

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Assignment of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Wells Fargo Bank, National Association		10/17/2008	National Association: UNITED STATES

RECEIVING PARTY DATA

Name:	Restcap Funding, Inc.
Street Address:	450 South Orange Avenue
City:	Orlando
State/Country:	FLORIDA
Postal Code:	32801
Entity Type:	CORPORATION: FLORIDA

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	2427764	THE BLACK-EYED PEA
Registration Number:	2427765	BLACK-EYED PEA MARKET GRILL
Registration Number:	2427766	BLACK-EYED PEA
Registration Number:	2427767	THE BLACK-EYED PEA
Registration Number:	2898419	HOME COOKING WORTH GOING OUT FOR

CORRESPONDENCE DATA

Fax Number: 4078434444
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 407-843-4600
 Email: trademarks@lowndes-law.com
 Correspondent Name: Jon Gibbs, Lowndes Drosdick et al
 Address Line 1: 215 North Eola Drive
 Address Line 4: Orlando, FLORIDA 32801

ATTORNEY DOCKET NUMBER:	0914836/160679	TRADEMARK
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OP \$140.00 2427764

NAME OF SUBMITTER:	Jon M. Gibbs, Reg. No. 47,594
Signature:	/Jon M. Gibbs/
Date:	01/13/2014
Total Attachments: 7 source=Assignment of Loan Documents#page1.tif source=Assignment of Loan Documents#page2.tif source=Assignment of Loan Documents#page3.tif source=Assignment of Loan Documents#page4.tif source=Assignment of Loan Documents#page5.tif source=Assignment of Loan Documents#page6.tif source=Assignment of Loan Documents#page7.tif	

ASSIGNMENT OF LOAN DOCUMENTS

This Assignment of Loan Documents ("**Assignment**") is made as of October 17, 2008, by and between WELLS FARGO BANK, NATIONAL ASSOCIATION ("**Assignor**") and RESTCAP FUNDING, INC., a Florida corporation ("**Assignee**").

Assignor hereby assigns to Assignee all Assignor's right, title and interest in and to: (i) that certain Credit Agreement between Assignor and BEP Colorado Restaurants, LLC, a Delaware limited liability company ("**Borrower**") dated as of August 6, 2004, as amended ("**Credit Agreement**"), and (ii) all other documents securing, executed in connection with, or providing evidence for the "Loan" described in the Credit Agreement, including but not limited to those documents identified on Schedule A hereto.

Additionally, Assignor assigns to Assignee all of Assignor's rights and claims in connection with the foregoing documents and all of Assignor's right, title and interest in and to all materials (i.e., appraisals, surveys, plans, specifications, drawings, geotechnical and engineering reports, etc.) delivered or generated in connection with the Loan and/or the foregoing documents.

This Assignment is executed without recourse, representation or warranty of any kind or nature other than the representations and warranties of the "Lender" expressly provided in that certain Loan Purchase Agreement dated as of October 15, 2008, by and between Assignor and Assignee. The preceding sentence shall not affect, limit or enlarge the obligations of the Lender (Assignor hereunder) and the rights, remedies and recourse of the Buyer (Assignee hereunder) under that certain Loan Purchase Agreement dated as of October 15, 2008, by and between Assignor and Assignee.

This Assignment may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original and all of which counterparts, taken together, shall constitute one and the same instrument.

**REMAINDER OF PAGE INTENTIONALLY LEFT BLANK
NEXT PAGE IS THE SIGNATURE PAGE**

EXECUTED AS OF THE DATE SET FORTH ABOVE.

ASSIGNOR:

WELLS FARGO BANK, NATIONAL ASSOCIATION

By: 

Edith Lim, Vice President/Principal

ASSIGNEE:

RESTCAP FUNDING, INC.

By: _____

Robert A. Bourne, President

EXECUTED AS OF THE DATE SET FORTH ABOVE.

ASSIGNOR:

WELLS FARGO BANK, NATIONAL ASSOCIATION

By: _____
Edith Lim, Vice President/Principal

ASSIGNEE:

RESTCAP FUNDING, INC.

