

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Conversion

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Shoney's North America Corp.		01/01/2012	CORPORATION: GEORGIA

RECEIVING PARTY DATA	
Name:	Shoney's North America, LLC
Street Address:	1717 Elm Hill Pike
Internal Address:	Suite B-1
City:	Nashville
State/Country:	TENNESSEE
Postal Code:	37210
Entity Type:	LIMITED LIABILITY COMPANY: GEORGIA

PROPERTY NUMBERS Total: 46

Property Type	Number	Word Mark
Registration Number:	3032359	"LOOK MA, NO HANDS!" POT ROAST SANDWICH
Registration Number:	3131423	2 CAN DINE FOR \$10.99
Serial Number:	85258476	ALL-AMERICAN BURGER
Registration Number:	1412692	AMERICA'S DINNER TABLE
Registration Number:	3635032	AWW, THAT'S GOOD.
Registration Number:	2831992	BEAR NECESSITIES
Registration Number:	1765417	BEST BREAKFAST IN TOWN
Registration Number:	3424184	BIG BEAR BURGER
Registration Number:	3235170	BIG GRIZZLY
Registration Number:	4041081	BIG SOUTH SHRIMP FEST
Registration Number:	2989142	BUBBA'S BLT
Registration Number:	3038055	BUBBA'S FRIED CHICKEN SANDWICH
Registration Number:	3760571	CHRISTY'S APPLE CRISP

OP \$1165.00 3032359

Registration Number:	3376607	DIXIE TATER CHIPS
Registration Number:	3235171	GRIZZLY
Registration Number:	3307020	HALF-O-POUND
Registration Number:	3794167	LEGENDARY BREAKFAST BUFFET
Registration Number:	3839749	LET'S EAT!
Registration Number:	3810283	S
Registration Number:	3783613	S
Registration Number:	3731237	S
Registration Number:	3789539	S
Registration Number:	4071016	S
Registration Number:	3731233	S
Registration Number:	1536333	SHONEY BEAR
Registration Number:	1837180	SHONEY BEAR CUB CLUB
Registration Number:	2719271	SHONEY'S
Registration Number:	2270792	SHONEY'S
Registration Number:	1862936	SHONEY'S
Registration Number:	1620734	SHONEY'S
Registration Number:	1088370	SHONEY'S
Registration Number:	2270837	SHONEY'S
Registration Number:	2685654	SHONEY'S BLUE PLATE SPECIALS
Registration Number:	3379997	SHONEY'S CLASSIC AMERICAN FOOD
Registration Number:	3109244	SHONEY'S FRESH ROAST MORNING, NOON & NIGHT
Registration Number:	1705676	SHONEY'S INN
Registration Number:	1190289	SHONEY'S INN
Registration Number:	2011023	SHONEY'S INN & SUITES
Registration Number:	4075389	SHONEY'S ON THE GO
Registration Number:	4075388	SHONEY'S ON THE GO
Registration Number:	3246057	SHONEY'S START HERE
Registration Number:	3694531	SLIM JIM
Serial Number:	85285445	SLIM JIM
Serial Number:	85285467	SLIM JIM
Registration Number:	2827938	WE CAN'T WAIT TO HAVE YOU OVER.
Registration Number:	2952773	YOUR FOOD. YOUR CHOICE. YOUR SHONEY'S.

CORRESPONDENCE DATA

TRADEMARK
REEL: 004698 FRAME: 0144

Fax Number: (404)962-6831
Phone: 404-885-3380
Email: trademarks@troutmansanders.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: F. Richard Rimer, Jr.
Address Line 1: 600 Peachtree Street NE
Address Line 2: Suite 5200
Address Line 4: Atlanta, GEORGIA 30308-2216

ATTORNEY DOCKET NUMBER:	41794.4 - ASSIGN TO LLC
NAME OF SUBMITTER:	F. Richard Rimer, Jr.
Signature:	/frr/
Date:	01/13/2012

Total Attachments: 4
source=Certificate of Conversion to LLC#page1.tif
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STATE OF GEORGIA

Secretary of State
Corporations Division
313 West Tower
2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530

CERTIFICATE OF CONVERSION

I, **Brian P. Kemp**, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that a certificate of conversion has been filed on **01/01/2012** converting

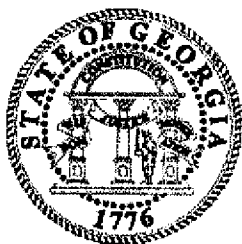
SHONEY'S NORTH AMERICA CORP.
a Domestic Profit Corporation

to

SHONEY'S NORTH AMERICA, LLC
a Domestic Limited Liability Company

The required fees as provided by Title 14 of the Official Code of Georgia Annotated have been paid. Conversion of the above-named entity is effective upon issuance of this certificate.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on January 1, 2012



A handwritten signature in black ink, appearing to read "B. P. Kemp".

Brian P. Kemp
Secretary of State

**CERTIFICATE OF CONVERSION
OF SHONEY'S NORTH AMERICA CORP.
TO BECOME A LIMITED LIABILITY COMPANY
UNDER THE GEORGIA LIMITED LIABILITY COMPANY ACT**

Article I.

The name of the entity making the election under O.C.G.A. § 14-11-212 is SHONEY'S NORTH AMERICA CORP., a Georgia corporation (the "Corporation").

