

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings		RECORDATION FORM COVER SHEET TRADEMARKS ONLY		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office	
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.					
1. Name of conveying party(ies): Canadian Imperial Bank of Commerce <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input checked="" type="checkbox"/> Other <u>Canadian Chartered Bank</u> Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			2. Name and address of receiving party(ies): AFC Enterprises, Inc. I/K/a America's Favorite Chicken Company, Inc. Name: _____ Internal Address: <u>Suite 1700</u> Address: _____ Street Address: <u>Six Concourse Parkway</u> City: <u>Atlanta</u> State: <u>GA</u> Zip: <u>30328</u> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Minnesota</u> <input type="checkbox"/> Other _____ <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment)</small> Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other <u>Release</u> Execution Date: <u>May 23, 2002</u>					
4. Application number(s) or registration number(s): A. Trademark Application No.(s) <u>74605423 75129887</u>			B. Trademark Registration No.(s) <u>815076 815614 924852 1052133 1120756 1148341</u> <u>1148342 1162109 1195826 1208752 1296650 1311632</u> Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>James Talbot, Esq.</u> Internal Address: _____ <u>Skadden, Arps, Slate, Meagher & Flom LLP</u> Street Address: <u>Four Times Square</u> City: <u>New York</u> State: <u>NY</u> Zip: <u>10036-6522</u>			6. Total number of applications and registrations involved: 89 7. Total fee (37 CFR 3.41).....\$ <u>2240.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account		
			8. Deposit account number: <u>19-2385 [Our Ref:139900-328]</u> <small>(Attach duplicate copy of this page if paying by deposit account)</small>		
DO NOT USE THIS SPACE					
9. Statement and signature. <i>To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.</i> <u>James Talbot</u> <u>July 3, 2003</u> Name of Person Signing Signature Date					

CH \$2240.00 192385 74605423

Total number of pages including cover sheet, attachments, and document: 11
 Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patent & Trademarks, Box Assignments
 Washington, D.C. 20231

Security Interest

Canadian Imperial Bank of Commerce to AFC Enterprises, Inc.
Continuation of No. 4B Trademark Registration numbers:

Trademark Registration numbers:

1375297	1253123	1107609
1471070	1112389	1087882
1517337	1112390	2002020
1124771	1150679	1981047
1141000	1107576	1982487
1143746	1107575	2054436
1110150	1583074	1210081
1138992	1735535	2091908
1337289	1895411	2017585
1716123	1729637	1563625
1722829	1734169	2017586
1021254	1747962	2215059
1030944	1823416	2215069
1121096	2010357	1121699
1371596	1981765	1655131
1530215	1906145	1386980
1146772	2125486	1427545
1116753	2125482	
1257959	1918270	
1481990	1944736	
1118920	1992427	
1622427	1966275	
1267567	2095493	
1552225	2000593	
1257702	2242910	
1820292	2000592	
1257958	1903216	
1378568	1973182	
1551239	1915306	

RELEASE

(Trademarks)

This RELEASE (Trademarks) is given this 23rd day of May, 2002 by Canadian Imperial Bank of Commerce ("Assignor") to AFC Enterprises, Inc. (formerly known as America's Favorite Chicken Company, Inc. ("AFCC")), a Minnesota corporation ("Assignee"), as follows:

WHEREAS, Assignee and Assignor entered into a Trademark Collateral Security Agreement dated May 21, 1997 ("Security Agreement") pursuant to which Assignee assigned unto Assignor and granted to Assignor a security interest in all of Assignee's right, title and interest in certain collateral, including certain trademarks listed on Schedule A hereto (the "Trademarks");

WHEREAS, AFCC and Assignor entered into a Trademark Security Agreement dated November 5, 1992 ("AFCC Security Agreement") pursuant to which AFCC granted to Assignor a security interest in all of its right, title and interest in certain collateral, including certain Trademarks, and AFCC and Assignor entered into a Supplement to Security Agreement for Supplemental Patent and Trademark Office Filings dated June 25, 1993 ("Supplement") in order to perfect Assignor's security interest in certain Trademarks acquired by AFCC since the execution and delivery of the AFCC Security Agreement;

