

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM298735

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Release and Reassignment of Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Fifth Third Bank, an Ohio banking corporation		03/19/2014	an Ohio banking corporation: OHIO

RECEIVING PARTY DATA

Name:	Steak n Shake LLC
Street Address:	107 South Pennsylvania Street
Internal Address:	Suite 400
City:	Indianapolis
State/Country:	INDIANA
Postal Code:	46204
Entity Type:	LIMITED LIABILITY COMPANY: INDIANA

PROPERTY NUMBERS Total: 55

Property Type	Number	Word Mark
Registration Number:	3759549	4 MEALS UNDER \$4
Registration Number:	2992304	BANOCOLATE
Registration Number:	3399855	BITS 'N PIECES
Registration Number:	2426301	VITRO-NAILS
Registration Number:	2370185	FAMOUS FOR STEAKBURGERS
Registration Number:	1911807	FAXASAK
Registration Number:	2272454	IN SIGHT IT MUST BE RIGHT
Registration Number:	2294116	
Registration Number:	2222496	
Registration Number:	2259584	STEAK N SHAKE IT'S A MEAL
Registration Number:	3589618	ORIGINAL DOUBLE STEAKBURGER
Registration Number:	2435279	ORIGINAL STEAKBURGERS
Registration Number:	3172089	SIDE-BY-SIDE
Registration Number:	3981161	ROYALE STEAKBURGER
Registration Number:	3042732	SIPPABLE SUNDAES
Registration Number:	2270886	STEAK N SHAKE
Registration Number:	0837229	STEAK N SHAKE
Registration Number:	0843430	STEAK N SHAKE

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	1272197	FAMOUS FOR STEAKBURGERS
Registration Number:	0948362	IN SIGHT IT MUST BE RIGHT
Registration Number:	0581433	
Registration Number:	2270887	
Registration Number:	2302158	STEAK N SHAKE FAMOUS FOR STEAKBURGERS
Registration Number:	2233542	STEAK 'N SHAKE FAMOUS FOR STEAKBURGERS
Registration Number:	0680071	STEAK N SHAKE IN SIGHT IT MUST BE RIGHT
Registration Number:	1045867	STEAK N SHAKE IN SIGHT IT MUST BE RIGHT
Registration Number:	0649868	STEAK N SHAKE IN SIGHT IT MUST BE RIGHT
Registration Number:	3854484	STEAKBURGER SHOOTERS
Registration Number:	2989676	STRAWNILLA
Registration Number:	2951481	TAKHOMACARD
Registration Number:	2592012	TAKHOMACUP
Registration Number:	2259583	TAKHOMASAK
Registration Number:	0967208	TAKHOMASAK
Registration Number:	2586843	THE ORIGINAL STEAKBURGER
Registration Number:	3589597	THE ORIGINAL STEAKBURGER
Registration Number:	3970768	VANOCOLATE
Registration Number:	4017371	THE ORIGINAL DOUBLE 'N CHEESE
Registration Number:	2989677	BANAWBERRY
Registration Number:	2989670	VANOCHA
Registration Number:	4094821	CALIFORNIA DOUBLE STEAKBURGER
Registration Number:	4123849	GOLDIE STEAK 'N SHAKE FAMOUS FOR STEAKBU
Registration Number:	4158938	JUST NO EQUAL
Registration Number:	4136094	SHAKER
Registration Number:	4196165	SIGNATURE STEAKBURGER
Registration Number:	4123848	SIZZLE STEAK 'N SHAKE FAMOUS FOR STEAKBU
Registration Number:	4136596	STEAK N SHAKE SIGNATURE
Serial Number:	85212195	CALIFORNIA-STYLE DOUBLE STEAKBURGER
Serial Number:	77740408	IMILKSHAKE
Serial Number:	77740347	ISHAKE
Serial Number:	77738354	ISTEAKBURGER
Serial Number:	85151831	STEAK N SHAKE
Serial Number:	85490874	3-D GRILLED CHEESE STEAKBURGER
Serial Number:	85480303	
Serial Number:	85480182	STEAKBURGER PHONE
Serial Number:	85578209	THE ORIGINAL STEAKBURGER

