

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
CNL Income & Growth Fund, Ltd.		12/28/2008	LIMITED PARTNERSHIP: FLORIDA
CNL Income & Growth Fund II, Ltd.		12/28/2008	LIMITED PARTNERSHIP: FLORIDA

RECEIVING PARTY DATA

Name:	CFS Holdings, 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

OP \$190.00 3377593

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:	01/12/2009

Total Attachments: 4

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ASSIGNMENT OF INTELLECTUAL PROPERTY

This **ASSIGNMENT OF INTELLECTUAL PROPERTY** ("Assignment"), is made effective as of December 28, 2008, by **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, "Assignors"), to and in favor of **CFS HOLDINGS, LLC**, a Florida limited liability company ("Assignee").

WHEREAS, Assignors are the joint owners of the intellectual property rights ("IP Rights") listed on Exhibit "A," attached here, which they acquired in an equity distribution from a subsidiary of each Assignor, such subsidiary being named **BEP 1&2, LLC**; and

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

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignors 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 pages]

IN WITNESS WHEREOF, intending to be legally bound hereby, the parties hereto have duly executed this Assignment.

ASSIGNOR:

CNL INCOME & GROWTH FUND, LTD., a Florida limited partnership

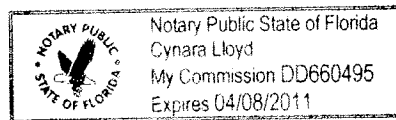
By: CNL Growth Corp., a Florida corporation, as its general partner

By: Andrew Hyltin
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 general partner of CNL Income & Growth Fund, Ltd., a Florida limited partnership, who is personally known to me or has produced _____ as identification.

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



ASSIGNOR:

**CNL INCOME & GROWTH FUND, II,
LTD.**, a Florida limited partnership

By: CNL Growth Corp., a Florida
corporation, as its general partner

By: *Andrew Hyltin*
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 general partner of **CNL Income & Growth Fund, II, Ltd.**, a Florida limited partnership, who is personally known to me or has produced _____ as identification.

Signature: *Cynara Lloyd*
Printed Name: CYNARA CLOYD
Commission No. DD660495
Commission Expires: 04/08/2011
(Notary Seal)

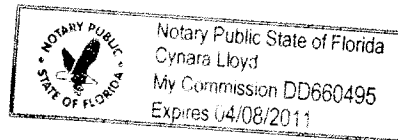


Exhibit "A"
Intellectual Property

Trademarks

Registered Trademarks

Name	Registration / Serial Number	Registration Date	Jurisdiction
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 Peaweas**".

Domain Names:

THEBLACKKEYEDPEA.COM

BEPXPRESS.COM

Copyrighted Works

All Copyrighted Works used in connection with the Business.