WHEREAS, AI Copeland Enterprises, Inc., a Texas corporation ("AI Copeland") and Assignor entered into a Trademark Security Agreement dated September 21, 1989 ("AI Copeland Security Agreement") pursuant to which AI Copeland granted to Assignor a security interest in all of AI Copeland's right, title and interest in certain collateral, including certain Trademarks;

WHEREAS, Biscuit Investments, Inc., a Louisiana corporation ("Biscuit") and Assignor entered into a Trademark Security Agreement dated March 21, 1989 ("Biscuit Security Agreement") pursuant to which Biscuit granted to Assignor a security interest in all of Biscuit's right, title and interest in certain collateral, including certain Trademarks;

WHEREAS, Biscuit merged with and into AI Copeland, which merged with and into America's Favorite Chicken Company which is now known as Assignee pursuant to a name change;

WHEREAS, the Security Agreement was recorded with the United States Patent and Trademark Office on May 30, 1997, at Reel 1590, Frame 0224;

WHEREAS, the AFCC Security Agreement was recorded with the United States Patent and Trademark Office on November 10, 1992, at Reel 0906, Frame 0926, and the Supplement was recorded with the United States Patent and Trademark Office on July 28, 1993, at Reel 1034, Frame 0273;

WHEREAS, the AI Copeland Security Agreement recorded with the United States Patent and Trademark Office on October 13, 1989, at Reel 0675, Frame 0285;

WHEREAS, the Biscuit Security Agreement recorded with the United States Patent and Trademark Office on March 30, 1989, at Reel 0644, Frame 0985; and

WHEREAS, Assignee has fully paid, performed, discharged and observed all its obligations to Assignor under the Security Agreement, the AFCC Security Agreement, the AI Copeland Security Agreement and the Biscuit Security Agreement as necessary for Assignor to grant this Release (Trademarks).

NOW, THEREFORE, Assignor hereby releases all security interest, liens, encumbrances and any other right, title and interest in or to the collateral including, but not limited to, the Trademarks, and reassigns all its right, title, and interest in such Trademarks to Assignee.

IN WITNESS WHEREOF, Assignor has caused this Release (Trademarks) to be duly executed by its duly authorized officer as of this ___ day of May, 2002.

CANADIAN IMPERIAL BANK OF COMMERCE

By: *Katherine Bass*

Name: Katherine Bass

Title: Authorized Signatory

STATE OF NEW YORK
COUNTY OF NEW YORK

On this, the _____ day of May, 2002, before me appeared Katherine Bass, the undersigned officer, personally himself/herself/themselves to be the _____ of Canadian Imperial Bank of Commerce, a Canadian chartered bank acting through its New York Agency, as Administrative Agent, and that he/she/they as such _____ being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as _____.

In witness whereof, I hereunto set my hand and official seal.

Joselyn Chico
Notary Public

Joselyn Chico
Printed Name

My Commission Expires:

9/4/05

JOSELYN CHICO
NOTARY PUBLIC, State of New York
No. 01CH003688
Qualified in New York County
Commission Expires Sept. 4, 2005

SCHEDULE A to RELEASE (Trademarks)

(see attached)

SCHEDULE A
TO
TRADEMARK COLLATERAL
SECURITY AGREEMENT

Trademark Registrations

United States Trademark Description	Registration Number	Status
CHURCH'S (script)	815,076	Registered
CHURCH'S (script)	815,614	Registered
CHURCHIE and design	924,852	Registered
CHURCH'S FRIED CHICKEN & rainbow "C" design	1,052,133	Registered
THE PEOPLE'S CHOICE	1,120,756	Registered
MASTER MERCHANT & design	1,148,341	Registered
MASTER MERCHANT	1,148,342	Registered
THE PEOPLE'S CHOICE	1,162,109	Registered
CHURCH'S FRIED CHICKEN & rainbow "C" design	1,195,826	Registered
CHURCH'S FRIED CHICKEN	1,208,752	Registered
CHURCH'S PECAN PIE & design	1,296,650	Registered
CHURCH'S CHICKEN & BISCUITS w/design	1,311,632	Registered
CRISPY NUGGETS	1,375,297	Registered
CHURCH'S CHICKEN & design	1,471,070	Registered
SPICY SPRINKLE	1,517,337	Registered
G. W. JR'S (stylized)	1,124,771	Registered
CHURCH'S G.W. JR'S & design	1,141,000	Registered
CHURCH'S G.W. JR'S & design	1,143,746	Registered
CHURCH'S G.W. JR'S & design	1,110,150	Registered
CHURCH'S G.W. JR'S & design	1,138,992	Registered
RON'S	1,337,289	Registered
RON'S KRISPY FRIED CHICKEN	1,337,289	Registered
JUST THE WAY YOU LIKE IT & design	1,716,123	Registered
CENTSIBLES	1,722,829	Registered
POPEYES (word mark)	1,021,254	Registered

