

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|------------------------------|--|-----------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Avado Brands, Inc. | | 02/27/2008 | CORPORATION: DELAWARE |

| | |
|-----------------------------|-----------------------|
| RECEIVING PARTY DATA | |
| Name: | Rita Restaurant Corp. |
| Street Address: | 150 Hancock Street |
| City: | Madison |
| State/Country: | GEORGIA |
| Postal Code: | 30650 |
| Entity Type: | CORPORATION: DELAWARE |

PROPERTY NUMBERS Total: 47

| Property Type | Number | Word Mark |
|----------------------|---------|--------------------|
| Registration Number: | 1530232 | DON PABLO'S |
| Registration Number: | 1863776 | THE REAL ENCHILADA |
| Registration Number: | 1864093 | THE REAL ENCHILADA |
| Registration Number: | 2147501 | PRAIRIE FIRE |
| Registration Number: | 2167188 | MAMA'S SKINNY |
| Registration Number: | 2256185 | CHILI MACHO |
| Registration Number: | 2363634 | THE REAL MARGARITA |
| Registration Number: | 2695179 | FIERY RED WINGS |
| Registration Number: | 2700175 | LET GO AMIGO |
| Registration Number: | 3087701 | LOTSARITA |
| Registration Number: | 3144756 | SLENDERITA |
| Registration Number: | 3144757 | PABLORITA |
| Registration Number: | 3144760 | PRIMARITA |
| Registration Number: | 3173413 | SQUEEZARITA |

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| Registration Number: | 3266541 | |
| Registration Number: | 3287644 | DON PABLÓS |
| Registration Number: | 3287770 | DON PABLO'S |
| Registration Number: | 3287771 | DON PABLO'S |
| Registration Number: | 3347956 | HABANEROS CLUB |
| Registration Number: | 3347957 | LIVE BIG. LIVE BOLD. |
| Registration Number: | 3347958 | BIG TEX BOLD MEX |
| Registration Number: | 3347959 | LIVE BIG. LIVE BOLD. |
| Registration Number: | 3347960 | LIVE BIG. LIVE BOLD. |
| Serial Number: | 77166650 | BIG TEX BOLD MEX |
| Serial Number: | 77166653 | BIG TEX BOLD MEX |
| Serial Number: | 77166655 | BIG TEX BOLD MEX |
| Registration Number: | 1712533 | HOPS! |
| Registration Number: | 1942248 | HOPS GRILL & BAR MICROBREWERY |
| Registration Number: | 2091183 | LIGHTNING BOLD GOLD |
| Registration Number: | 2097427 | CLEARWATER LIGHT |
| Registration Number: | 2139980 | HAMMERHEAD RED |
| Registration Number: | 2316405 | ALLIGATOR ALE |
| Registration Number: | 2316427 | ALLIGATOR ALE |
| Registration Number: | 2597859 | HOPTOBERFEST |
| Registration Number: | 2624939 | CLEARWATER LIGHT |
| Registration Number: | 2674658 | LUMBERJACK OATMEAL STOUT |
| Registration Number: | 2674905 | BIG 'SKEETER PALE ALE |
| Registration Number: | 2677385 | BREWMASTER STEAK |
| Registration Number: | 2683105 | FLYING SQUIRREL NUT BROWN ALE |
| Registration Number: | 2695178 | LIGHTNING BOLD GOLD |
| Registration Number: | 2710927 | HAMMERHEAD RED |
| Registration Number: | 2746288 | BEAT THE HEAT SUMMER WHEAT |
| Registration Number: | 2838678 | BUMBLE BEE BOCK |
| Registration Number: | 2904701 | PILSNER POWDER HORN IT'S A GOOD DAY TO DRINK BEER. |
| Registration Number: | 2925864 | POWDER HORN PILSNER |
| Registration Number: | 3286320 | HOPS GRILL BREWERY |
| Serial Number: | 77131812 | THOROUGHBRED RED |

