

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
Bugaboo Creek Acquisition, LLC		03/08/2011	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	RRGK, LLC		
Street Address:	152 West 57th Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10019		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	1788988	BUGABOO CREEK STEAK HOUSE	
Registration Number:	1818055	BUNYAN ONION	
Registration Number:	1857036	THE FLAVOR OF THE CANADIAN ROCKIES	
Registration Number:	2073439	BLACK MAGIC STEAK	
Registration Number:	2802541	BUGABOO CREEK STEAK HOUSE	
Registration Number:	3252505	CREEK CLUB	
CORRESPONDENCE DATA			
Fax Number:	2026288844		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	202-624-2500		
Email:	afield@crowell.com		
Correspondent Name:	Crowell & Moring LLP		
Address Line 1:	P.O. Box 14300		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20044-4300		

OP \$165.00 1788988

TRADEMARK

NAME OF SUBMITTER:	Mark Lichtenstein
Signature:	s/Mark Lichtenstein/
Date:	11/15/2013
<p>Total Attachments: 8 source=APA_1#page1.tif source=APA_1#page2.tif source=APA_1#page3.tif source=APA_1#page4.tif source=APA_1#page5.tif source=APA_1#page6.tif source=APA_1#page7.tif source=APA_1#page8.tif</p>	

EXECUTION VERSION

ASSET PURCHASE AGREEMENT

BY AND AMONG

CB HOLDING CORP.,
BUGABOO CREEK ACQUISITION, LLC,
BUGABOO CREEK HOLDINGS, INC.,
BUGABOO CREEK OF SEEKONK, INC.,

as Sellers,

CHARLIE BROWN'S ACQUISITION CORP.
and
CHARLIE BROWN'S INC.,
Sellers solely as to any Assigned Intellectual Property

