

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CBOCS Michigan, Inc.		07/30/2004	CORPORATION: MICHIGAN

RECEIVING PARTY DATA	
Name:	CBOCS Properties, Inc.
Street Address:	45525 N. I-94 Service Road
City:	Belleville
State/Country:	MICHIGAN
Postal Code:	48111
Entity Type:	CORPORATION: MICHIGAN

PROPERTY NUMBERS Total: 32

Property Type	Number	Word Mark
Registration Number:	1142958	CRACKER BARREL OLD COUNTRY STORE
Registration Number:	1550323	OLD FASHIONED COUNTRY CANDIES
Registration Number:	1575813	
Registration Number:	1931274	CRACKER BARREL OLD COUNTRY STORE
Registration Number:	2003067	CRACKER BARREL BREAKFAST IN THE COUNTRY
Registration Number:	2003068	CRACKER BARREL GOOD COUNTRY COOKIN'
Registration Number:	2020561	CRACKER BARREL BREAKFAST IN THE COUNTRY
Registration Number:	2020562	CRACKER BARREL GOOD COUNTRY COOKIN'
Registration Number:	2034882	CRACKER BARREL OLD COUNTRY STORE
Registration Number:	2213197	CRACKER BARREL OLD COUNTRY STORE NEIGHBORHOOD
Registration Number:	2255408	
Registration Number:	2260787	CRACKER BARREL OLD COUNTRY STORE
Registration Number:	2334313	OLD FASHIONED COUNTRY FIXIN'S
Registration Number:	2334314	OLD FASHIONED COUNTRY FIXIN'S

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Registration Number:	2371991	
Registration Number:	2561809	THE CRACKER BARREL'S COUNTRY BOY BREAKFAST
Registration Number:	2570054	UNCLE HERSCHEL'S FAVORITE
Registration Number:	2588285	GRANDPA'S COUNTRY FRIED BREAKFAST
Registration Number:	2604521	SUNRISE SAMPLER
Registration Number:	2607720	WHERE COMFORT MEETS FOOD
Registration Number:	2621037	HALF RESTAURANT HALF STORE ALL COUNTRY
Registration Number:	2621038	HALF RESTAURANT HALF STORE ALL COUNTRY
Registration Number:	2697764	ORIGINAL CRACKER BARREL OLD COUNTRY STORE CAST IRON
Registration Number:	2801065	MUSIC CATALOGUE CRACKER BARREL OLD COUNTRY STORE
Registration Number:	2830012	GOOD COUNTRY COOKING FOR TRAVELERS AND NEIGHBORS ALIKE
Serial Number:	78180875	DESTINATIONS OF CHOICE
Serial Number:	78180885	DESTINATIONS OF CHOICE
Serial Number:	78341277	SERVING BREAKFAST ALL DAY. EVERY DAY. FOR TRAVELERS AND NEIGHBORS ALIKE
Serial Number:	78341293	GOOD COUNTRY COOKIN' FOR TRAVELERS AND NEIGHBORS ALIKE
Serial Number:	78482327	MOMMA'S PANCAKE BREAKFAST
Serial Number:	78482333	MOMMA'S FRENCH TOAST BREAKFAST
Serial Number:	78482339	SMOKEHOUSE BREAKFAST

CORRESPONDENCE DATA

Fax Number: (513)977-8142
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 513-977-8564
Email: joshua.lorentz@dinslaw.com
Correspondent Name: Joshua A. Lorentz
Address Line 1: c/o Dinsmore & Shohl
Address Line 2: 255 E. 5th St.
Address Line 4: Cincinnati, OHIO 45202

NAME OF SUBMITTER:	Joshua A. Lorentz
Signature:	/joshua a lorentz/
Date:	12/30/2004

Total Attachments: 3
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**AGREEMENT AND PLAN OF MERGER
OF
CBOCS SIERRA, INC.
WITH AND INTO
CBOCS MICHIGAN, INC.**

Pursuant to the provisions of Section 92A.100 of the Nevada Revised Statutes (the "NRS") and Section 450.1736 of the Michigan Business Corporation Act ("MBCA"), CBOCS Sierra, Inc., a Nevada corporation ("CBOCS Sierra"), whose address is Suite 250, 3993 Howard Hughes Parkway, Las Vegas, Nevada 89109-6754, and is governed by the laws of the State of Nevada, and CBOCS Michigan, Inc., a Michigan corporation ("CBOCS Michigan"), whose address is 45525 N. I-94 Service Road, Belleville, MI 48111, and is governed by the laws of the State of Michigan, hereby adopt the following Agreement and Plan of Merger (the "Plan of Merger").