CORRESPONDENCE DATA

TRADEMARK

REEL: 005240 FRAME: 0926

Fax Number:

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

Phone: (216) 586-7021
Email: dpuljic@jonesday.com
Correspondent Name: DANIEL PULJIC / JONES DAY
Address Line 1: 901 LAKESIDE AVENUE
Address Line 2: NORTH POINT
Address Line 4: CLEVELAND, OHIO 44114-1190

ATTORNEY DOCKET NUMBER:	175274-635081
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NAME OF SUBMITTER:	Daniel Puljic
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SIGNATURE:	/Daniel Puljic/
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DATE SIGNED:	03/20/2014
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Total Attachments: 6

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RELEASE AND REASSIGNMENT OF TRADEMARKS

THIS RELEASE AND REASSIGNMENT OF TRADEMARKS dated March 19, 2014 by Fifth Third Bank, an Ohio banking corporation ("*Fifth Third*") with its mailing address at 38 Fountain Square Plaza Cincinnati, Ohio 45263, acting as Collateral Agent hereunder for the Secured Creditors defined in that certain Agreement hereinafter defined (Fifth Third acting as such collateral agent being hereinafter referred to as "*Secured Party*");

WITNESSETH:

WHEREAS, Steak n Shake, LLC, an Indiana limited liability company ("*Debtor*"), with its mailing address at 107 South Pennsylvania Street, Suite 400, Indianapolis, Indiana 46204, and Secured Party were parties to a certain Trademark Collateral Agreement dated September 25, 2012 between Debtor and Secured Party which was recorded in the United States Patent and Trademark Office on October 2, 2012 at Reel 4869, Frame 0946 (the "*Agreement*"), pursuant to which Debtor granted to Secured Party, a security interest in and collateral assignment of, among other things, the trademarks, trademark registrations, and trademark applications listed on Schedule A attached hereto and certain other property (collectively, the "*Trademark Property*"); and

WHEREAS, Debtor has requested that Secured Party release its security interests in the Trademark Property and reassign the same to Debtor;

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

Secured Party hereby releases its security interests in and collateral assignment of, and reassigns, grants and conveys to Debtor, without any representation, warranty, recourse or undertaking by Secured Party, all of its right, title and interest, if any, in and to each trademark, trademark registration, and trademark application listed on Schedule A hereto, and:

- (a) Trademarks of the Debtor listed on Schedule A attached hereto; and
- (b) all Goodwill associated with such Trademarks; and
- (c) all Proceeds of any and all of the foregoing (other than Excluded Property).

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, Secured Party has caused this Release and Reassignment of Trademarks to be duly executed by its duly authorized officer as of the day and year first above written.

FIFTH THIRD BANK, as Collateral Agent

By *Wm J. Kruppen*
Name WILLIAM KRUMMEN
Title VICE PRESIDENT

[Signature Page]

TRADEMARK
REEL: 005240 FRAME: 0929

**SCHEDULE A
TO RELEASE AND REASSIGNMENT
OF TRADEMARK REGISTRATIONS AND APPLICATIONS**

UNITED STATES TRADEMARKS:

Registrations:

