Treasurer

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By: Gerald P. Hullinger
Name: Gerald P. Hullinger
Title: Director

Schedule 1

Captain D's Holdings, Inc.
(Tennessee Corporation)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
D'S FREEZE	2567223	05/07/02
CAPTAIN D'S PLEASE	2558642	04/09/02
Design only – Miscellaneous Design (Building Design)	2223344	02/09/99
THE GREAT LITTLE SEAFOOD HOUSE	1828688	03/29/94
CAPTAIN D'S and Design	1661241	10/15/91
THE GREAT LITTLE SEAFOOD PLACE	1654602	08/20/91
Design only – Miscellaneous Design (Building Design)	1649084	06/25/91
LITTLE MATE'S MEAL	1492731	06/14/88
LIGHTEN UP	1341166	06/11/85
A GREAT LITTLE SEAFOOD PLACE	1151309	04/14/81
Design only – Miscellaneous Design (Captain's Head)	1130154	01/29/80
CAPTAIN D'S	1029629	01/06/76
Design only – Miscellaneous Design (Caricature of Captain)	1029628	01/06/76

Pending Applications

Mark	Application No.	Filing Date
CAPTAIN'S CARB COUNTERS	78397116	04/06/04
MARDI GRAS SHRIMP	78392949	03/30/04
SHRIMP DIPPERS	78385962	03/17/04
SHRIMP SHAKERS	78342640	12/18/03
SEAFOOD HARVEST	78342631	12/18/03
HOMESTYLE CRUNCHY	78342621	12/18/03
AQUA AGENTS	78342619	12/18/03

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