

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM514949

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CANNAE HOLDINGS, LLC		03/13/2019	Limited Liability Company: DELAWARE
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		
Name:	99 RESTAURANTS, LLC		
Street Address:	3038 SIDCO DRIVE		
City:	NASHVILLE		
State/Country:	TENNESSEE		
Postal Code:	37204		
Entity Type:	Limited Liability Company: DELAWARE		
Name:	O'CHARLEY'S MANAGEMENT COMPANY, LLC		
Street Address:	3038 SIDCO DRIVE		
City:	NASHVILLE		
State/Country:	TENNESSEE		
Postal Code:	37204		
Entity Type:	Limited Liability Company: TENNESSEE		
PROPERTY NUMBERS Total: 54			
Property Type	Number	Word Mark	
Registration Number:	1883771	ALL-WORLD DOUBLE CHEESEBURGER	
Registration Number:	4436632	AMERICAN BLUE RIBBON HOLDINGS	
Registration Number:	1930867	ANGEL'S	
Registration Number:	1899370	ANGEL'S DINER	
Registration Number:	3999934	ARTISAN PIE SHOP SPECIAL	
Registration Number:	1394423	BAKERS SQUARE	
Registration Number:	1394236	BAKERS SQUARE	
TRADEMARK			

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Property Type	Number	Word Mark
Registration Number:	1394428	BAKERS SQUARE
Registration Number:	2002503	BAKERS SQUARE RESTAURANT & PIES
Registration Number:	4317217	BAKERS SQUARE RESTAURANT & BAKERY
Registration Number:	2239993	BEST PIE IN AMERICA
Registration Number:	1307977	BUCKY
Registration Number:	1942036	CANDY CANE PIE
Registration Number:	4425593	DISCOVER ALL THAT'S GOOD INSIDE
Registration Number:	1979914	GOOD FOOD...GOOD FEELINGS
Registration Number:	3240715	GOOD NEIGHBOR REWARDS
Registration Number:	2237698	GREAT FOOD. UNBELIEVABLE PIE.
Registration Number:	2317331	J. HORNER'S
Registration Number:	2587251	J. HORNER'S LEGENDARY PIES & DESSERTS
Registration Number:	2463068	J.HORNER'S LEGENDARY PIES & DESSERTS
Registration Number:	4361669	LEGENDARY BAKING
Registration Number:	4016699	LEGENDARY BAKING
Registration Number:	4046125	LEGENDARY BAKING SINCE 1969
Registration Number:	3158244	MAX & ERMA'S
Registration Number:	3158132	MAX & ERMA'S
Registration Number:	1957161	MAX & ERMA'S
Registration Number:	1085131	MAX & ERMA'S NEIGHBORHOOD GATHERING PLAC
Registration Number:	4542602	MAX & ERMA'S THE HOMETOWN FAVORITE
Registration Number:	4436631	
Registration Number:	4428962	
Registration Number:	4288896	MY V.I.B.
Registration Number:	4312172	MY V.I.B. CHOOSE 4 DIFFERENT ITEMS! ALL
Registration Number:	4436633	PASSION TO SERVE
Registration Number:	4295822	THE PERFECT PAIR
Registration Number:	3787096	PIE RUSH WEDNESDAY
Registration Number:	3297956	RANDOM ACTS OF PIE-NESS
Registration Number:	2100736	SWEET RETURNS
Registration Number:	4108042	THE BAKERS SQUARE. RESTAURANT & PIES FOU
Registration Number:	1682297	THE BREAKFAST EXPERTS
Registration Number:	3963070	THE INNCREDBLE V.I.B.
Registration Number:	2603514	THE SKILLET EXPERTS
Registration Number:	4202421	VI:)
Registration Number:	4287957	VI
Registration Number:	1070440	VILLAGE INN
Registration Number:	1118490	VILLAGE INN

Property Type	Number	Word Mark
Registration Number:	1197458	VILLAGE INN
Registration Number:	1118489	VILLAGE INN PANCAKE HOUSE
Registration Number:	1338554	O'CHARLEYS
Registration Number:	1788688	O'CHARLEY'S
Registration Number:	1789555	O'CHARLEY'S
Registration Number:	4110363	LUNCH EXPRESS
Serial Number:	86287908	NINE GREAT MEALS. ONE GREAT PRICE. ZERO
Serial Number:	86287913	NINE MEALS. ONE PRICE. ZERO COMPROMISES.
Registration Number:	4392020	O'CHARLEY'S

