

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
O'Charley's Management Company, LLC		07/15/2013	LIMITED LIABILITY COMPANY: TENNESSEE
RECEIVING PARTY DATA			
Name:	American Blue Ribbon Holdings, LLC		
Street Address:	3038 Sidco Drive		
City:	Nashville		
State/Country:	TENNESSEE		
Postal Code:	37204		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3345350	A PASSION TO SERVE	
Registration Number:	3428466	A PASSION TO SERVE GUESTS EACH OTHER STA	
CORRESPONDENCE DATA			
Fax Number:	3146127682		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	314-444-7600		
Email:	jgreenberg@lewisrice.com		
Correspondent Name:	John B. Greenberg		
Address Line 1:	600 Washington Avenue		
Address Line 2:	Suite 2500		
Address Line 4:	St. Louis, MISSOURI 63101		
ATTORNEY DOCKET NUMBER:	ABRH		
NAME OF SUBMITTER:	John B. Greenberg, attorney		

Signature:	/John B. Greenberg/
Date:	07/21/2013
Total Attachments: 1 source=O'Charley's svcmark assign#page 1.tif	

SERVICE MARK ASSIGNMENT

THIS SERVICE MARK ASSIGNMENT ("Assignment"), dated as of July \_\_\_\_, 2013, is made and entered into by O'Charley's Management Company, LLC., a Tennessee limited liability corporation ("Assignor"), in favor of American Blue Ribbon Holdings, LLC, a Delaware limited liability company (the "Assignee").

WHEREAS, Assignor is the owner of the following service marks:

- A PASSION TO SERVE, a standard character mark that is the subject of common law rights and a registration with the U.S. Patent and Trademark Office, Registration No. 3345350; and
- A PASSION TO SERVE GUESTS EACH OTHER STAKEHOLDERS COMMUNITY & Design, a standard character mark that is the subject of common law rights and a registration with the U.S. Patent and Trademark Office, Registration No. 3428466.

WHEREAS, Assignor desires to assign to Assignee, and Assignee desires to acquire from Assignor, all right, title and interest in and to all of the above-identified marks (the "Marks") and registrations (the "Registrations"), including, without limitation, all common law rights relating to the Marks and all renewals and extensions that may be granted in connection with the Registrations, together with the goodwill of Assignor's business associated with the Marks and Registrations;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged:

1. Assignor hereby assigns, sells and sets over to Assignee all right, title and interest in and to the Marks and Registrations, together with the goodwill of Assignor's business symbolized by the Marks and Registrations, and all other rights that Assignor has enjoyed thereunder as trademarks, service marks, trade names, domain names and otherwise, including, without limitation, all rights and remedies based upon past infringement (including the right to sue and collect damages and profits for such infringement).

2. Assignor covenants and agrees that it will, at any time, on request, execute and deliver any and all papers that may be necessary or desirable to perfect the title to the aforementioned assets and rights assigned by this Assignment.

IN WITNESS WHEREOF, the Assignor has executed this Assignment as of the day and year first above written.

O'CHARLEY'S MANAGEMENT COMPANY, LLC

By: 

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