

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
ZOUP! FRESH SOUP COMPANY, L.L.C.		06/24/2008	LIMITED LIABILITY COMPANY: MICHIGAN
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	ZOUP! IP, LLC		
<b>Street Address:</b>	28290 Franklin Road		
<b>City:</b>	Southfield		
<b>State/Country:</b>	MICHIGAN		
<b>Postal Code:</b>	48034		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: MICHIGAN		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2797972	ZOUP!	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(248)524-2700		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	248-524-2300		
<b>Email:</b>	rlederman@cantorcolburn.com		
<b>Correspondent Name:</b>	Robyn S. Lederman		
<b>Address Line 1:</b>	201 W. Big Beaver Road		
<b>Address Line 2:</b>	Suite 1101		
<b>Address Line 4:</b>	Troy, MICHIGAN 48084		
<b>ATTORNEY DOCKET NUMBER:</b>	ZOU-0001-TUS		
<b>NAME OF SUBMITTER:</b>	Robyn S. Lederman		
<b>Signature:</b>	/rlederman/		

CH \$40.00 2797972

Date:

01/06/2009

Total Attachments: 2

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**CONSENT RESOLUTION OF  
THE MEMBERS OF  
ZOUP! FRESH SOUP COMPANY, L.L.C.**

**WHEREAS**, the undersigned Members of **ZOUP! FRESH SOUP COMPANY, L.L.C.**, a Michigan limited liability company (the "Company") that hold a Majority vote (as defined in the Operating Agreement for the Company), desire that the actions expressed in the resolutions set forth below be taken.

**NOW, THEREFORE**, the undersigned declare that the actions expressed in the following resolutions are taken by such Members of the Company as of June 24, 2008.

**TRANSFER OF PROPRIETARY ASSETS**

**RESOLVED**, that pursuant to the terms of the Operating Agreement for Zoup! Of North America, LLC, a Michigan limited liability company, such Members hereby approve of the transfer all right, title and interest in and to all trademarks, trade names, service marks, copyrights, logos, trade dress, know-how, inventions, patents, advertising and/or marketing rights of the Company (the "Proprietary Assets") to a newly formed entity called Zoup! IP, LLC ("Zoup! IP"), a Michigan limited liability company. Zoup IP pursuant to the terms of its Operating Agreement will in turn license the Proprietary Assets to the Company pursuant to the terms of a License Agreement.

**RESOLVED, FURTHER**, that Eric Ersher, as the Manager of the Company, is authorized to execute on behalf of the Company the necessary and appropriate agreements and documents to transfer the Proprietary Assets to Zoup! IP, including but not limited to filing the necessary paperwork with the United States Trademark Office and United States Copyright Office to transfer any and all registered trademarks and copyrights of the Company.

**RESOLVED, FURTHER**, that all actions taken by Eric Ersher, as the Manager of the Company in accordance with these resolutions are ratified, confirmed and approved in all respects.

**RESTRUCTURING OF COMPANY**

**RESOLVED**, that the undersigned Members of the Company hereby consent to the restructuring of the Company such that it shall be the parent company and will own 100% of the Membership Interests of Zoup! Systems, L.L.C., a Michigan limited liability company, effective as of December 31, 2007.

**RESOLVED, FURTHER**, that Eric Ersher, as the Manager of the Company, is authorized to execute on behalf of the Company the necessary and appropriate agreements and documents to restructure the Company as set forth herein.

**RESOLVED, FURTHER**, that all actions taken by Eric Ersher, as the Manager of the Company in accordance with these resolutions are ratified, confirmed and approved in all respects.

**COUNTERPARTS; FACSIMILE COPIES**

**RESOLVED**, that this Consent Resolution may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one instrument.

**RESOLVED, FURTHER**, that copies (facsimile, photostatic or otherwise) of signatures to this Consent Resolution shall be deemed to be originals and may be relied to the same extent as the originals.

**WHEREOF**, the undersigned have executed this Consent Resolution as of the day and year first above written.

**MEMBERS:**

  
Eric Ersher

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Gary Gilbert

\_\_\_\_\_  
Elizabeth Rose

\_\_\_\_\_  
Leslie Rose

/bw/Ersher/zoupfanchise/ZFS Consent Resolution (06.23.08)