CORRESPONDENCE DATA

Fax Number: 8032559831

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

Phone: 704-417-3127

Email: ip@nelsonmullins.com

Correspondent Name: NELSON MULLINS RILEY & SCARBOROUGH LLP

Address Line 1: 301 S. COLLEGE STREET

Address Line 2: IP DEPARTMENT, 23RD FLOOR

Address Line 4: CHARLOTTE, NORTH CAROLINA 28202

NAME OF SUBMITTER:	Craig N. Killen
SIGNATURE:	/Craig N. Killen/
DATE SIGNED:	03/19/2019

Total Attachments: 7

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RELEASE OF TRADEMARK SECURITY INTEREST

THIS RELEASE is dated as of March 13, 2019 (this “Release”), by **CANNAE HOLDINGS, LLC** (“Cannae”), a Delaware limited liability company, as successor Agent (the term “Agent” as defined in the Trademark Security Agreement, as referenced below) for the Lenders (as defined in the Credit Agreement, as referenced below). Terms used herein and not otherwise defined shall have the meanings assigned to such terms in (i) the Trademark Security Agreement if defined therein, (ii) the Guaranty and Security Agreement (as referenced below) if defined therein, but not in the Trademark Security Agreement, or (iii) the Credit Agreement, if not defined in the Trademark Security Agreement or the Guaranty and Security Agreement.

A. Reference is made to the Credit Agreement dated as of August 19, 2014 (as amended, restated, supplemented, or otherwise modified from time to time, the “Credit Agreement”) by and among **FIDELITY NEWPORT HOLDINGS, LLC**, a Delaware limited liability company, **ABRH, LLC**, a Delaware limited liability company, as Borrower, the lenders party thereto from time to time, and **WELLS FARGO BANK, NATIONAL ASSOCIATION** (“WFB”), as original Agent.

B. Reference is made to the Trademark Security Agreement dated as of August 19, 2014 (the “Trademark Security Agreement”), among the entities defined as Grantors therein in favor of the Agent (as defined therein), by which each such Grantor granted, pursuant to the Guaranty and Security Agreement dated as of August 19, 2014 (the “Guaranty”), a security interest to such Agent, for the benefit of the Lenders (as defined in the Credit Agreement), in certain collateral including the collateral that is the subject of this Release, and was recorded by the United States Patent and Trademark Office on August 20, 2014, at Reel 005348, Frame 0417.

C. Reference is made to the Assignment of Trademark Security Agreement dated as of March 15, 2018 (the “Assignment Agreement”), which transferred and assigned to Cannae all of the rights and interests in and to, and obligations under, the Trademark Security Agreement from WFB, and was recorded by the United States Patent and Trademark Office on May 11, 2018, at Reel 006329, Frame 0423.

D. Reference is made to the Agency Succession Agreement dated as of March 13, 2018, pursuant to which WFB resigned from its role as Agent and was succeeded as Agent by Cannae.

In connection with the termination of the Credit Agreement, American Blue Ribbon Holdings, LLC and O’Charley’s Management Company, LLC have informed the Agent of their desire to obtain the release of all right, title and interest of the Agent and the Lenders and each other grantee or beneficiary in and to their Trademark Collateral (as defined in the Trademark Security Agreement).

Accordingly, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, all the Agent’s right, title and interest (including, without limitation, all security interests) in and to the Trademark Collateral of American Blue Ribbon Holdings, LLC and O’Charley’s Management Company, LLC (including those items listed on Schedule I-1 hereto) is hereby terminated, the debt (individual and/or joint) of American Blue Ribbon

Holdings, LLC and O'Charley's Management Company, LLC secured thereby having been paid and satisfied in full.

