

03-29-2002



Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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102036980

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):
Wachovia Bank, N.A., a national banking association
3-29-02
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Ableco Finance, LLC
Internal Address: 28th Floor
Street Address: 450 Park Avenue
City: New York State: NY Zip: 10022
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other limited liability company
if assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: March 20, 2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) _____
Please see attached Schedule A
B. Trademark Registration No.(s) _____
Please see attached Schedule A
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Kate Cregor
Internal Address: Brobeck Phleger & Harrison LLP
Suite 2100
Street Address: 550 South Hope Street
City: Los Angeles State: CA Zip: 90071

6. Total number of applications and registrations involved: 35
7. Total fee (37 CFR 3.41).....\$ 890
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:
n/a

DO NOT USE THIS SPACE

9. Signature.
Kate A. Cregor _____ *Kate Cregor* _____
Name of Person Signing Signature
March 28, 2002 _____
Date
Total number of pages including cover sheet, attachments, and document: 8

04/01/2002 6TON11 00000004 75616275
01 FC:481 40.00 DP
02 FC:482 850.00 DP

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002471 FRAME: 0978

Schedule A

U.S. TRADEMARKS

Name	Registration Number	Application Number (only if pending)
Alligator Ale		75/616275
Alligator Ale (and design)		75/613966
Bierodrome		75/759372
Canyon Cafe	2003434	
Chili Macho	2256185	
Clearwater Light	2097427	
Crabcake Lounge		75/738763
Desert Fire	2240623	
Don Pablo's		74/705944
Don Pablo's	1530232	
Golden Hammer	2216488	
Hammerhead Red	2139980	
Hop E. Hare (stylized)	2031203	
Hop Grill & Bar Microbrewery (and design)	1942248	
Hops!	1712533	
Jake's	1328806	
Jake's		75/625487
Jake's	1306235	
Jake's	1610827	
Lightning Bold Gold	2091183	
M&S Grill	2272893	
Mama's Skinny	2167188	
McCormick & Schmick's	1520274	
McCormick & Schmick's Harborside	2038613	
McCormick's	1536934	
Pizzazzuro		75/568304
Prairie Fire	2147501	
San Marzzano		75/568367
Spenger's Fish Grotto (and design)		74/416890
Spenger's Fish Grotto Since 1890 (stylized)	1818268	
The Real Enchilada	1863776	
The Real Enchilada	1864093	
The Real Margarita		75/452405
The Shortest Distance Between Vision & Reality	2286666	
Wait'll You See What's Brewing on the Grill	2112467	

STATE TRADEMARKS

Name / State	Registration Number	Application Number (only if pending)
HOPS (NC)	T-14893	
Don Pablo's (and design) (TX)	48792	
La Plaza De Julio (and design) (TX)	48793	

INTERNATIONAL TRADEMARKS

Name (Jurisdiction)	Number	Application Number (only if pending)
Canyon Café (EC)	728063	
Hops! (EC)		728097
McCormick & Schmick's (EC)		728303
The Real Enchilada (Canada)	853481	

NOTICE OF ASSIGNMENT OF SECURITY INTEREST

THIS NOTICE OF ASSIGNMENT OF SECURITY INTEREST (this "Assignment") is executed as of March 20, 2002, by WACHOVIA BANK, N.A., a national banking association with its principal place of business at 191 Peachtree Street, Atlanta, GA 30303, as administrative agent and as a lender (in such capacities, "Assignor"), in favor of Ableco Finance LLC, a Delaware limited liability company with its principal place of business at 450 Park Avenue, New York, New York 10022, as collateral agent for certain lenders (in such capacity, together with its successors and assigns, if any, in such capacity, "Assignee").

W I T N E S S E T H:

WHEREAS, Avado Brands, Inc., a Georgia corporation ("Debtor"), and Assignor are parties to that certain Amended and Restated Credit Agreement, dated as of April 2, 2001 (as supplemented and amended prior to the date hereof, the "Former Credit Agreement");

WHEREAS, Debtor and Assignor are parties to that certain Trademark Security Agreement dated as of January 31, 2000 (the "Former Trademark Security Agreement") submitted for recordation with the United States Patent and Trademark Office (the "PTO") on or about April 20, 2000 at Trademark Reel 002067 and Frame 0194, and on or about July 19, 2000 at Trademark Reel 002104, Frame 0733 with respect to the Trademark Collateral (as such term is defined in the Former Trademark Security Agreement), pursuant to which Debtor granted a security interest in and collateral assignment of such Trademark Collateral to the Assignor as security for Debtor's obligations under the Former Credit Agreement;

WHEREAS, pursuant to that certain letter agreement, dated as of March 25, 2002, among Assignor, Ableco Finance LLC, a Delaware limited liability company, and Foothill Capital Corporation, a California corporation (the "Letter Agreement"), Assignor is assigning to Assignee the rights and duties of Assignor under various agreements, documents, instruments and certificates (including without limitation, the Former Trademark Security Agreement); and

WHEREAS, Assignee has requested that Assignor execute this Assignment for the purpose of giving notice of the transfers of the Assignor's right, title, and interest in the Trademark Collateral (as defined in the Former Trademark Security Agreement) pursuant to the Letter Agreement.

NOW, THEREFORE, Assignor hereby gives notice that it has sold, transferred and conveyed to Assignee (without recourse and without any representation or warranty whatsoever, whether express or implied) as set forth in the Letter Agreement, all of Assignor's right, title and interest, in and to the Trademark Collateral (as defined in the Former Trademark Security Agreement) under the Former Trademark Security Agreement.

[Signature Page to Follow]

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed by its duly authorized officer or representative as of the day and year first above written.

WACHOVIA BANK, N.A.,
as Administrative Agent and as Assignor

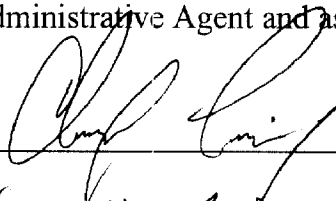
By: 
Its: Senior Vice President

Exhibit A to
Notice of Assignment

TRADEMARKS AND TRADEMARK APPLICATIONS

[see attached]

Schedule A to Trademark Assignment Agreement

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