In consideration of their mutual covenants and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, CBOCS Sierra and CBOCS Michigan agree as follows:

1. Merger. In accordance with the provisions of this Plan of Merger and the NRS and the MBCA, CBOCS Sierra shall be merged with and into CBOCS Michigan (the "Merger"), the separate existence of CBOCS Sierra shall cease and CBOCS Michigan shall survive the Merger and shall continue to be governed by the laws of the State of Michigan. CBOCS Michigan is sometimes referred to herein as the "Surviving Entity".

2. Designation and Number of Outstanding Shares of CBOCS Michigan. CBOCS Michigan has 100 outstanding shares of common stock, par value \$1.00 per share ("CBOCS Michigan Common Stock"). The holders of the CBOCS Michigan Common Stock, individually and as a class, are entitled to vote on the Merger.

3. Designation and Number of Outstanding Shares of CBOCS Sierra. CBOCS Sierra has 100 outstanding shares of common stock, par value \$1.00 per share ("CBOCS Sierra Common Stock"). The holders of the CBOCS Sierra Common Stock, individually and as a class, are entitled to vote on the Merger.

4. Manner of Conversion of Shares. The manner and basis of converting the shares of CBOCS Sierra into shares, units, obligations or other securities of CBOCS Michigan, or into cash or other property or any combination of the foregoing, is as follows:

(a) Any and all shares of the common stock of CBOCS Sierra shall be cancelled and retired on the effective date of the Merger, as set forth in Section 7 of this Plan of Merger, and no consideration shall be issued in exchange thereof.

(b) All of the shares of the common stock of CBOCS Michigan issued and outstanding on the effective date of the Merger, as set forth in Section 7 of this Plan of

Merger, shall remain issued and outstanding after such date and shall be unaffected by the Merger.

5. Abandonment. At any time before the effective date of the Merger, this Plan of Merger may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either CBOCS Sierra or CBOCS Michigan.

6. Effect of the Merger. On the effective date of the Merger, all of the property (both real and personal), rights, privileges, franchises, patents, trademarks, copyrights, licenses, registrations and other assets of every kind and description of CBOCS Sierra shall vest in CBOCS Michigan, as the Surviving Entity, without further act or deed, and all property (both real and personal), rights and every other interest of CBOCS Sierra shall become the property of CBOCS Michigan as the Surviving Entity. At any time after the effective date of the Merger, the Surviving Entity shall have the power and authority to take any action in the name and on behalf of CBOCS Sierra in order to carry out and effectuate the transactions contemplated by this Plan of Merger, including, without limitation, the execution and delivery of any and all documents, deeds and instruments necessary or desirable to vest in the Surviving Entity record title and possession of the assets of CBOCS Sierra.

7. Effective Date. The Merger shall become effective at 11:59 p.m. on July 30, 2004.

8. Governing Documents. Each of the Articles of Incorporation and Bylaws, as each may have been amended or restated, of CBOCS Michigan as in effect immediately prior to the effective date of the Merger shall continue in full force and effect as the Articles of Incorporation and Bylaws, respectively, of the Surviving Entity until duly amended in accordance with the provisions thereof and applicable law; *provided, however,* that the Articles of Incorporation of CBOCS Michigan shall be amended to read as follows:

"The name of the corporation is: CBOCS Properties, Inc."

and *provided, further,* that the bylaws of CBOCS Michigan shall be amended as appropriate to reflect the name change to CBOCS Properties, Inc.

9. Board of Directors and Officers. The Board of Directors and officers of CBOCS Michigan immediately prior to the effective date of the Merger shall continue as the Board of Directors and officers of the Surviving Entity until their resignation, until their successors have been duly appointed or until as otherwise provided by law or the Articles of Incorporation or Bylaws of the Surviving Entity.

10. Governing Law. Except to the extent that the NRS applies to this Merger, this Plan of Merger shall in all respects be construed, interpreted and enforced in accordance with the laws of the State of Michigan.

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IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby approved and executed as of this 28th day of July, 2004, on behalf of each of such corporations by their duly authorized respective officers.

CBOCS Sierra, Inc.

CBOCS Michigan, Inc.

By: Mindy Riddle
Name: Mindy Riddle
Title: Treasurer

By: Urcula Y. Holmes
Name: Urcula Y. Holmes
Title: President