EXHIBITION

NYLS-0580
COMPANY TRADEMARK
SECURITY AGREEMENT

XIV-A-1

TRADEMARK

REEL: 002680 FRAME: 0179

United States Trademark Description	Registration Number	Status
POPEYES (word mark)	1,030,944	Registered
POPEYES (word mark)	1,121,096	Registered
CAJUN SPARKLE	1,371,596	Registered
IT'S A GREAT NEW TASTE	1,530,215	Registered
IT'S A GREAT NEW TASTE	1,146,772	Registered
LOVE THAT CHICKEN	1,116,753	Registered
LOVE THAT CHICKEN FROM POPEYES	1,257,959	Registered
ORIGINAL NEW ORLEANS FLAVOR	1,481,990	Registered
POP Advertising	1,118,920	Registered
PAL-PAK	1,622,427	Registered
POPEYES (dancing letters)	1,267,567	Registered
POPEYES (word mark)	1,552,225	Registered
POPEYES FAMOUS FRIED CHICKEN (word mark)	1,257,702	Registered
CELEBRATE THE SEASONINGS (word mark)	1,820,292	Registered
POPEYES FAMOUS FRIED CHICKEN & BISCUITS (old sign)	1,257,958	Registered
POPEYES FAMOUS FRIED CHICKEN & BISCUITS (word mark)	1,378,568	Registered
POPEYES (dancing letters)	1,551,239	Registered
RAGIN' CAJUN RICE	1,253,123	Registered
SIGN DESIGN (w/o Color)	1,112,389	Registered
SIGN DESIGN (w/o Color)	1,112,390	Registered
SPECIALIZED FOOD EQUIPMENT CO.	1,150,679	Registered
SIGN DESIGN (w/o Color)	1,107,576	Registered
SIGN DESIGN (w/o Color)	1,107,575	Registered
SUPER POPEYES	1,583,074	Registered
LOVIN' THAT CHICKEN ⁴²	1,735,535	Registered
STARS & SPICE	1,895,411	Registered
(Popeyes) SUPER BOX	1,729,637	Registered
CAJUN TAILGATORS	1,734,109	Registered
JUST THE WAY YOU LIKE IT	1,716,133	Registered
TENDER STRIPS	1,747,962	Registered
SEAFOOD CELEBRAION	1,823,416	Registered

