TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Wachovia Bank, National Association, as Administrative Agent		03/29/2006	National Association:

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: 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

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Registration Number:	1029628	
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: (212)455-2502

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

Phone: (212) 455-7609

Email: ksolomon@stblaw.com

Correspondent Name: Kirstie Howard, Esq.

Address Line 1: Simpson Thacher & Bartlett LLP

Address Line 2: 425 Lexington Avenue

Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	509333.0060
NAME OF SUBMITTER:	Kirstie Howard
Signature:	/kh/
Date:	05/26/2006

Total Attachments: 3

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TERMINATION OF SECURITY INTEREST IN TRADEMARKS

This **TERMINATION OF SECURITY INTEREST IN TRADEMARKS**, dated as of March 29, 2006, is made by Wachovia Bank, National Association, as Administrative Agent (the "Secured Party").

WHEREAS, Captain D's Holdings, Inc. (the "Grantor") has granted a security interest in certain intellectual property to the Secured Party, including without limitation a security interest in certain trademarks, trademark applications, and trademark licenses ("Trademarks");

WHEREAS, the security interest granted to the Secured Party was recorded at the United States Patent and Trademark Office on February 9, 2005 at Reel 3025 and Frame 0732;

WHEREAS, the security interest granted to the Secured Party was recorded at the United States Patent and Trademark Office on February 2, 2005 at Reel 3021 and Frame 0070; and

WHEREAS, the Secured Party has agreed to terminate and release its security interest in all of such Trademarks, including, without limitation, the Trademarks identified on Schedule A attached hereto.

NOW, THEREFORE, for good and valuable consideration, including the satisfaction of all obligations, indebtedness, and liability secured by the Trademarks, the receipt and sufficiency of which are hereby acknowledged, the Secured Party hereby terminates and releases all mortgages, liens, and security interests granted to the Secured Party in the following:

1. all of the Grantor's Trademarks including those referred to on Schedule A attached hereto;

2. all goodwill of the business connected with the use of, and symbolized by, each Trademark;

3. all products and proceeds of the foregoing, including, without limitation, any claim by the Grantor against third parties for past, present or future (i) infringement or dilution of any Trademark or (ii) injury to the goodwill associated with any Trademark; and

4. any other intellectual property described in the Security Agreement.

IN WITNESS WHEREOF, the Secured Party has caused this Termination of Security Interest in Trademarks to be duly executed as of the date first set forth above.

Secured Party:

Wachovia Bank, National Association,
as Administrative Agent

By: _____
Name: Louis K. Beasley, III
Title: Director

STATE OF North Carolina)
) ss.:
COUNTY OF Mecklenburg)

On this 27 day of March, 2006, before me personally appeared Louis K. Beasley, III to me known who, being by me duly sworn, did depose and say that he/she is Director of Wachovia Bank, National Association, described herein and which executed the foregoing instrument, and that he/she signed his/her name thereto pursuant to the authority granted by Wachovia Bank, National Association.

_____
Notary Public

(Affix Seal Below)

My Commission Expires
February 16, 2010

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Schedule A

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	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	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	1130154	01/29/80
CAPTAIN D'S	1029629	01/06/76
Design only	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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