and

RRGK LLC,

as Purchaser

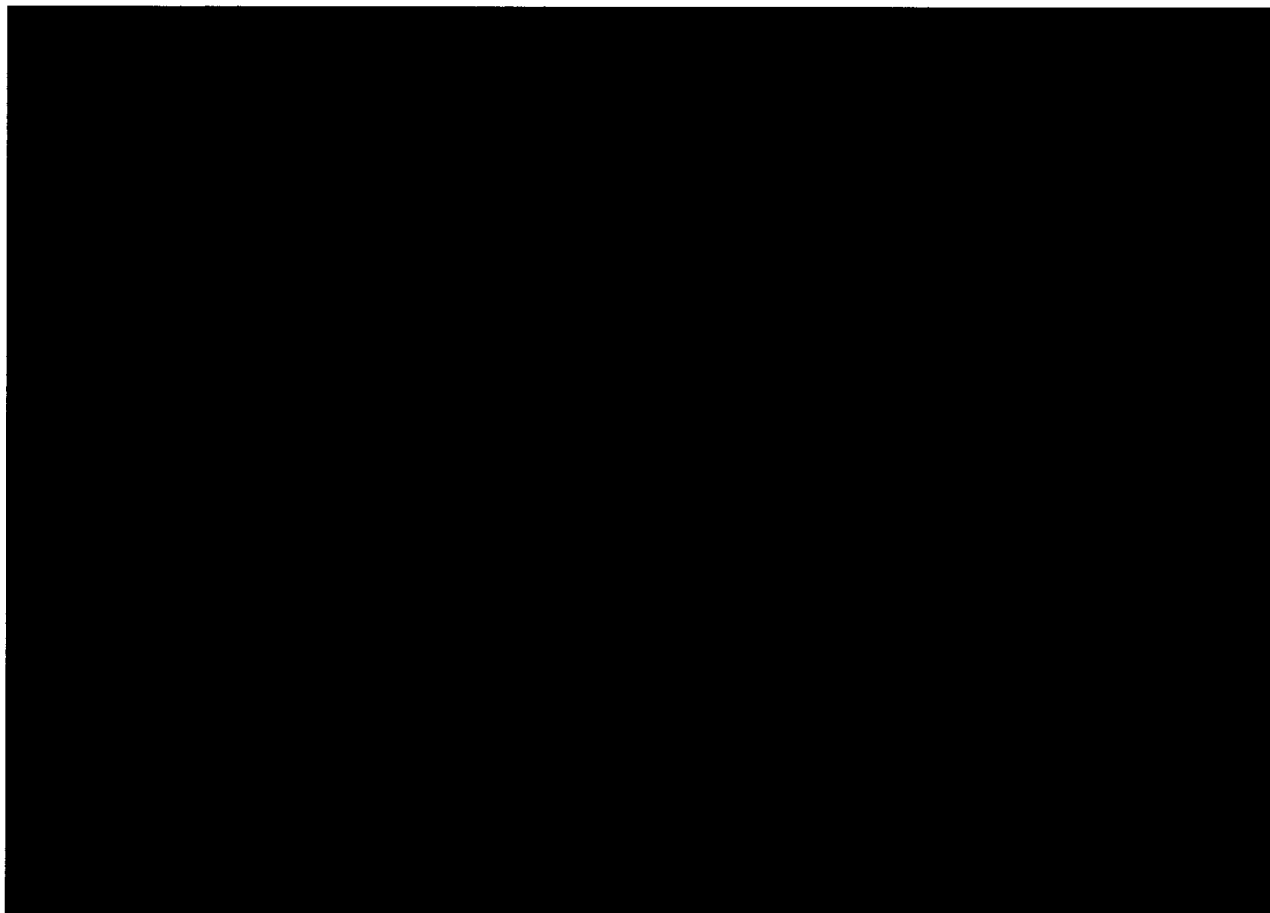
DATED AS OF
March 8, 2011

ASSET PURCHASE AGREEMENT

ASSET PURCHASE AGREEMENT (this "Agreement") made and entered into this 8th day of March, 2011 among CB Holding Corp., a New Jersey corporation (the "Parent"), Bugaboo Creek Acquisition, LLC, a Delaware limited liability company ("Bugaboo Acquisition") Bugaboo Creek Holdings, Inc., a Delaware corporation ("Bugaboo Holdings"), Bugaboo Creek of Seekonk, Inc., a Massachusetts corporation ("Seekonk" and together with Parent, CB Acquisition, Bugaboo Acquisition, Bugaboo Holdings and each additional subsidiary of the Parent listed as a Seller on the signature pages hereto, each a "Seller" and collectively the "Sellers"), Charlie Brown's Acquisition Corp., a Delaware corporation ("CB Acquisition"), Charlie Brown's Inc., a New Jersey corporation ("Charlie Browns", together with CB