duplicate

NY 15009
COMPANY TRADEMARK
SECURITY AGREEMENT

XIV-A-2

EXEMPTION

TRADEMARK

REEL: 002680 FRAME: 0180

United States Trademark Description	Registration Number	Status	
AFC (word mark)	2,010,357	Registered	
NEW ORLEANS SHRIMP SHOP	1,981,765	Registered	
VALUE LOVERS MENU	1,906,145	Registered	
DAY OF DREAMS (word mark)	75/213852*	Pending	2,125,486
GOTTA LOVE IT	75/213651*	Pending	2,125,482
CHURCHS CHICKEN (logo & doorway design)	1,918,270	Registered	
FAR WEST (word mark)	74/605,423*	Pending	
VALUE LOVERS MENU & design	1,944,736	Registered	
TEXAS CHICKEN (word mark)	1,992,427	Registered	
TEXAS CHICKEN Logo	1,966,275	Registered	
POPEYES CHICKEN & BISCUITS (banne: design)	74/551,044*	Pending	2,095,493
POPEYES CHICKEN & BISCUITS (banne: design)	2,000,593	Registered	
POPEYES CHICKEN & BISCUITS (doorway design)	74/551,043*	Pending	2,242,910
POPEYES CHICKEN & BISCUITS (doorway design)	2,000,592	Registered	
THIS PLACE COOKS.	1,903,216	Registered	
AFC Logo	1,973,182	Registered	
CHURCHS CHICKEN Logo	1,915,306	Registered	
POPEYES Building Design	1,107,609	Registered	
PFC logo (design for manuals)	1,087,882	Registered	
ULTRAFRYER (word mark)	2,002,020	Registered	
MUCHO'S	1,981,047	Registered	
MUCHO'S Logo	1,982,487	Registered	
JALAPENO CHEESE BOMBERS	75/037,580*	Pending	2,054,436
POPEYES Building Design	1,210,081	Registered	
FRANCHISOR OF CHOICE	74/725,852*	Pending	2,091,908
NEW AGE OF OPPORTUNITY	2,017,585	Registered	
SWEET HEAT	1,563,625	Registered	
NEW AGE OF OPPORTUNITY logo	2,017,586	Registered	
JAM SLAMMER (word mark)	75/129,887*	Pending	
AFC ENTERPRISES & Design	75/169,522*	Pending	2,215,059

NYL 481588
COMPANY TRADEMARK
SECURITY AGREEMENT

XIV-A-3

ENCLOSURE

United States Trademark Description	Registration Number	Status
AFC ENTERPRISES (word mark)	75/167,395*	Pending
StreetsMart		Pending
POPEYE'S FAMOUS FRIED CHICKEN & BISCUITS	137,714	Registered (NH)
POPEYES FAMOUS FRIED CHICKEN	22	Registered (NJ)
POPEYES FAMOUS FRIED CHICKEN & BISCUITS	19,483	Registered (PA)
POPEYES FAMOUS FRIED CHICKEN		Registered (TN)
POPEYE'S FAMOUS FRIED CHICKEN & BISCUITS	74,554	Registered (VT)
POPEYES FAMOUS FRIED CHICKEN	247,219	Registered (WV)
POPEYE'S FAMOUS FRIED CHICKEN	26,055	Registered (WI)
POPEYES (word mark)	76/3266	Registered
POPEYES (word mark)	76/3300	Registered
POPEYES (word mark)		Pending
POPEYES (word mark)		Pending
POPEYES (word mark)		Pending
POPEYES (word mark)		Pending
CHESAPEAKE BAGEL BAKERY	1,386,980	Registered
Miscellaneous Design	1,427,545	Registered
ULTIMATE BAGEL KNOT		Pending
CHESAPEAKE BAGEL BAKERY		Pending
CHESAPEAKE BAGEL BAKERY & design		Pending
CHESAPEAKE BAGEL BREW & design		Pending

2,215,069

Application Number		
POPEYES	1,121,699	Registered
TEXAS FRIED CHICKEN	1,655,131	Registered

NY 1-200599
COMPANY TRADEMARK
SECURITY AGREEMENT

XIV-A-4

EXHIBITION

RECORDED: 05/30/1997

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II. STATE REGISTRATIONS

POPEYES FAMOUS FRIED CHICKEN:

<u>State</u>	<u>State Registration Number</u>	<u>Reg. Date</u>
Alabama trademark	# not issued	1/31/75
Arizona trademark	18289	2/3/75
Delaware trademark	TM161-5	2/7/75
Florida trademark	915372	5/1/75
Hawaii trademark	29564	8/25/75
Iowa trademark	1222	2/3/75
Maine trademark	Vol 21. p. 114	1/31/75
Maryland trademark	75-469	3/12/75
Massachusetts trademark	25645	2/3/75
Mississippi trademark	p. 277	1/31/75
Montana trademark	10,091	2/3/75
Nebraska trademark	TM 10010	1/31/75
Nevada trademark	Vol. 14, p. 147	2/3/75
New Mexico trademark	10534	2/11/75
Rhode Island trademark	# not issued	2/3/75
South Carolina trademark	5236	1/31/75
South Dakota trademark	1492	3/14/75
Tennessee trademark	60-98	2/5/75
Texas trademark	31943	4/28/75
Utah trademark	23045	2/3/75
West Virginia trademark	# not issued	2/4/75

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