Fax Number: (678)553-2212
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
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Email: atltrademark@gtlaw.com
Correspondent Name: Charmaine Williams and Joel Feldman
Address Line 1: 3290 Northside Parkway, Suite 400
Address Line 4: Atlanta, GEORGIA 30327

| | |
|-------------------------|---------------------------|
| ATTORNEY DOCKET NUMBER: | 086174.010500 - TM ASSIGN |
| NAME OF SUBMITTER: | Joel R. Feldman, Esq. |
| Signature: | /joel r. feldman/ |
| Date: | 02/27/2008 |

Total Attachments: 6
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TRADEMARK ASSIGNMENT

This Trademark Assignment, dated February 27, 2008, is executed and delivered by Avado Brands, Inc., a Delaware corporation with a mailing address of 150 Hancock Street, Madison, Georgia 30650 ("Assignor") in favor of Rita Restaurant Corp., a Delaware corporation with a mailing address of 150 Hancock Street, Madison, Georgia 30650 ("Assignee").

WHEREAS, Assignor has registered or applied to register the marks listed in Exhibits A – C, which are incorporated herein by reference (hereinafter the "Marks"); and

WHEREAS, Assignee, the owner of an ongoing and existing business and purchaser of certain assets and operations of Assignor including the brands and restaurants of the Assignor to which the Marks pertain, is desirous of acquiring any and all rights that Assignor may have in and to the Marks and the registrations and applications therefor, together with that part of the good will of the business connected with the use of the Marks and symbolized by the Marks, along with the right to pursue claims and recover damages and profits for past infringements thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign, transfer, convey and deliver (and agrees further to assign, transfer, convey and deliver) unto Assignee all rights, titles and interests in and to the Marks, including the registrations therefor and any common law rights therein, in the United States and throughout the world, and any and all similar designations thereto, together with that part of the good will of the business connected with the use of the Marks and symbolized by the Marks, along with the right to pursue claims and recover damages and profits for past infringements thereof.

AVADO BRANDS, INC

By: 

Kurt Schnaubelt
EVP/CFO

Date: February 27, 2008

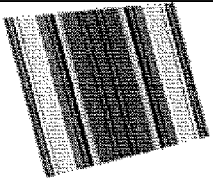


Sworn to and subscribed before me
this 26th day of February, 2008.







Notary Public

Meschele T. Clark
Notary Public, Morgan County, Georgia
My Commission Expires January 24, 2009

EXHIBIT A: U.S. Trademarks

| <u>Serial No./Reg. No.</u> | <u>Mark</u> | <u>Class</u> | <u>Goods/Services</u> | <u>DP/H</u> |
|---------------------------------------|---|---------------------|---|--------------------|
| 1530232 | DON PABLO'S | 42 | Restaurant services | DP |
| 1863776 | THE REAL ENCHILADA | 25 | Clothing; namely, T-shirts and aprons | DP |
| 1864093 | THE REAL ENCHILADA | 42 | Restaurant services | DP |
| 2147501 | PRAIRIE FIRE | 29 | Food products, namely, dips | DP |
| 2167188 | MAMA'S SKINNY | 30 | Food products, namely, Mexican-style entrees consisting primarily of enchiladas | DP |
| 2256185 | CHILI MACHO | 30 | Food products, namely, salsa | DP |
| 2363634 | THE REAL MARGARITA | 42 | Restaurant services | DP |
| 2695179 | FIERY RED WINGS | 29 | Prepared chicken for consumption on or off the premises | DP |
| 2700175 | LET GO AMIGO | 43 | Restaurant services | DP |
| 3087701 | LOTSARITA | 33 | Prepared alcoholic cocktail | DP |
| 3144756 | SLENDERITA | 33 | Prepared alcoholic cocktails | DP |
| 3144757 | PABLORITA | 33 | Prepared alcoholic cocktails | DP |
| 3144760 | PRIMARITA | 33 | Prepared alcoholic cocktail | DP |
| 3173413 | SQUEEZARITA | 33 | Prepared alcoholic cocktail | DP |
| 3266541 |  | 43 | Restaurant and bar services | DP |
| 3287644 |  | 43 | Restaurant and bar services | DP |
| 3287770 | DON PABLO'S | 25 | Clothing, namely, shirts; headwear | DP |
| 3287771 |  | 25 | Clothing; namely, shirts; headwear | DP |
| 3347956 | HABANEROS CLUB | 35 | Membership club services providing discounts and special offers to participants through use of a membership card | DP |
| 3347957 | LIVE BIG. LIVE BOLD. | 35 | Membership club services | DP |

