

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
EARL'S ROYALTY SERVICES LTD.		02/01/2010	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	EARL'S RESTAURANTS ROYALTY LIMITED PARTNERSHIP
Street Address:	666 BURRARD STREET
Internal Address:	2800 PARK PLACE
City:	VANCOUVER, BC
State/Country:	CANADA
Postal Code:	V6C2Z7
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Serial Number:	73832998	EARL'S
Serial Number:	74052424	EARL'S TIN PALACE
Serial Number:	74188661	ALBINO RHINO
Serial Number:	75371248	ALBINO RHINO
Serial Number:	78774152	
Serial Number:	78774159	EARLS

CORRESPONDENCE DATA

Fax Number: (206)260-9134
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 2069038839
 Email: ipdocket-se@dorsey.com
 Correspondent Name: Patchen M. Haggerty
 Address Line 1: 701 Fifth Ave., Ste. 6100
 Address Line 2: Dorsey & Whitney LLP

900154525

**TRADEMARK
 REEL: 004147 FRAME: 0378**

CH \$165.00 73832998

Address Line 4: Seattle, WASHINGTON 98104

ATTORNEY DOCKET NUMBER: 470748-1

DOMESTIC REPRESENTATIVE

Name: PATCHEN M. HAGGERTY
Address Line 1: 701 FIFTH AVE., STE. 6100
Address Line 2: DORSEY & WHITNEY LLP
Address Line 4: SEATTLE, WASHINGTON 98104

NAME OF SUBMITTER: PATCHEN M. HAGGERTY

Signature: /PATCHEN M. HAGGERTY/

Date: 02/10/2010

Total Attachments: 2

source=Earls Assignment - Earls Restaurants Royalty Limited Partnership#page1.tif
source=Earls Assignment - Earls Restaurants Royalty Limited Partnership#page2.tif

ASSIGNMENT

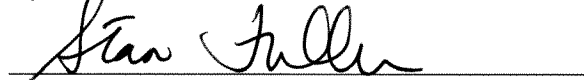
This Assignment is made February 1, 2010, between **EARL'S ROYALTY SERVICES LTD.** ("**Assignor**"), a company incorporated under the laws of the Province of British Columbia and having its registered office at 2800 Park Place, 666 Burrard Street, Vancouver, BC V6C 2Z7, and **EARL'S RESTAURANTS ROYALTY LIMITED PARTNERSHIP** ("**Assignee**"), a limited partnership formed under the laws of the Province of British Columbia and having its registered office at 2800 Park Place, 666 Burrard Street, Vancouver, BC V6C 2Z7.

1. For good and valuable consideration, the Assignor hereby sells, assigns, transfers, and quit claims unto the Assignee all of its right, title, and interest in and to the trade-marks described in Schedule A, together with all the benefit of all trade-mark applications and registrations, the benefit of any use of the trade-marks, and the goodwill of the business relating to the trade-marks and to the wares and services associated with them, to hold unto the Assignee absolutely, and as fully and effectively as they would have been held by the Assignor had this Assignment not been made.
2. The Assignee hereby appoints Davis LLP, whose full post office address in Canada is 2800 Park Place, 666 Burrard Street, Vancouver, British Columbia, V6C 2Z7 as the firm to whom any notice in respect of the assignment or the Assignee's application/registration of the said trade-marks may be sent, and upon whom service of any proceedings in respect of the assignment or the Assignee's application/registration of the said trade-marks may be given or served with the same effect as if they had been given to or served upon it.

TO EVIDENCE THEIR AGREEMENT each of the parties has executed this Assignment as of the date of this Assignment.

EARL'S ROYALTY SERVICES LTD.

By:



Authorized Signatory

**EARL'S RESTAURANTS ROYALTY
LIMITED PARTNERSHIP, by its general
partner, EARL'S RESTAURANTS GP LTD.**

By:



Authorized Signatory

SCHEDULE A

EARL'S RIGHTS

Canada Registered Trade Marks:

ALBINO RHINO (Registration no. 343,791)
EARL'S (Registration no. 274,790)
EARLS & Faces Design (Registration no. 670,028)
EARL'S TIN PALACE (Registration no. 285,767)
Faces Design (Registration no. 669,928)

RED LITE BAR (Registration no. 590,413)
FUEL (Registration no. 617,714)
UNCORK THE POSSIBILITIES (Registration no. 678,395)
THE PUBLIK, (Registration no. 629,726)
E+ DESIGN AND CONSTRUCTION & design (Registration no. 709,476)
V design (Registration no. 756,101)

USA Registered Trade Marks:

ALBINO RHINO (Registration no. 2,245,133)
ALBINO RHINO (Registration no. 1,952,096)
EARL'S (Registration no. 1,688,190)
EARLS & Faces Design (Registration no. 3,339,420)
EARL'S TIN PALACE (Registration no. 1,690,611)
Faces Design (Registration no. 3,306,700)

E+ DESIGN AND CONSTRUCTION & design (Registration no. 3,503,826)

European Community:

EARL'S (Registration no. 1,102,144)

Hungary:

EARL'S (Registration no. 160,311)