

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Conversion

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Captain D's Holdings, Inc.		05/14/2010	CORPORATION: TENNESSEE

**RECEIVING PARTY DATA**

<b>Name:</b>	Captain D's Enterprises, LLC
<b>Street Address:</b>	1717 Elm Hill Pike, Suite A-1
<b>City:</b>	Nashville
<b>State/Country:</b>	TENNESSEE
<b>Postal Code:</b>	37210
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: TENNESSEE

**PROPERTY NUMBERS Total: 20**

Property Type	Number	Word Mark
Registration Number:	1151309	A GREAT LITTLE SEAFOOD PLACE
Registration Number:	2911208	AQUA AGENTS
Registration Number:	1649084	
Registration Number:	1029629	CAPTAIN D'S
Registration Number:	1661241	CAPTAIN D'S
Registration Number:	3514336	
Registration Number:	2558642	CAPTAIN D'S PLEASE
Registration Number:	3208169	CAPTAIN D'S SEAFOOD KITCHEN EST. 1969
Registration Number:	3143016	CAPTAIN'S CARB COUNTERS
Registration Number:	1130154	
Registration Number:	2567223	D'S FREEZE
Registration Number:	2958789	HOMESTYLE CRUNCHY
Registration Number:	1341166	LIGHTEN UP
Registration Number:	2911209	SEAFOOD HARVEST

**OP \$515.00 1151309**

**900162387**

**TRADEMARK  
 REEL: 004207 FRAME: 0463**

Registration Number:	3091127	SHRIMP DIPPERS
Registration Number:	2911210	SHRIMP SHAKERS
Registration Number:	3746296	SIT DOWN FOOD AT FAST FOOD PRICES
Registration Number:	1654602	THE GREAT LITTLE SEAFOOD PLACE
Serial Number:	77075158	TORPEDO SNACK ATTACKER
Serial Number:	77945911	D'S TENDER CUT RIBS

**CORRESPONDENCE DATA**

Fax Number: (714)755-8290  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 714-540-1235  
Email: ipdocket@lw.com  
Correspondent Name: Latham & Watkins LLP  
Address Line 1: 650 Town Center Drive, Suite 2000  
Address Line 4: Costa Mesa, CALIFORNIA 92626

ATTORNEY DOCKET NUMBER:	042769-0012
NAME OF SUBMITTER:	Anna T Kwan
Signature:	/Anna T Kwan/
Date:	05/17/2010

**Total Attachments: 11**

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**STATE OF TENNESSEE**  
**Tre Hargett, Secretary of State**  
Division of Business Services  
312 Rosa L. Parks Avenue  
6th Floor, William R. Snodgrass Tower  
Nashville, TN 37243

**Captain D's Enterprises, LLC**  
1717 Elm Hill Pike  
Suite A-1  
Nashville, TN 37210 USA

May 14, 2010

**Control # 416149**

Effective Date: 05/14/2010

**Document Receipt**

Receipt #: 184157

Filing Fee: \$320.00

Payment-Check/MO - Baker Donelson Bearman Caldwell & Berkowitz, Nashville, TN \$320.00

**ACKNOWLEDGMENT OF CONVERSION**

**CAPTAIN D'S HOLDINGS, INC.** converted from a **Davidson County Corporation**  
**For-Profit** to  
**Captain D's Enterprises, LLC**  
a **Davidson County Limited Liability Company**

This will acknowledge the filing of the attached Articles of Conversion with an effective date as indicated above.

When corresponding with this office or submitting documents for filing, please refer to the control number given above.

Tre Hargett, Secretary of State  
Business Services Division

Phone (615) 741-2286 \* Fax (615) 741-7310 \* Website: <http://tnbear.tn.gov/>

**TRADEMARK**  
**REEL: 004207 FRAME: 0465**

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TRE HARRIS  
SECRETARY OF STATE

**CERTIFICATE OF CONVERSION  
OF  
CAPTAIN D'S HOLDINGS, INC.  
INTO  
CAPTAIN D'S ENTERPRISES, LLC**

**(Domestic For-Profit Corporation into LLC under TCA §48-21-111)**

Pursuant to the provisions of §48-21-111 of the Tennessee Business Corporation Act and §48-249-703 of the Tennessee Revised Limited Liability Company Act, the undersigned domestic for-profit corporation hereby submits the following certificate of conversion:

1. Captain D's Holdings, Inc. (the "Converting Corporation"), a Tennessee corporation, formed October 26, 2001 (TSOS Control Number 000416149), is being converted to a Tennessee limited liability company from a corporation. The name of the limited liability company into which the Converting Corporation is being converted, as set forth in its Articles of Organization, is: Captain D's Enterprises, LLC.

2. The name and principal business address of the Converting Corporation is:

Captain D's Holdings, Inc.  
1717 Elm Hill Pike, Suite A-1  
Nashville, Tennessee 37210

3. The Plan of Conversion is attached as Exhibit 1 to this Certificate of Conversion and is incorporated herein by reference.

