

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CNL APF Partners, LP		12/12/2008	LIMITED PARTNERSHIP: DELAWARE
RECEIVING PARTY DATA			
Name:	RAI Restaurants, Inc. (formerly CNL Restaurants XVIII, Inc.)		
Street Address:	450 South Orange Avenue		
City:	Orlando		
State/Country:	FLORIDA		
Postal Code:	32801		
Entity Type:	CORPORATION: FLORIDA		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	1685693	HOME COOKING WORTH GOING OUT FOR	
Registration Number:	1486543	BLACK-EYED PEA	
Registration Number:	2824219	THE BLACK-EYED PEA	
Registration Number:	1262064	DIXIE HOUSE	
CORRESPONDENCE DATA			
Fax Number:	(407)843-4444		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
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		

OP \$115.00 1685693

Signature:

/Chad C. Duberke/

Date:

01/14/2009

Total Attachments: 1

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CNL[™]

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Orlando, Florida 32802-4920

Memorandum

To: Mike Tetrick

From: Bob Bourne, President of CNL Growth Corp., as general partner or manager of CNL Income & Growth Fund, Ltd; CNL Income & Growth Fund II, Ltd; BEP 1&2, LLC; BEP Colorado Holdings, LLC; and Restaurants Acquisition I, LLC ("RAI")

CC: Andy Hyltin

Date: December 12, 2008

Re: Cancellation of the GECF – RAI Notes (Black-eyed Pea Loans)

Confidential Urgent For your review Please respond

Mike,

This will serve to memorialize my prior direction given to you on October 9, 2007, in my capacities noted above on behalf of RAI, to cancel the \$11,100,000 Participating Secured Note dated April 30, 2002 as made by RAI in favor of CNL APF (the "RAI Note") and the \$1,500,000 Equipment Promissory Note dated December 30, 2003 as made by RAI in favor of GECF (the "Equipment Note"). Although the settlement agreement wherein RAI purchased both of these notes was modified by a document dated November 20, 2007, that modification only clarified the parties to the transaction and did not affect in any way the validity of the cancellation of the notes.

Bob Bourne