



**ASSIGNMENT  
OF  
TRADEMARKS AND SERVICE MARKS**

In consideration of the sum of Ten and No/100 Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, **CAPTAIN D'S, INC.**, a Delaware corporation (previously known as SHN Investments, LLC prior to conversion) with offices at 1727 Elm Hill Pike, Nashville, Tennessee 37210 (the "Assignor") does hereby sell, assign, transfer and set over to **SHONEYS, INC.**, a Tennessee corporation with offices at 1727 Elm Hill Pike, Nashville, Tennessee 37210 (the "Assignee"), all of Assignor's worldwide rights, title and interest in and to all trademarks and service marks associated with the Shoney's Inn motel system, registered or unregistered, including, without limitation, those registrations and pending applications identified in Schedule A attached hereto and incorporated herein by reference (collectively, the "Marks"), and all rights and registrations therein and therefor in any country or locality worldwide, together with the goodwill of the business in connection with which the Marks are used and which is symbolized by the Marks and the right to recover damages and profits for past, present or future infringements or unauthorized use thereof, with the right to sue for, and collect the same for its own use and enjoyment, and for the use and enjoyment of its successors, assigns, or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this assignment and sale had not been made.

Assignor agrees to execute and deliver at the request and expense of Assignee any papers, instruments and assignments reasonably necessary to vest in Assignee all of Assignor's right, title and interest in and to the Marks and the registrations therefor and/or to provide evidence to support such assignment in the event such evidence is deemed necessary by Assignee, to the extent such evidence is in the possession or control of Assignor. **ASSIGNOR MAKES NO REPRESENTATIONS OR WARRANTIES, EXPRESS OR IMPLIED, WITH RESPECT TO THE ASSIGNED MARKS, INCLUDING, WITHOUT LIMITATION, THE CONDITION THEREOF OR THE FITNESS THEREOF FOR ANY PARTICULAR PURPOSE.**

**ASSIGNOR:**

CAPTAIN D'S, INC.

By:



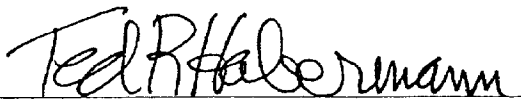
Name: Donna M. Adams  
Title: Vice President

Date: September 19, 2000

**ASSIGNEE:**

SHONEYS, INC.

By:



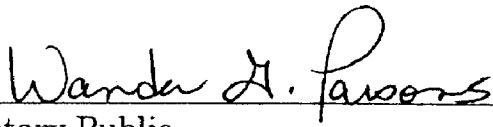
Name: Ted R. Habermann  
Title: Assistant Secretary

Date: September 19, 2000

STATE OF TENNESSEE )  
 )  
COUNTY OF DAVIDSON)

Before me, Wanda G. Parsons, a Notary Public of said County and State, personally appeared Ted R. Habermann, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Assistant Secretary (or other officer authorized to execute the instrument) of SHONEY'S, INC., the within named Assignee, a corporation, and that he, as such Assistant Secretary, executed the foregoing instrument for the purposes therein contained, by signing on behalf of the corporation by himself as Assistant Secretary.

Witness my hand and seal, at office in Nashville, Tennessee, this 19th day of September, 2000.

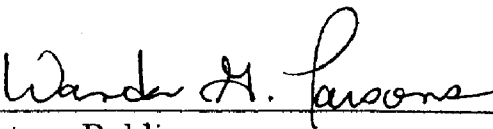
  
\_\_\_\_\_  
Notary Public

My Commission Expires: July 28, 2001

STATE OF TENNESSEE )  
 )  
COUNTY OF DAVIDSON)

Before me, Wanda G. Parsons, a Notary Public of said County and State, personally appeared Donna M. Adams, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged herself to be Vice President (or other officer authorized to execute the instrument) of CAPTAIN D'S, INC., the within named Assignor, a corporation, and that he, as such Vice President, executed the foregoing instrument for the purposes therein contained, by signing on behalf of the corporation by himself as Vice President.

Witness my hand and seal, at office in Nashville, Tennessee, this 19th day of September, 2000.

  
\_\_\_\_\_  
Notary Public

My Commission Expires: July 28, 2001

**SCHEDULE A  
TO ASSIGNMENT OF  
TRADEMARKS AND SERVICE MARKS**

<u>MARK</u>	<u>REGISTRATION DATE</u>	<u>REGISTRATION NUMBER</u>
SHONEY'S INN (stylized)	February 16, 1982	1,190,289
SHONEY'S INN (block letters), and for	August 4, 1992	1,705,676
SHONEY'S INN & SUITES (block letters)	October 22, 1996	2,011,023

Other Trademarks and Service Marks.

All common law trademarks, service marks, trade names, artwork, designs and logos that are part of the "Shoney's Inn System" and used in connection with the operation of Shoney's Inn limited service hotels.