OWNER	REGISTRATION NUMBER	TRADEMARK
Steak n Shake, LLC	3759549	4 MEALS UNDER \$4
Steak n Shake, LLC	2992304	BANOCOLATE
Steak n Shake, LLC	3399855	BITS 'N PIECES
Steak n Shake, LLC	3426301	EXACTLY THE WAY YOU WANT IT
Steak n Shake, LLC	2370185 1272197	FAMOUS FOR STEAKBURGERS
Steak n Shake, LLC	1911807	FAXASAK
Steak n Shake, LLC	2272454 0948362	IN SIGHT IT MUST BE RIGHT
Steak n Shake, LLC	2294116	MISCELLANEOUS DESIGN ("Storefront")
Steak n Shake, LLC	2222496 0581433 2270887	MISCELLANEOUS DESIGN (Wing & Circle Logo)
Steak n Shake, LLC	2259584	STEAK N SHAKE IT'S A MEAL
Steak n Shake, LLC	3589618	ORIGINAL DOUBLE STEAKBURGER
Steak n Shake, LLC	2435279	ORIGINAL STEAKBURGERS
Steak n Shake, LLC	3172089	SIDE-BY-SIDE
Steak n Shake, LLC	3981161	ROYALE STEAKBURGER
Steak n Shake, LLC	3042732	SIPPABLE SUNDAES
Steak n Shake, LLC	2270886 0837229 0843430	STEAK N SHAKE
Steak n Shake, LLC	2302158 2233542	STEAK N SHAKE FAMOUS FOR STEAKBURGERS (and Design)
Steak n Shake, LLC	0680071	STEAK N SHAKE IN SIGHT IT MUST BE RIGHT (and Design)

OWNER	REGISTRATION NUMBER	TRADEMARK
	1045867 0649868	
Steak n Shake, LLC	3854484	STEAKBURGER SHOOTERS
Steak n Shake, LLC	2989676	STRAWNILLA
Steak n Shake, LLC	2951481	TAKHOMACARD
Steak n Shake, LLC	2592012	TAKHOMACUP
Steak n Shake, LLC	2259583	TAKHOMASAK
Steak n Shake, LLC	0967208	TAKHOMASAK (Stylized)
Steak n Shake, LLC	2586843 3589597	THE ORIGINAL STEAKBURGER
Steak n Shake, LLC	3970768	VANOCOLATE
Steak n Shake, LLC	4017371	THE ORIGINAL DOUBLE'N CHEESE
Steak n Shake, LLC	2989677	BANAWBERRY
Steak n Shake, LLC	2989670	VANOCHA
Steak n Shake, LLC	4,094,821	CALIFORNIA DOUBLE STEAKBURGER
Steak n Shake, LLC	4,123,849	GOLDIE (AND DESIGN)
Steak n Shake, LLC	4,158,938	JUST NO EQUAL
Steak n Shake, LLC	4,136,094	SHAKER (AND DESIGN)
Steak n Shake, LLC	4,196,165	SIGNATURE STEAKBURGER
Steak n Shake, LLC	4,123,848	SIZZLE (AND DESIGN)
Steak n Shake, LLC	4,136,596	STEAK N SHAKE SIGNATURE

Applications:

OWNER	SERIAL NUMBER	TRADEMARK
Steak n Shake, LLC	85/212,195	CALIFORNIA-STYLE DOUBLE STEAKBURGER
Steak n Shake, LLC	77/740,408	IMILKSHAKE
Steak n Shake, LLC	77/740,347	ISHAKE
Steak n Shake, LLC	77/738,354	ISTEAKBURGER
Steak n Shake, LLC	85/151831	STEAK N SHAKE
Steak n Shake, LLC	85/490,874	3-D GRILLED CHEESE STEAKBURGER
Steak n Shake, LLC	85/480,303	MISCELLANEOUS DESIGN (STEAKBURGER PHONE)

Steak n Shake, LLC	85/480,182	STEAKBURGER PHONE
Steak n Shake, LLC	85/578,209	THE ORIGINAL STEAKBURGER

Licenses:

None.

FIFTH THIRD BANK, as Arranger, Issuing Bank,
Swingline Lender and as a Revolving Lender

By: *William J. Krummy*
Name: WILLIAM KRUMMEN
Title: VICE PRESIDENT

CLJ-2180795

Credit Agreement

RECORDED: 03/20/2014

TRADEMARK
REEL: 005240 FRAME: 0933