Acquisition, Sellers solely as to any Assigned Intellectual Property) and RRGK, LLC, a Delaware limited liability company, and/or its designee, provided that such designee shall be (i) bound by the terms of this Agreement and the terms of the Successful Bid (as defined in the Approval Order) accepted by the Debtors at the Auction (as defined in the Approval Order), (ii) owned and controlled by the same equity owners of RRGK, LLC, and (iii) acceptable in all respects to the Debtors, the Committee (as defined in the Approval Order), and the Lenders (as defined in the Approval Order) ("Purchaser").

RECITALS

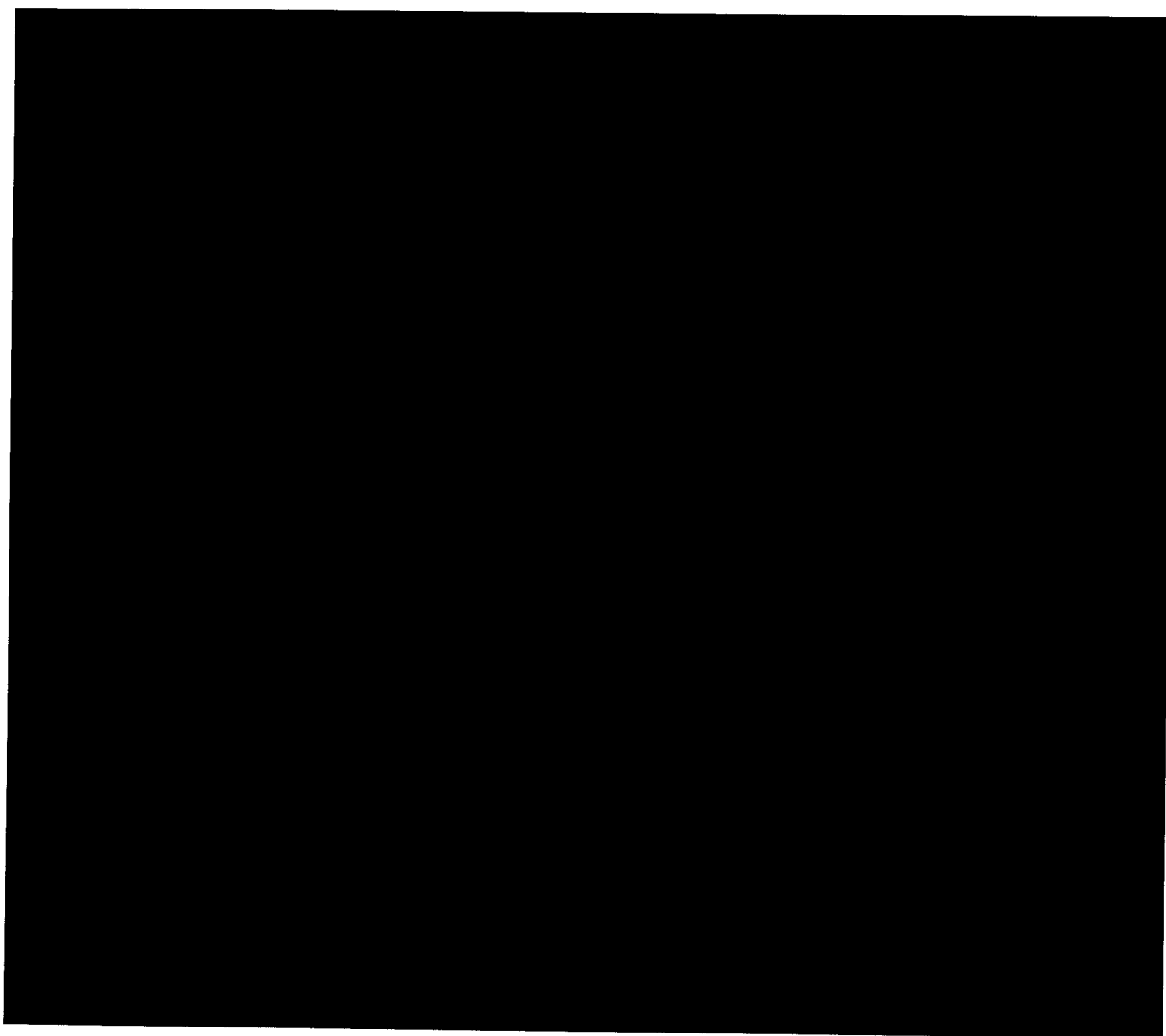
WHEREAS, the Sellers are, collectively, engaged in the business of operating the restaurants listed on Exhibit A (each, a "Restaurant," and collectively, the "Restaurants"). The operation of the Restaurants, collectively, shall be referred to herein as the "Business;"

