

**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

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
BEP 1&2, LLC		12/28/2008	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	CNL Income & Growth Fund, Ltd.
<b>Street Address:</b>	450 South Orange Avenue
<b>City:</b>	Orlando
<b>State/Country:</b>	FLORIDA
<b>Postal Code:</b>	32801
<b>Entity Type:</b>	LIMITED PARTNERSHIP: FLORIDA

<b>Name:</b>	CNL Income & Growth Fund II, Ltd.
<b>Street Address:</b>	450 South Orange Avenue
<b>City:</b>	Orlando
<b>State/Country:</b>	FLORIDA
<b>Postal Code:</b>	32801
<b>Entity Type:</b>	LIMITED PARTNERSHIP: 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

OP \$190.00 3377593

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  
Address Line 4: Orlando, FLORIDA 32802-2809

ATTORNEY DOCKET NUMBER:	135951
NAME OF SUBMITTER:	Chad C. Duberke
Signature:	/Chad C. Duberke/
Date:	01/09/2009

Total Attachments: 3  
source=BEP 1&2 LLC to CNL Income & Growth Fund et al#page1.tif  
source=BEP 1&2 LLC to CNL Income & Growth Fund et al#page2.tif  
source=BEP 1&2 LLC to CNL Income & Growth Fund et al#page3.tif

**ASSIGNMENT OF INTELLECTUAL PROPERTY RIGHTS**

This Assignment of Intellectual Property Rights (this "Assignment"), is made as of December 28, 2008 by **BEP 1&2, LLC**, a Delaware limited liability company ("Assignor"), in favor of **CNL INCOME & GROWTH FUND, LTD.**, a Florida limited partnership ("Fund I") and **CNL INCOME & GROWTH FUND II, LTD.**, a Florida limited partnership ("Fund II), as joint owners (Fund I and Fund II are together referred to as, "Assignees").

**WHEREAS**, Assignor is the owner of the intellectual property rights ("IP Rights") listed on Exhibit "A," attached hereto, which it acquired in an equity distribution from its subsidiary, Restaurants Acquisition I, LLC; and

**WHEREAS**, Fund I is the owner of a 50% membership interest in Assignor and Fund II is the owner of a 50% membership interest in Assignor;

**WHEREAS**, Assignor desires to distribute the IP Rights to Assignees on account of their respective membership interests in Assignor such that Fund I will have the right to receive 50% of all profits earned, and Fund II will have the right to receive 50% of all profits earned, from the use and exploitation of the IP Rights by either Fund I or Fund II, or any licensee or other third party authorized to use the IP Rights by either Fund I or Fund II;

**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 Assignees, all right, title and interest in and to the IP Rights such that Fund I will have the right to receive 50% of all profits earned, and Fund II will have the right to receive 50% of all profits earned, from the use and exploitation of the IP Rights by either Fund I or Fund II, or any licensee or other third party authorized to use the IP Rights by either Fund I or Fund II, 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 the 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 Assignees' own name.

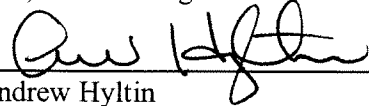
**[Signatures appear on the following page]**

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

ASSIGNOR:

**BEP 1 & 2, LLC**, a Delaware limited liability company

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

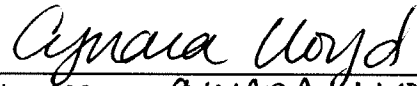
By: 

Name: Andrew Hyltin

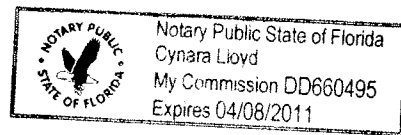
Title: Vice President of Restaurant Investments

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, 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 Peaweess".

**Domain Names:**

THEBLACKKEYEDPEA.COM

BEPXPRESS.COM

**Copyrighted Works**

All Copyrighted Works used in connection with the Business.