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| | | | providing discounts and special offers to participants through use of a membership card | |
| 3347958 | BIG TEX BOLD MEX | 43 | Restaurant and bar services | DP |
| 3347959 | LIVE BIG. LIVE BOLD. | 43 | Restaurant and bar services | DP |
| 3347960 | LIVE BIG. LIVE BOLD. | 43 | Membership club services providing discounts and special offers to participants through use of a membership card | DP |
| 77166650 | BIG TEX BOLD MEX | 16 | Printed material, namely, menus | DP |
| 77166653 |  | 16 | Printed material, namely, menus | DP |
| 77166655 |  | 43 | Restaurant and bar services | DP |
| 1712533 | HOPS! | 42 | Restaurant services | H |
| 1942248 |  | 42 | Restaurant services | H |
| 2091183 | LIGHTNING BOLD GOLD | 32 | Beer | H |
| 2097427 | CLEARWATER LIGHT | 32 | Beer | H |
| 2139980 | HAMMERHEAD RED | 32 | Beer | H |
| 2316405 |  | 32 | Beer | H |
| 2316427 | ALLIGATOR ALE | 32 | Beer | H |
| 2597859 | HOPTOBERFEST | 32 | Beverages, namely beer and ale | H |
| 2624939 | CLEARWATER LIGHT | 25 | Clothing, namely, caps, hats, shirts, t-shirts and scarves | H |
| 2674658 | LUMBERJACK OATMEAL STOUT | 32 | Beer and ale | H |
| 2674905 | BIG 'SKEETER PALE ALE | 25 & 32 | Clothing, namely, caps, hats, shirts, t-shirts and scarves (Class 25); and Beer and ale (Class 32) | H |
| 2677385 | BREWMASTER STEAK | 29 | Grilled steak for consumption on or off restaurant premises | H |
| 2683105 | FLYING SQUIRREL NUT BROWN ALE | 25 & 32 | Clothing, namely, caps, hats, shirts, t-shirts and scarves (Class 25); and Beer and ale (Class 32) | H |
| 2695178 | LIGHTNING BOLD GOLD | 25 | Clothing, namely, caps, hats, shirts, t-shirts and scarves | H |



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| 2710927 | HAMMERHEAD RED | 25 | Clothing, namely, caps, hats, shirts, t-shirts and scarves sold through Applicant's restaurants and its website | H |
| 2746288 | BEAT THE HEAT SUMMER WHEAT | 32 | Beer and ale | H |
| 2838678 | BUMBLE BEE BOCK | 32 | Beverages, namely, beer and ale | H |
| 2904701 |  | 32 | Beer and ale | H |
| 2925864 | POWDER HORN PILSNER | 32 | Beer and ale | H |
| 3286320 |  | 43 | Restaurant services | H |
| 77131812 | THOROUGHBRED RED | 32 | Beer | H |

EXHIBIT B: International Trademarks

| <u>Reg. No.</u> | <u>Country</u> | <u>Mark</u> | <u>Goods/Services</u> |
|------------------------|-----------------------|--------------------|--|
| 524242 | Canada | DON PABLO'S | Restaurant services |
| 853481 | Canada | THE REAL ENCHILADA | Restaurant services |
| 728097 | European Comm. (OHIM) | HOPS! | Paper, cardboard; printed matter; bookbinding material; photographs; stationery, adhesives for stationary or household purposes; artists' materials; paint brushes; typewriters and office requisites (except furniture); instructional and teaching material (except apparatus); playing cards; printers' type; printing blocks |

EXHIBIT C: Texas State Trademark

| <u>Serial No.</u> | <u>Mark</u> | <u>Class</u> | <u>Goods/Services</u> |
|--------------------------|--------------------------|---------------------|------------------------------|
| 48792 | DON PABLO'S (and design) | 42 | Restaurant services |

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