

Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 8/30/2008)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):
Boddie-Noell Enterprises, Inc.

- Individual(s)
- General Partnership
- Corporation- State: North Carolina
- Other _____

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s):
Execution Date(s) September 18, 2007.
Effective as of July 16, 2007

- Assignment
- Security Agreement
- Other nunc pro tunc assignment

2. Name and address of receiving party(ies)
Additional names, addresses, or citizenship attached? Yes No

Name: Drake Russell
 Internal Address: _____
 Address: _____
 Street Address: 501 South Main St.
 City: Graham
 State: North Carolina
 Country: USA Zip: 27253

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other individual Citizenship USA

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.
 A. Trademark Application No.(s) _____
 B. Trademark Registration No.(s) 2,776,615
2,963,852; 2,757,298; 2,757,297

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):
B-B-Q & RIBS CO. EASTERN N.C. STYLE; Y'ALL DOWN SOUTH NOW; PIGWYZZ; BE HAPPY

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: A. Yates Dowell, III
 Internal Address: Suite 406
 Street Address: 2111 Eisenhower Ave.
 City: Alexandria
 State: VA Zip: 22314
 Phone Number: (703) 415-2555
 Fax Number: (703) 415-2559
 Email Address: yates@dowellpc.com

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 115

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
 Expiration Date _____

b. Deposit Account Number 04-1577
 Authorized User Name A. Yates Dowell, III

9. Signature: A. Yates Dowell III November 15, 2007
Signature Date

A. Yates Dowell, III Total number of pages including cover sheet, attachments, and document: 3
Name of Person Signing

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22314-1450

TRADEMARK

GH \$115.00 041577 2776615

A S S I G N M E N T

WHEREAS BODDIE-NOELL ENTERPRISES, INC., a North Carolina corporation, (hereinafter "Assignor"), of 1021 Noell Lane, Rocky Mount, NC 27804, has adopted, owns and is using marks which are registered in the United States Patent and Trademark Office as follows:

| Trademark | Reg. No. | Reg. Date |
|--|-----------|---------------|
| "Y'ALL DOWN SOUTH NOW." | 2,963,852 | June 28, 2005 |
| PIGWYZZ | 2,757,298 | Aug. 26, 2003 |
| BE HAPPY and design | 2,757,297 | Aug. 26, 2003 |
| B-B-Q & RIBS CO. EASTERN N.C. STYLE and design | 2,776,615 | Oct. 21, 2003 |

WHEREAS, Drake Russell, an individual citizen of the United States, (hereinafter "Assignee"), of 501 South Main St., Graham, NC 27253, is desirous of acquiring said marks and the registrations thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby sell, assign and transfer to Assignee all right, title and interest in and to each of the marks, together with the goodwill of the business connected with the use of and symbolized by the marks, and the above identified registrations thereof, *nunc pro tunc*, effective as of July 16, 2007.

Boddie-Noell Enterprises, Inc.

By: *Michael H. Hancock*
Signature
Michael H. Hancock
Executive Vice President
Type Name and Title of Officer

State of NORTH CAROLINA

County of NASH

I, Donna S. Batchelor, a Notary Public, certify that Michael H. Hancock came before me this day and acknowledged that he is Ex. Vice President of Boddie-Noell Enterprises, Inc., a corporation, and that he, as Ex. Vice President, being authorized to do so, executed the foregoing on behalf of the corporation.

Witness my hand and official seal, this the 18 day of ~~August~~ September, 2007.

Donna S. Batchelor
Notary Public

**DONNA S. BATCHELOR
NOTARY PUBLIC
NASH COUNTY, N.C.**

My commission expires: May 12, 2012