4. The terms and conditions of the conversion have been approved by the Converting Corporation's sole shareholder, and all required approvals of the conversion have been obtained by the Converting Corporation.

5. The number of members of the limited liability company at the date of conversion is one (1).

6. The conversion shall be effective upon filing with the Tennessee Secretary of State.

*[Signature contained on following page.]*

May 14, 2010  
Signature Date

*Michael T. Folks*  
Signature

Vice President and Secretary  
Signer's Capacity

Michael T. Folks  
Name (typed or printed)

6720, 1501

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SECRETARY OF STATE

**EXHIBIT 1**

Plan of Conversion

*See attached*

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SECRETARY OF STATE

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**PLAN OF CONVERSION  
OF  
CAPTAIN D'S HOLDINGS, INC.  
TO**

**CAPTAIN D'S ENTERPRISES, LLC**

**(Pursuant to § 48-21-111 of the Tennessee Business Corporation Act)**

The board of directors of Captain D's Holdings, Inc., a Tennessee corporation, has adopted, and its sole shareholder has approved, the conversion of the corporation to a limited liability company, as follows:

1. The board of directors of Captain D's Holdings, Inc., pursuant to and in the manner provided in Tennessee Code Annotated §48-21-111, recommended this Plan of Conversion to its sole shareholder, and thereafter the sole shareholder approved the Plan of Conversion on May 14, 2010.
2. The name of the limited liability company into which the corporation will be converted is Captain D's Enterprises, LLC.
3. On the effective date of the conversion, each share of Captain D's Holdings, Inc. issued and outstanding immediately prior to the effective date of the conversion shall be converted into one (1) unit of membership interest in Captain D's Enterprises, LLC.
4. The effective date of the conversion shall be the date and time the Articles of Organization are filed with the Secretary of State of the State of Tennessee.
5. The Articles of Organization of Captain D's Enterprises, LLC are attached as Exhibit A to this Plan of Conversion. Notification of the approval of the conversion will be deemed to be execution of the Operating Agreement by the sole member of the limited liability company.

*[Signature contained on following page.]*

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SECRETARY OF STATE

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Dated: May 14, 2010.

CAPTAIN D'S HOLDINGS, INC.

Michael T. Folks

By: Michael T. Folks

Title: Vice President and Secretary

6720-1504

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**Exhibit A**

Articles of Organization

*see attached*

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**ARTICLES OF ORGANIZATION  
OF  
CAPTAIN D'S ENTERPRISES, LLC**

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SECRETARY OF STATE

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Pursuant to the provisions of §48-249-202 of the Tennessee Revised Limited Liability Company Act (the "Act"), the undersigned, converting from the entity Captain D's Holdings, Inc. pursuant to §48-21-111 of the Tennessee Business Corporation Act, hereby adopts the following Articles of Organization for the purpose of organizing a limited liability company under the Act:

1. **Name of Limited Liability Company.** The name of the limited liability company shall be Captain D's Enterprises, LLC (the "Company").
2. **Initial Registered Office and Agent.** The street address and zip code of the Company's initial registered office in Tennessee is 800 S. Gay Street, Suite 2021, Knoxville, Knox County, Tennessee, 37929. The name of the initial registered agent at such office is CT Corporation System.
3. **Principal Executive Office.** The street address and zip code of the Company's principal executive office is 1717 Elm Hill Pike, Suite A-1, Nashville, Tennessee, 37210, which is located in Davidson County.
4. **Management.** The Company shall be member-managed.
5. **Sole Member.** The Company has one (1) Member as of the filing date of these Articles of Organization.
6. **Effective Date.** The Articles of Organization of the Company shall be effective upon filing by the Tennessee Secretary of State.
7. **Fiscal Year.** The fiscal year of the Company shall end on the same date that the fiscal year of its sole Member ends.
8. **Written Operating Agreement.** The Operating Agreement of the Company and all amendments thereto shall be in writing.
9. **Inconsistent or Contradictory Provisions.** To the extent that any express provisions in these Articles of Organization or in the Operating Agreement of the Company are inconsistent with or contradict any provisions of the Act that are waivable or subject to alteration or modification under § 48-249-205(a) of the Act, such inconsistent or contradictory provisions of the Act are hereby waived (rendered inapplicable), modified and altered to the extent necessary to give full effect to the express provisions of these Articles of Organization and the Operating Agreement of the Company.

*Lori Metrock*

Lori Metrock, Organizer

*Michael T. Folks*

Captain D's, LLC, Sole Member

By: Michael T. Folks

Its: Senior Vice President, General Counsel and  
Secretary

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**ARTICLES OF ORGANIZATION  
OF  
CAPTAIN D'S ENTERPRISES, LLC**

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*Lori Metrock*

Lori Metrock, Organizer

*Michael T. Folks*

Captain D's, LLC, Sole Member

By: Michael T. Folks

Its: Senior Vice President, General Counsel and  
Secretary

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