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

AGENT:

CANNAE HOLDINGS, LLC,
a Delaware limited liability company,

By: 

Name: Michael L. Gravelle

Title: Executive Vice President, General Counsel
and Corporate Secretary

SCHEDULE I-1

Trademark Registrations/Applications

Trademarks Owned by American Blue Ribbon Holdings, LLC:

Mark	Filed	Jurisdiction	Reg. Date	Reg. No.	Owner
1. & and Design	1/30/2005	United States Federal Registration	3/5/2007	3,216,588	American Blue Ribbon Holdings, LLC
2. ALL WORLD DOUBLE CHEESEBURGER	1/30/2005	United States Federal Registration	3/14/1995	1,883,771	American Blue Ribbon Holdings, LLC
3. AMERICAN BLUE RIBBON HOLDINGS, LLC	5/15/2003	United States Federal Registration	2/15/2011	3,918,482	American Blue Ribbon Holdings, LLC
4. AMERICAN BLUE RIBBON HOLDINGS	6/3/2013	United States Federal Registration	11/19/2013	4,436,632	American Blue Ribbon Holdings, LLC
5. ANGEL'S	4/8/1994	United States Federal Registration	10/31/1995	1,930,867	American Blue Ribbon Holdings, LLC
6. ANGEL'S and design	7/10/1991	United States Federal Registration	7/20/1993	1,783,034	American Blue Ribbon Holdings, LLC
7. ANGEL'S DINER	4/8/1994	United States Federal Registration	6/13/1995	1,699,370	American Blue Ribbon Holdings, LLC
8. ARTISAN PIE SHOP SPECIAL	6/23/2010	United States Federal Registration	8/23/2011	3,999,934	American Blue Ribbon Holdings, LLC
9. BAKERS SQUARE	3/25/1993	Canada	5/12/1995	TMA442,737	American Blue Ribbon Holdings, LLC
	11/28/1983	United States Federal Registration	5/20/1985	1,394,423	American Blue Ribbon Holdings, LLC
	4/2/1984	United States Federal Registration	5/20/1985	1,394,236	American Blue Ribbon Holdings, LLC
		Nebraska		NE757934	American Blue Ribbon Holdings, LLC
		Nebraska	7/18/2013	NE10179510	American Blue Ribbon Holdings, LLC
10. BAKERS SQUARE and design	4/26/1984	United States Federal Registration	5/20/1985	1,394,428	American Blue Ribbon Holdings, LLC
11. BAKERS SQUARE RESTAURANT & PIES and design	5/8/1995	United States Federal Registration	9/24/1996	2,002,503	American Blue Ribbon Holdings, LLC
12. BAKERS SQUARE RESTAURANT &	9/21/2012	United States Federal	4/9/2013	4,317,217	American Blue Ribbon Holdings,

Mark	Filed	Jurisdiction	Reg. Date	Reg. No.	Owner
BAKERY (in color)		Registration			LLC
13. BAKERS SQUARE RESTAURANT & BAKERY and Design	9/21/2012	United States Federal Registration	4/9/2013	4,317,217	American Blue Ribbon Holdings, LLC
14. BEST PIE IN AMERICA	3/10/1998	United States Federal Registration	4/13/1999	2,239,993	American Blue Ribbon Holdings, LLC
15. BUCKY	2/3/1983	United States Federal Registration	12/04/1984	1,307,977	American Blue Ribbon Holdings, LLC
16. CANDY CANE PIE	12/23/1993	United States Federal Registration	12/19/1995	1,942,036	American Blue Ribbon Holdings, LLC
17. DISCOVER ALL THAT'S GOOD INSIDE	3/28//2013	United States Federal Registration	10/29/2013	4,425,593	American Blue Ribbon Holdings, LLC
18.FRUITABULOUS PIES	2/3/2005	United States Federal Registration	7/24/2007	3,270,225	American Blue Ribbon Holdings, LLC
19.GOOD FOR...GOOD FEELINGS	8/21/1995	United States Federal Registration	5/11/1996	1,979,914	American Blue Ribbon Holdings, LLC
20.GOOD NEIGHBORS REWARDS	10/17/2005	United States Federal Registration	5/8/2007	3,240,715	American Blue Ribbon Holdings, LLC
21.GREAT FOOD. UNBELIEVABLE PIE	7/31/1997	United States Federal Registration	4/5/1999	2,237,698	American Blue Ribbon Holdings, LLC
22.J. HORNERS	5/29/1997	United States Federal Registration	2/6/2000	2,317,331	American Blue Ribbon Holdings, LLC
23.J. HORNERS LEGENDARY PIES & DESSERTS and design	3/15/2000	United States Federal Registration	7/2/2002	2,587,251	American Blue Ribbon Holdings, LLC
24.J.HORNERS LEGENDARY PIES & DESSERTS and design	5/29/1997	United States Federal Registration	5/25/2001	2,453,068	American Blue Ribbon Holdings, LLC
25.LEGENDARY BAKING	11/23/2009	United States Federal Registration	7/2/2013	4,361,669	American Blue Ribbon Holdings, LLC
	11/203/2009	United States Federal Registration	6/23/2011	4,015,699	American Blue Ribbon Holdings, LLC
26.LEGENDARY BAKING SINCE 1969 and design	3/6/2010	United States Federal Registration	10/25/2011	4,046,125	American Blue Ribbon Holdings, LLC
27.MAX & ERMA'S	11/18/2005	United States Federal Registration	10/17/2006	3,158,244	American Blue Ribbon Holdings, LLC
28.MAX & ERMA's (stylized)	11/15/2005	United States Federal Registration	10/17/2006	3,158,132	American Blue Ribbon Holdings, LLC
	7/5/1994	United States Federal	2/20/1995	1,957,161	American Blue Ribbon Holdings,

