

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Restaurants Acquisition I, LLC		12/28/2008	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

Name:	BEP 1&2, LLC
Street Address:	450 South Orange Avenue
City:	Orlando
State/Country:	FLORIDA
Postal Code:	32801
Entity Type:	LIMITED LIABILITY COMPANY: FLORIDA

**PROPERTY NUMBERS Total: 7**

Property Type	Number	Word Mark
Registration Number:	3377593	ZERO TRANS FAT IN OUR COOKING OILS, BAKING OILS AND DRESSING.
Serial Number:	77296892	HOME STYLE COOKING AT ITS BEST
Registration Number:	1685693	HOME COOKING WORTH GOING OUT FOR
Registration Number:	1486543	BLACK-EYED PEA
Registration Number:	2824219	THE BLACK-EYED PEA
Registration Number:	3380648	DROP BY, WE'LL BE IN THE KITCHEN
Registration Number:	1262064	DIXIE HOUSE

**CORRESPONDENCE DATA**

Fax Number: (407)843-4444  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 407-418-6234  
 Email: chad.duberke@lowndes-law.com  
 Correspondent Name: Chad C. Duberke  
 Address Line 1: 215 North Eola Drive

OP \$190.00 3377593

Address Line 4: Orlando, FLORIDA 32802-2809

ATTORNEY DOCKET NUMBER: 135951

NAME OF SUBMITTER: Chad C. Duberke

Signature: /Chad C. Duberke/

Date: 01/08/2009

Total Attachments: 3  
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source=Restaurants Acquisition to BEP 1&2 LLC#page3.tif

**ASSIGNMENT OF INTELLECTUAL PROPERTY RIGHTS**

This Assignment of Intellectual Property Rights (this "Assignment"), is made as of December 28, 2008 by **RESTAURANTS ACQUISITION I, LLC**, a Delaware limited liability company ("Assignor"), to and in favor of **BEP 1&2, LLC**, a Florida limited liability company ("Assignee").

**WHEREAS**, Assignor is the owner of the intellectual property rights ("IP Rights") listed on Exhibit "A," attached hereto; and

**WHEREAS**, Assignee is the sole member of Assignor;

**WHEREAS**, Assignor desires to distribute the IP Rights to Assignee on account of its membership interest in Assignor;

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby sell, transfer, assign, convey and deliver unto Assignee, all right, title and interest in and to the IP Rights, together with the goodwill of the business connected with and symbolized by the IP Rights, as well as the right to bring any and all claims for infringement of any of the IP Rights and all rights to damages or profits arising out of any infringement of such IP Rights or injury to said goodwill occurring before or after the date hereof and the right to sue for and receive the same in Assignee's own name.

**[Signatures appear on the following page]**

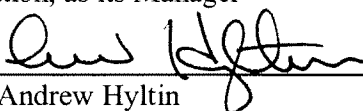
IN WITNESS WHEREOF, this Assignment has been executed by Assignor as of the date first set forth above.

**ASSIGNOR:**

**RESTAURANTS ACQUISITION I, LLC,**  
a Delaware limited liability company

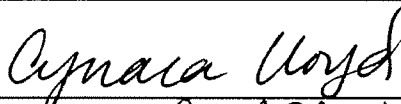
**By: BEP 1 & 2, LLC,** a Delaware limited liability company, as its Manager

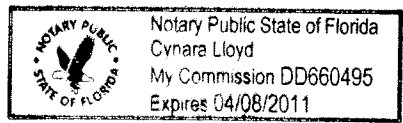
**By: CNL Growth Corp.,** a Florida corporation, as its Manager

By:   
Name: Andrew Hyltin  
Title: Vice Pres. of Restaurant Investments

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 28 day of December, 2008 by Andrew Hyltin, as Vice President. of Restaurant Investments of **CNL Growth Corp.**, a Florida corporation, as Manager of **BEP 1 & 2, LLC**, a Delaware limited liability company, as Manager of **Restaurants Acquisition I, LLC**, a Delaware limited liability company, who is personally known to me or has produced \_\_\_\_\_ as identification.

Signature:   
Printed Name: CYNARA LLOYD  
Commission No. DD660495  
Commission Expires: 04/08/2011  
(Notary Seal)



**Exhibit "A"**  
**Intellectual Property**

**Trademarks**

*Registered Trademarks*

<b>Name</b>	<b>Registration / Serial Number</b>	<b>Registration Date</b>	<b>Jurisdiction</b>
ZERO TRANS FAT IN OUR COOKING OILS, BAKING OILS AND DRESSING (and design)	3377593	February 5, 2008	United States
HOME STYLE COOKING AT ITS BEST	77296892	Pending	United States
HOME COOKING WORTH GOING OUT FOR	1685693	May 5, 1992	United States
BLACK-EYED PEA	1486543	April 26, 1988	United States
THE BLACK-EYED PEA	2824219	March 23, 2004	United States
DROP BY, WE'LL BE IN THE KITCHEN	3380648	February 12, 2008	United States
DIXIE HOUSE	1262064	December 20, 1983	United States
BLACK EYED PEA (THE)	3366917	May 11, 1997	Texas
THE BLACK-EYED PEA	50102495	July 18, 1994	Indiana

*Unregistered Trademarks*

All Marks used in connection with the Business that are not registered with the United States Patent and Trademark Office or any equivalent state, national or international body, including, without limitation the marks: "We Do That", "Volcano Fudge Cake" and "The Black-eyed Peaweets".

**Domain Names:**

THEBLACKKEYEDPEA.COM

BEPXPRESS.COM

**Copyrighted Works**

All Copyrighted Works used in connection with the Business.