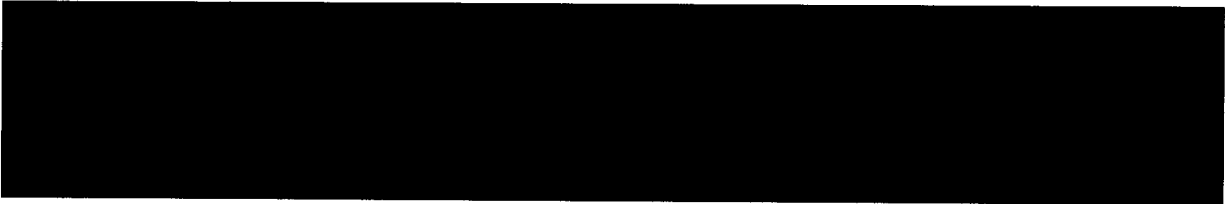


NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein and for such other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Sellers and Purchaser, intending to be legally bound, hereby agree as follows:

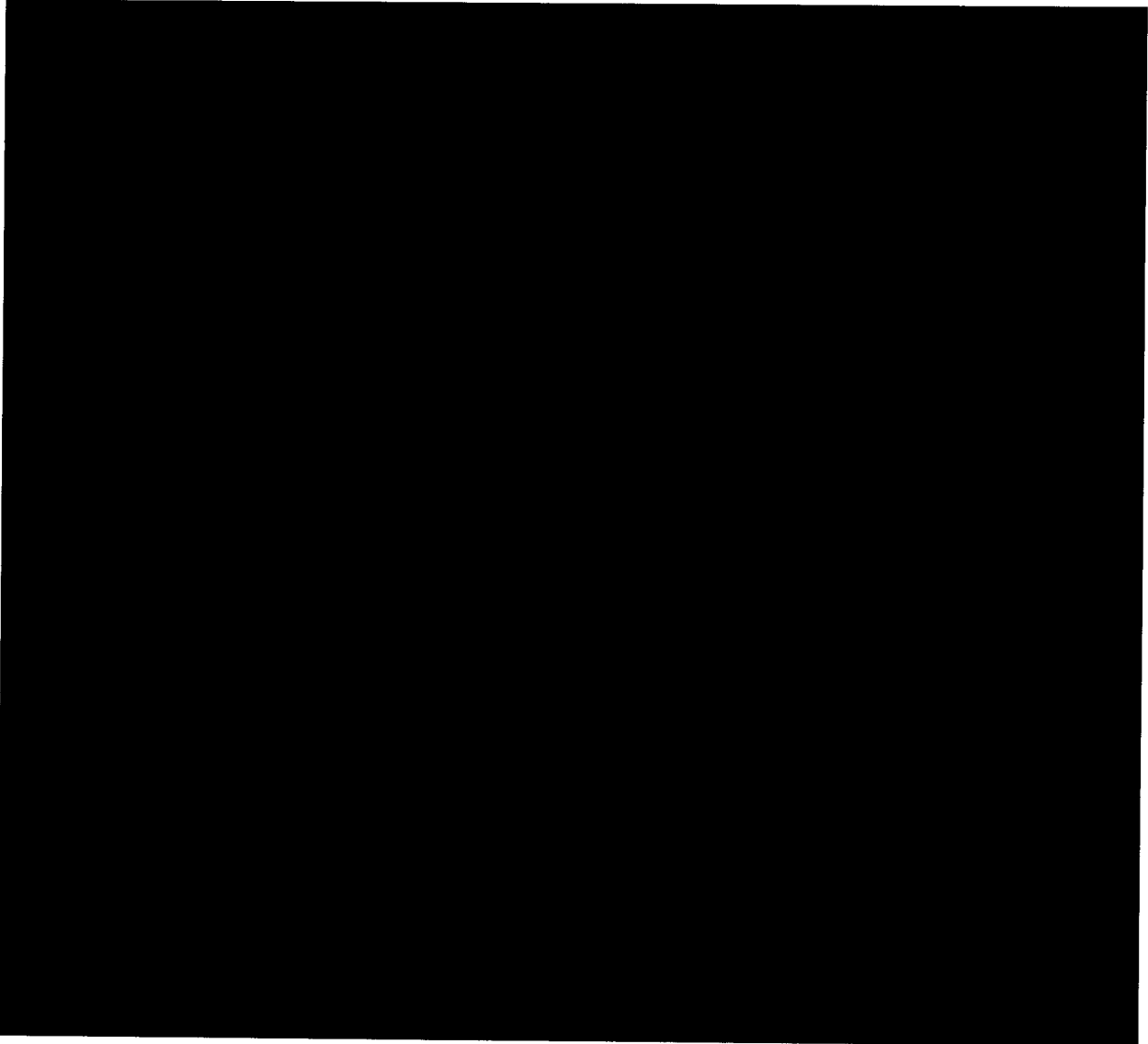
ARTICLE I
SALE OF ASSETS; EXCLUDED ASSETS

SECTION 1.01. Transferred Assets. On the Closing Date, Sellers hereby agree to, sell, assume and assign and deliver to Purchaser, and Purchaser hereby agrees to purchase and accept from the Sellers, all of the Sellers' right, title and interest in and to the following assets (but specifically excluding the Excluded Assets) free and clear of all Liens (other than Permitted Liens), Claims or Interests, in each case pursuant to Section 363(f) of the Bankruptcy Code, whether arising prior to the filing of the Bankruptcy Cases (such assets shall be collectively referred to herein as the "Assets"):





(h) Intellectual Property. All Intellectual Property Rights used by the Sellers in connection with the Business set forth on Section 1.01(h) of the Disclosure Schedule, including all goodwill associated therewith, to the extent assignable in accordance with applicable Law (the "Assigned Intellectual Property");



IN WITNESS WHEREOF, the Parties have executed this Agreement as of the date first set forth above.

CB HOLDING CORP.

By: _____

Name: Gary L. Lembo
Title: CRO

BUGABOO CREEK ACQUISITION, LLC

By: _____

Name: Gary L. Lembo
Title: CRO

BUGABOO CREEK HOLDINGS, INC.

By: _____

Name: Gary L. Lembo
Title: CRO

BUGABOO CREEK OF SEENKONK, INC.

By: _____

Name: Gary L. Lembo
Title: CRO

Solely as to any Assigned Intellectual Property:

CHARLIE BROWN'S ACQUISITION

By: 

Name:

Gary L. Lembo

Title:

CRO

CHARLIE BROWN'S INC.

By: 

Name:

Gary L. Lembo

Title:


CRO

[Signature Page to Purchase Agreement]

TRADEMARK
REEL: 005155 FRAME: 0250

RRGK LLC

By:



Name: Richard Reiss Jr

Title: Member

[Signatures to Purchase Agreement]

SECTION 1.01(h)
INTELLECTUAL PROPERTY

Trademarks and Service Marks:

<u>Registered Marks</u>	<u>Registration No.</u>	<u>Jurisdiction</u>	<u>Status</u>
BUGABOO CREEK STEAK HOUSE	1,788,988	United States	Registered and Renewed
BUNYAN ONION	1,818,055	United States	Registered and Renewed
THE FLAVOR OF THE CANADIAN ROCKIES	1,857,036	United States	Registered and Renewed
BLACK MAGIC STEAK	2,073,439	United States	Registered and Renewed
BUGABOO CREEK STEAK HOUSE	2,802,541	United States	Registered
CREEK CLUB	3,252,505	United States	Registered