

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/26/2002

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
QSC II, Inc.	FORMERLY QSC Inc.	12/26/2002	CORPORATION:

RECEIVING PARTY DATA

Name:	Long John Silver's, Inc.
Street Address:	1441 Gardiner Lane
Internal Address:	Legal - Trademarks
City:	Louisville
State/Country:	KENTUCKY
Postal Code:	40213
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	2719575	BIG CATCH
Registration Number:	2337442	SILVER'S GOLD SENIORS PROGRAM
Registration Number:	1778182	ADD-A-PIECE
Registration Number:	1683385	GO FISH
Registration Number:	1551455	LONG JOHN'S
Registration Number:	1470147	LONG JOHN SILVER'S SEAFOOD SHOPPES
Registration Number:	1472513	OCEAN CHEF SALAD
Registration Number:	1107461	CRUMBLIES
Registration Number:	1098921	FISH & MORE
Registration Number:	1075623	CHICKEN PLANKS
Registration Number:	0917847	LONG JOHN SILVER'S

CH \$290.00 2719575

CORRESPONDENCE DATA

Fax Number: (972)338-7899

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

Email: trademarks@yum.com

Correspondent Name: QSC II, Inc.

Address Line 1: 1209 Orange Street

Address Line 2: Legal - Trademarks

Address Line 4: Wilmington, DELAWARE 19801

ATTORNEY DOCKET NUMBER:	658 LJS
NAME OF SUBMITTER:	Larisa M. Colton
Signature:	/larisamcolton/
Date:	08/23/2006

Total Attachments: 3

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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

**QSC II, INC.
(Subsidiary)**

INTO

**LONG JOHN SILVER'S, INC.
(Parent)**

Long John Silver's, Inc., a corporation organized and existing under the laws of the State of Delaware ("LJS"),

DOES HEREBY CERTIFY:

FIRST: That Long John Silver's, Inc. was incorporated on June 8, 1989, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That Long John Silver's, Inc. owns all of the issued and outstanding common capital stock of QSC II, Inc., a Delaware corporation incorporated on August 30, 1999 pursuant to the General Corporation Law of Delaware ("QSC II").

THIRD: That Long John Silver's, Inc., by the resolutions of its Board of Directors set forth on the attached Exhibit "A", duly adopted by the unanimous written consent dated October 18, 2002 and filed with the minutes of the Board, determined to merge into itself said QSC II.

FOURTH: That the name of the surviving corporation of the merger shall be Long John Silver's, Inc., a Delaware corporation.

FIFTH: The Certificate of Incorporation of Long John Silver's, Inc., which is the surviving corporation, shall continue in force and effect as the Certificate of Incorporation of the surviving corporation.

SIXTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of Long John Silver's, Inc. at any time prior to the effective time of the merger.

SEVENTH: The Certificate of Merger shall become effective as of 12:02 a.m. EST on December 26, 2002.

IN WITNESS WHEREOF, said Long John Silvers, Inc. has caused this Certificate to be signed by Forrest W. Ragsdale, III, Senior Vice President, General Counsel and Secretary and attested by Michael C. White, its Assistant Secretary, as of the 18th day of October, 2002.

LONG JOHN SILVER'S, INC.

By: Forrest W. Ragsdale, III
FORREST W. RAGSDALE, III
SENIOR VICE PRESIDENT,
GENERAL COUNSEL
AND SECRETARY

ATTEST:

By: Michael C. White
MICHAEL C. WHITE
ASSISTANT SECRETARY

EXHIBIT "A"

RESOLVED, that **QSC II, INC.** merge into **LONG JOHN SILVER'S, INC. ("LJS")**, which shall assume all obligations of **QSC II, INC.**, and

FURTHER RESOLVED, that the merger shall be effective at 12:02 a.m. EST on December 26, 2002 (the "Effective Date and Time of the QSC II Merger").

FURTHER RESOLVED, that the terms and conditions of the merger with respect to the effect on capital stock are as follows: upon the Effective Date and Time of the QSC II Merger each share of stock of **QSC II, INC.** then issued and outstanding shall thereupon and without more be extinguished and canceled, and each share of stock of **LJS** then issued and outstanding shall remain issued and outstanding.

FURTHER RESOLVED, that any and all of the officers of **LJS** be and they hereby are severally authorized and directed to: (a) make and execute a Certificate of Ownership whereby **QSC II, INC.** shall merge into **LJS** and **LJS** as the surviving corporation shall assume all of the liabilities and obligations of **QSC II, INC.** and shall succeed and acquire full title to any properties, including all interests in real and personal property, assets (including operating assets), rights, approvals, immunities and franchises, of **QSC II, INC.**; (b) cause the same to be filed with the Delaware Secretary of State, and (c) do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect said merger;

FURTHER RESOLVED, that **LJS** shall enter into various additional documents to effect the transfer of such assets, including, but not limited to, various deeds, transfer instruments, assignments, assumptions and agreements (the "Transfer Documents").

FURTHER RESOLVED, that any and all officers of **LJS** be and they hereby are severally authorized and directed to execute and deliver on behalf of **LJS** such other agreements and instruments as any of them deem necessary, desirable, or appropriate to effectuate, document and record the Transfer Documents, each such agreement or instrument to be in such form and on such terms as any of the officers of **LJS** may approve as being necessary, desirable, or appropriate, in each case such execution to be conclusive evidence of such approval and of the authority therefor hereunder, and

FURTHER RESOLVED, that any and all of the officers of **LJS** or **QSC II, INC.** be and they hereby are severally authorized and directed to take all steps and do all things that any of them deem necessary, desirable or appropriate to carry out the aforesaid resolutions.