

# EXHIBIT C

Suite 2800 1100 Peachtree St.  
Atlanta GA 30309-4528  
t 404 815 6500 f 404 815 6555

CHRISTOPHER P. BUSSERT  
direct dial 404 815 6545  
direct fax 404 541 3144  
cbussert@kilpatricktownsend.com

July 22, 2016

VIA HAND DELIVERY

Mr. Michael G. Lambros  
Special Assistant District Attorney  
1355 Peachtree Street, N.E.  
Suite 1280  
Atlanta, Georgia 30309

Re: Gladys Knight Chicken and Waffles Restaurant  
Locations

Dear Mr. Lambros:

Our law firm represents Gladys Knight-McDowell in intellectual property matters. We note that you are counsel of record for the State of Georgia in the matter captioned *State of Georgia ex rel. Tracey Graham Lawson, District Attorney of Clayton Judicial Circuit v. Shanga Hankerson, et al*, Civil Action File 2016-cv-02428-6, which is currently pending in the Superior Court of Clayton County of the State of Georgia (the "Civil Action"). You may be aware that the principal defendant in the Civil Action, Shanga Hankerson, is Ms. Knight-McDowell's son and that he and the defendant entities specifically named in the caption of the Civil Action ("Defendant Entities") were at one time licensed by Ms. Knight-McDowell to use her name and likeness as well as certain proprietary recipes and memorabilia including Ms. Knight-McDowell's dresses/costumes, Gold Album awards and photographs of Ms. Knight-McDowell and other celebrities (collectively "Intellectual Property") in connection with the operation of certain Gladys Knight Chicken and Waffles restaurants including three currently located in Atlanta and Lithonia (collectively the "Restaurants"). **Please be advised that neither Mr. Hankerson nor any of the Defendant Entities is currently licensed to use Ms. Knight-McDowell's Intellectual Property. In fact these licensed rights have been expressly terminated.** And specifically as to the memorabilia items

Michael G. Lambros

July 22, 2016

Page 2

mentioned above, none of the named defendants in the Civil Action has any title or ownership interest in these items. They are all owned solely by Ms. Knight-McDowell and were loaned to Mr. Hankerson for use in the Restaurants.

We are aware that as a result of the initiation of the Civil Action, the State of Georgia has now assumed possession and operation of the Restaurants and continues to use the Intellectual Property in connection with the Restaurants without Ms. Knight-McDowell's consent or permission. Ms. Knight-McDowell takes no position on the propriety of the State of Georgia's assumption of the operation of the Restaurants or right to operate them under a name that includes the generic phrase "Chicken and Waffles". **On the other hand**, she vigorously objects to the State of Georgia's continued use of her name and likeness and proprietary recipes and memorabilia in connection with these Restaurants. Ms. Knight-McDowell currently has nothing to do with any of these Restaurants and the State of Georgia's continued use of her Intellectual Property will inevitably lead consumers to believe she has licensed, endorsed or otherwise approved or authorized the use of her Intellectual Property by the State of Georgia, which is absolutely not the case. And to the extent the State of Georgia contends that it has an implied license to use this Intellectual Property, please be advised that such license is terminated effective immediately. The State of Georgia's continued use of Ms. Knight-McDowell's Intellectual Property is further damaging to her as she is currently in active discussions to license her Intellectual Property to a third party in connection with, among other things, the operation of several new restaurant locations and other ventures. These discussions do **not** involve any of the named defendants in the Civil Action or any related individual or entity.

Any further use by the State of Georgia of Ms. Knight-McDowell's Intellectual Property would clearly constitute a willful violation of Ms. Knight-McDowell's right of publicity as well as unfair competition under federal and state law. In that regard, federal and state law prohibit making express or implied statements about one's products or services that are false or misleading such as those currently made by the State of Georgia in connection with the operation of the Restaurants. Section 43(a) of the Federal Lanham Act, for example, provides:

Michael G. Lambros  
July 22, 2016  
Page 3

Any person who . . . uses in commerce . . . any word, term, name, symbol, or device, or any combination thereof, or any false or misleading description of fact, or false or misleading representation of fact, which . . . is likely to cause confusion, or to cause mistake or to deceive as to the affiliation, connection, or association of such person with another person, or as to the origin, sponsorship, or approval of his or her goods, services, or commercial activities by another person . . . shall be liable in a civil action by any person who believes that he or she is likely to be damaged by any such act.

15 U.S.C. § 1125.

Where such false or deceptive advertising has occurred, the same laws provide broad remedies, including injunctive and monetary relief. Section 35 of the Lanham Act, for example, states that in false advertising cases:

[T]he plaintiff shall be entitled . . . to recover (1) defendant's profits, (2) any damages sustained by the plaintiff, and (3) the costs of the action. The Court shall assess such profits and damages or cause the same to be assessed under its direction. In assessing profits, the plaintiff shall be required to prove only defendant's sales; defendant must prove all elements of costs or deduction claimed. In assessing damages, the Court may enter judgment, according to the circumstances of the case, for any sum above the amount found as actual damages, not exceeding three times such amount. If the Court shall find that the amount of the recovery based on profits is either inadequate or excessive, the Court may in its discretion enter judgment for such sum as the Court shall find to be just, according to the circumstances of the case

Michael G. Lambros

July 22, 2016

Page 4

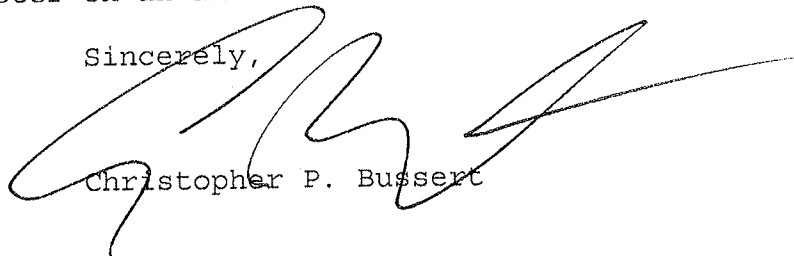
. . . The Court in exceptional cases may award reasonable attorney's fees to the prevailing party.

15 U.S.C. § 1117.

Accordingly, Ms. Knight-McDowell demands that the State of Georgia take **immediate** steps to ensure that none of her Intellectual Property continues to be used in any manner in connection with the operation of any of the Restaurants. Moreover, Ms. Knight-McDowell would like to secure the immediate return of all of the foregoing memorabilia items. To that end, we would like to arrange for a representative of Ms. Knight-McDowell to do a walk-through inspection of each of the Restaurants on **Friday, July 29, 2016** to confirm that each of the locations has been fully de-branded and to identify all memorabilia items that should be returned to Ms. Knight-McDowell. We are happy to work with you to coordinate that inspection so it takes the least amount of time and does not disrupt the operation of the Restaurants.

Please advise us by no later than close of business on **Tuesday, July 26, 2016** whether the State of Georgia will comply with the foregoing demands. If we have not heard from you by that date, we will assume that the State of Georgia has no desire to resolve this matter on an amicable basis.

Sincerely,



Christopher P. Bussert

CPB/rej

cc: Ms. Gladys Knight-McDowell