Mark	Filed	Jurisdiction	Reg. Date	Reg. No.	Owner
		Registration			LLC
29. MAX & ERMA'S A BETTER PLACE TO EAT	3/25/2009	United States Federal Registration	12/29/2009	3,730,607	American Blue Ribbon Holdings, LLC
30. MAX & ERMA'S FREE COOKIES WEDNESDAY FRESH BAKED! And design	2/22/2011	United States Federal Registration	9/13/2011	4,026,183	American Blue Ribbon Holdings, LLC
31. MAX & ERMA'S NEIGHBORHOOD GATHERING PLACE	3/8/1977	Ohio	3/8/1977	SM2587	Max & Erma's Restaurants, Inc.
32. MAX & ERMA'S NEIGHBORHOOD GATHERING PLACE & DESIGN	10/22/1976	United States Federal Registration	2/7/1978	1,085,131	American Blue Ribbon Holdings, LLC
33. MAX & ERMA'S THE HOMETOWN FAVORITE	9/12/2013	United States Federal Registration	6/3/2014	4,542,602	American Blue Ribbon Holdings, LLC
34. MISCELLANEOUS DESIGN (ribbon in black and white)	6/3/2013	United States Federal Registration	11/19/2013	4,436,631	American Blue Ribbon Holdings, LLC
35. MISCELLANEOUS DESIGN (ribbon in color)	6/3/2013	United States Federal Registration	11/5/2013	4,428,962	American Blue Ribbon Holdings, LLC
36. MY V.I.B	6/27/2012	United States Federal Registration	2/12/2013	4,288,896	American Blue Ribbon Holdings, LLC
37. MY V.I.B. CHOOSE 4 DIFFERENT ITEMS! ALL DAY EVERY DAY	6/27/2012	United States Federal Registration	4/2/2013	4,312,172	American Blue Ribbon Holdings, LLC
38. PASSION TO SERVE	6/3/2013	United States Federal Registration	11/19/2013	4,436,633	American Blue Ribbon Holdings, LLC
39. THE PERFECT PAIR	9/28/2012	United States Federal Registration	2/26/2013	4,295,822	American Blue Ribbon Holdings, LLC
40. PIE RUSH WEDNESDAY	9/4/2009	United States Federal Registration	5/11/2010	3,787,096	American Blue Ribbon Holdings, LLC
41. RANDOM ACTS OF PIE-NESS	7/5/2006	United States Federal Registration	9/25/2007	3,297,956	American Blue Ribbon Holdings, LLC
42. SWEET RETURNS	9/11/1995	United States Federal Registration	9/30/1997	2,100,736	American Blue Ribbon Holdings, LLC
43. THE BAKERS SQUARE RESTAURANT & PIES FOUR SQUARE and design	6/7/2011	United States Federal Registration	3/5/2012	4,106,042	American Blue Ribbon Holdings, LLC
44. THE BREAKFAST EXPERTS	3/14/1991	United States Federal Registration	4/7/1992	1,682,297	American Blue Ribbon Holdings, LLC
45. THE INNCREDBLE V.I.B.	3/5/2010	United States Federal	5/17/2011	3,953,070	American Blue Ribbon Holdings,

