

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 S. 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: 1			
Property Type	Number	Word Mark	
Serial Number:	78604819	CAPTAIN'S JUMBO CHICKEN TENDERS	
CORRESPONDENCE DATA			
Fax Number:	(919)416-8339		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
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 27560		
NAME OF SUBMITTER:	John E. Slaughter		
Signature:	/John E. Slaughter/		
Date:	06/20/2005		

OP \$40.00 78604819

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 First Lien Security Agreement dated as of December 27, 2004 (the "Security Agreement") by and among the Obligor 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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TRADEMARK
REEL: 003107 FRAME: 0837

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 First 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 First 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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