

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL |
| EFFECTIVE DATE: | 03/02/2006 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-----------------------|----------|----------------|----------------------|
| Southern Direct, Inc. | | 03/02/2006 | CORPORATION: GEORGIA |

RECEIVING PARTY DATA

| | |
|-----------------|---|
| Name: | Turner Regional Entertainment Network, Inc. |
| Street Address: | 1050 Techwood Drive |
| City: | Atlanta |
| State/Country: | GEORGIA |
| Postal Code: | 30318 |
| Entity Type: | CORPORATION: GEORGIA |

PROPERTY NUMBERS Total: 3

| Property Type | Number | Word Mark |
|----------------|----------|----------------------------|
| Serial Number: | 78407436 | WHERE THE SOUTH LIVES |
| Serial Number: | 78737235 | WHERE THE SOUTH SHOPS |
| Serial Number: | 78407426 | BUTTERBEAN TRADING COMPANY |

CORRESPONDENCE DATA

Fax Number: (404)827-1995
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 404-827-5122
 Email: tsuspto@turner.com
 Correspondent Name: Jennifer M. Gruber
 Address Line 1: One CNN Center, 13 North
 Address Line 2: c/o Turner Broadcasting System, Inc.
 Address Line 4: Atlanta, GEORGIA 30303

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|-------------------------|------------------|
| ATTORNEY DOCKET NUMBER: | TEN - BUTTERBEAN |
|-------------------------|------------------|

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|---|----------------------|
| NAME OF SUBMITTER: | Valetta A. Northcutt |
| Signature: | /van/ |
| Date: | 06/05/2006 |
| Total Attachments: 2 source=butterbean#page1.tif source=butterbean2#page1.tif | |

TRADEMARK ASSIGNMENT

THIS AGREEMENT is effective as of this 2nd day of MARCH, 2006 by and between:

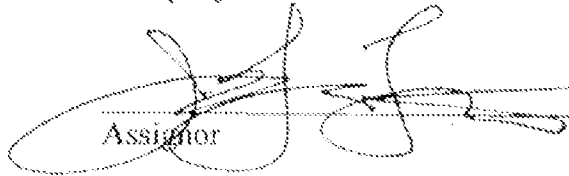
Southern Direct, Inc. d/b/a Butterbean Trading Company, a corporation organized and existing under the laws of the State of Georgia with its principal place of business located at P.O. Box 1709 Ft. Valley, GA 3030 (hereinafter, "Assignor"), and Turner Regional Entertainment Network, Inc., a corporation organized and existing under the laws of the State of Georgia with offices located at 1050 Techwood Drive, Atlanta, GA 30318 (hereinafter "Assignee").

WHEREAS, Assignor is the owner of the Logos and Trademarks identified in Appendix A hereto (the "Marks"), which is incorporated herein by reference.

WHEREAS, Assignee desires to obtain an assignment in the Marks, subject to the terms and conditions hereinafter set forth.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the Marks, including any and all application(s) for registration and registration(s), together with the goodwill of the business symbolized by the Marks, and any application(s) for registration and registration(s) thereof.

Southern Direct, Inc. d/b/a Butterbean Trading Company


Assignor

By: J. GREGORY FOSTER

Name: _____

Title: CEO

Date effective as of: March 2, 2006

SUBSCRIBED and SWORN to before me
this 2nd day of March, 2006

Winston Hazzell
Notary Public

My Commission Expires Notary Public, Fulton County
My Comm. Exp. 1/16/07

Appendix A

Butterbean Trading Company – Application Serial No. 78/407,426 (Notice of Allowance issued)

Where The South Lives – Application Serial No. 78/407,436 (Notice of Allowance issued)

Where The South Shops – Application Serial No. 78/737,235 (Pending – Newly Filed)