Mark	Filed	Jurisdiction	Reg. Date	Reg. No.	Owner
		Registration			LLC
46. THE INNCREDBLE V.I.B. CHOOSE 4 DIFFERENT ITEMS FOR ALL DAT EVERY DAY and design	4/30/2010	United States Federal Registration	4/19/2011	3,947,074	American Blue Ribbon Holdings, LLC
47. THE SKILLET EXPERTS	4/14/2000	United States Federal Registration	8/6/2002	2,603,514	American Blue Ribbon Holdings, LLC
48. TRUPIE	9/8/2011	United States Federal Registration		Allowed	American Blue Ribbon Holdings, LLC
49. TRUPIE and design	9/23/2011	United States Federal Registration		Allowed	American Blue Ribbon Holdings, LLC
50. VI and smiley face design	1/13/2012	United States Federal Registration	9/4/2012	4,202,421	American Blue Ribbon Holdings, LLC
51. VI (stylized)	2/1/2012	United States Federal Registration	2/12/2013	4,287,957	American Blue Ribbon Holdings, LLC
52. VILLAGE INN	10/20/1976	United States Federal Registration	7/25/1977	1,070,440	American Blue Ribbon Holdings, LLC
53. VILLAGE INN and orange trapezoid design	10/20/1976	United States Federal Registration	5/15/1979	1,118,490	American Blue Ribbon Holdings, LLC
54. VILLAGE INN (stylized)	3/24/1980	United States Federal Registration	5/8/1982	1,197,458	American Blue Ribbon Holdings, LLC
	9/24/1962	United States Federal Registration	4/14/1964	768,280	American Blue Ribbon Holdings, LLC
55. VILLAGE INN PANCAKE HOUSE	10/20/1976	United States Federal Registration	5/15/1979	1,118,469	American Blue Ribbon Holdings, LLC
56. VILLAGE INN		Nebraska	7/18/2013	NE10179511	American Blue Ribbon Holdings, LLC

Trademarks Owned by O'Charley's Management Company, LLC:

Mark	Filed	Jurisdiction	Reg. Date	Reg. No.	Owner
1. O'CHARLEY'S O' TO GO (STYLIZED)	8/11/2005	United States Federal Registration	2/13/2007	3,207,616	O'Charley's Management Company, LLC
2. O' O'CHARLEY'S CURBSIDE TOGO (STYLIZED)	8/29/2006	United States Federal Registration	7/3/2007	3,258,670	O'Charley's Management Company, LLC

Mark	Filed	Jurisdiction	Reg. Date	Reg. No.	Owner
3. O'CHARLEY'S GOOD FOOD, GOOD TIMES	8/11/2005	United States Federal Application	7/25/2006	3,120,559	O'Charley's Management Company, LLC
4. UNSLICEABLY SOFT ROLLS	5/22/2007	United States Federal Application	6/17/2008	3,448,002	O'Charley's Management Company, LLC
5. TWISTED CHIPS	4/29/2008	United States Federal Registration	5/1/2012	77/461,303 (Serial No.) 4,137,076	O'Charley's Management Company, LLC
6. O'CHARLEY'S (STYLIZED)	11/19/1984	United States Federal Application	5/28/1985	1,338,554	O'Charley's Management Company, LLC
7. O'CHARLEY'S	1/7/1993	United States Federal Application	8/17/1993	1,788,688	O'Charley's Management Company, LLC
8. O'CHARLEY'S	1/7/1993	United States Federal Application	8/24/1993	1,789,555	O'Charley's Management Company, LLC
9. BOTTOMLESS BOWL	5/18/2007	United States Federal Registration	6/17/2008	3,447,997	O'Charley's Management Company, LLC
10. LUNCH EXPRESS	7/6/2010	United States Federal Registration (supplemental)	3/6/2012	85/078,585 (Serial No.) 4,110,363	O'Charley's Management Company, LLC
11. NINE GREAT MEALS, ONE GREAT PRICE. ZERO COMPROMISES	5/21/2014	United States Federal Application		App. No. 86/287908	O'Charley's Management Company, LLC
12. NINE MEALS, ONE PRICE. ZERO COMPROMISES	5/21/2014	United States Federal Application		App. No. 86/287913	O'Charley's Management Company, LLC
13. O'CHARLEYS (in stenciled lettering)	1/18/2013	United States Federal Registration	8/27/2013	4/392/020	O'Charley's Management Company, LLC