Article II.

The Corporation elects to become a limited liability company under the Georgia Limited Liability Company Act, O.C.G.A. § 14-11-100 et seq., to be effective on January 1, 2012.

Article III.

This election has been approved in accordance with O.C.G.A. §§ 14-11-212(a) and 14-2-1109.1.

Article IV.

Filed with this Certificate of Conversion are the Articles of Organization, in the form required by O.C.G.A. § 14-11-204, under the name "SHONEY'S NORTH AMERICA, LLC" (which satisfies the requirements of O.C.G.A. § 14-11-207), and such Articles of Organization shall govern the limited liability company being formed by this election (the "Company"), unless and until modified in accordance with the Georgia Limited Liability Company Act.

Article V.

A written operating agreement of the Company (a) has been entered into among the persons who will be the members of the Company once this election is effective, (b) will be effective once this election becomes effective and (c) provides for the manner and basis of the conversion of all shares of the Corporation into membership interests of the Company.

IN WITNESS WHEREOF, this Certificate of Conversion of Shoney's North America Corp. to Become a Limited Liability Company under the Georgia Limited Liability Company Act has been executed this 01st day of December, 2011.

SECRETARY OF STATE
CORPORATIONS DIVISION
2011 DEC 22 AM 10:43

SHONEY'S NORTH AMERICA CORP.

By: [Signature]
DAVID DAVOUDPOUR, CEO

State of Georgia
Conversion 3 Page(s)



TRADEMARK

ARTICLES OF ORGANIZATION
SHONEY'S NORTH AMERICA, LLC

The undersigned, acting as the organizer for SHONEY'S NORTH AMERICA, LLC under the Georgia Limited Liability Company Act, adopts the following Articles of Organization:

1. NAME

The name of the limited liability company shall be SHONEY'S NORTH AMERICA, LLC ("Company").

2. PURPOSE

The Company is organized for any legal and lawful purpose pursuant to the Georgia Limited Liability Company Act.

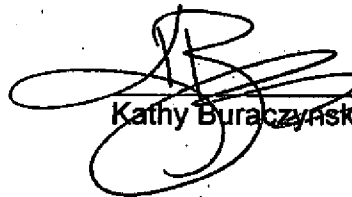
3. Management

The management of the Company is vested in one or more managers.

4. Effective Date

These Articles of Organization shall be effective as of the 1st day of January, 2012.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed on the 20th day of December, 2011.


Kathy Buraczynski, Organizer

SEC. STATE
CORPORATIONS DIVISION
2011 DEC 22 AM 10:43

TRADEMARK

REEL: 004698 FRAME: 0148



Brian P. Kemp
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION

237 Coliseum Drive
Macon, Georgia 31217-3858
(404) 656-2817

Registered agent, officer, entity status information via the Internet
sos.georgia.gov/corporations

TRANSMITTAL INFORMATION
GEORGIA LIMITED LIABILITY COMPANY

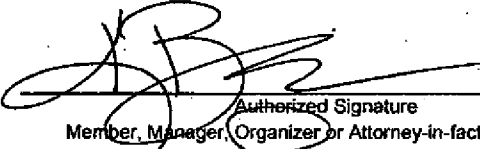
IMPORTANT

Remember to include your e-mail address when completing this transmittal form.

Providing your e-mail address allows us to notify you via e-mail when we receive your filing and when we take action on your filing. Please enter your e-mail address on the line below. Thank you.

E-Mail: kburaczynski@tpclg.com

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1.	LLC Name Reservation Number (if one has been obtained; if articles are being filed without prior reservation, leave this line blank)				
	Shoney's North America, LLC				
	LLC Name (List exactly as it appears in articles)				
2.	Kathy Buraczynski		404-974-3484		
	Name of person filing articles (certificate will be mailed to this person, at address below)		Telephone Number		
	75 14th Street, Suite 2710				
	Address				
	Atlanta	GA	30309		
	City	State	Zip Code		
3.	255 East Paces Ferry Rd, Suite 300				
	Principal Office Mailing Address of LLC (Unlike registered office address, this may be a post office box)				
	Atlanta	GA	30305		
	City	State	Zip Code		
4.	National Registered Agents, Inc.				
	Name of LLC's Registered Agent in Georgia				
	3675 CRESTWOOD PARKWAY, SUITE 350				
	Registered Office Street Address of LLC in Georgia (Post office box or mail drop not acceptable for registered office address)				
	Duluth	Gwinnett	GA	30096	
	City	County	State	Zip Code	
5.	Name and Address of each organizer (Attach additional sheets if necessary)				
	Kathy Buraczynski	75 14th St, Suite 2710	Atlanta	GA	30309
	Organizer	Address	City	State	Zip Code
	Organizer	Address	City	State	Zip Code
6.	Mail the following items to the Secretary of State at the above address:				
	1) This transmittal form				
	2) Original and one copy of the Articles of Organization				
	3) Filing fee of \$100.00 payable to Secretary of State. Filing fees are NON-refundable.				
					
	Authorized Signature				
	Member, Manager, Organizer or Attorney-in-fact (Circle one)				
					12/20/2011
					Date
Request certificates and obtain entity information via the Internet: sos.georgia.gov/corporations					

FORM 231

TRADEMARK