By:  _____
Robert A. Bourne, President

Schedule A

Original Loan Documents

1. Promissory Note in the principal amount of \$15,150,000.00;
2. Credit Agreement;
3. Deed of Trust, Assignment of Leases and Rents, and Fixture Filing ~ Fee;
4. Leasehold Deed of Trust, Assignment of Leases and Rents, and Fixture Filing;
5. Assignment of Leases and Rents ~ Fee;
6. Leasehold Assignment of Leases and Rents;
7. Agreement of Principals;
8. Limited Liability Company Pledge Agreement;
9. Certificate of Limited Liability Company Debtor;
10. Negative Pledge Agreement;
11. Intellectual Property Credit Agreement;
12. Assignment of Marks;
13. Loans to One Debtor Certificate;
14. Certification of Taxpayer Identification Number and NonForeign Status;
15. Debtor's Certification;
16. Assignment of Licenses, Permits and Contracts;
17. Certificate for Limited Liability Company Membership Interests in BEP Colorado Restaurants, LLC;
18. Receipt and Use of Proceeds Certification;
19. Environmental Liabilities Agreement;
20. Certificate Regarding Asset Purchase Agreement;
21. UCC-1 Financing Statement ~ Secretary of State of Colorado ~ for Negative Pledge (*filed copy/Filing Number 20042093805*);
22. UCC-1 Financing Statement ~ Secretary of State of Delaware ~ for Negative Pledge – (*filed copy/Filing #423860-6*);
23. UCC-1 Financing Statement ~ Secretary of State of Delaware ~ for Limited Liability Company Pledge Agreement – (*filed copy/Filing #4236860-5*);
24. UCC-1 Financing Statement ~ Secretary of State of Delaware ~ Fee and Leasehold Properties encumbered by the Deeds of Trust – (*filed copy/Filing #4236857-1*);
25. UCC-1 Financing Statement ~ Arapahoe County ~ Fee and Leasehold Properties – original recorded as Reception #B4141358;
26. UCC-1 Financing Statement ~ Larimer County ~ Fee and Leasehold Properties – original recorded as Reception #2004-0077969;
27. UCC-1 Financing Statement ~ Douglas County ~ Fee and Leasehold Properties – original recorded as Reception #2004083290;
28. UCC-1 Financing Statement ~ Adams County ~ Fee and Leasehold Properties – original recorded as Reception #20040809000741100;
29. UCC-1 Financing Statement ~ Denver County ~ Fee and Leasehold Properties – original recorded as Reception #2004162824;
30. UCC-1 Financing Statement ~ El Paso County ~ Fee and Leasehold Properties – (*original recorded UCC is pending*);
31. UCC-1 Financing Statement ~ Pueblo County ~ Fee and Leasehold Properties – (*original recorded UCC is pending*);
32. UCC-1 Financing Statement ~ Larimer County ~ Negative Pledge – original recorded as Reception

- #2004-0077971;
33. UCC-1 Financing Statement ~ Jefferson County ~ Negative Pledge – original recorded as Reception #F2075447;
 34. UCC-1 Financing Statement ~ Arapahoe County ~ Negative Pledge – original recorded as Reception #B4141360;
 35. UCC-1 Financing Statement ~ El Paso County ~ Negative Pledge – (*original recorded UCC is pending*);
 36. Post Closing Undelivered Items Letter;
 37. Title Company Escrow Letter of Instructions, together with all Proforma Title Policies and Title Endorsements attached as composite Exhibit C;
 38. Settlement Statement;
 39. Limited Liability Company Interest Powers (3);
 40. Certificates for Limited Liability Company Membership Interests (3);
 41. Partnership Authorizations and Certificates (2);
 42. Company Borrowing Authorizations and Certificates (2);
 43. Colorado Opinion Letter; and
 44. Florida Opinion Letter.

Forbearance Agreement Loan Documents

1. Forbearance Agreement
2. Certificate of Authority
3. UCC-3 Amendment – DE Secretary of State
4. Request for Release of Deed of Trust (Castle Rock)
5. UCC-3 Financing Statement Amendment – Termination of County Fixture Filing
6. Special Warranty Deed – BEP Colorado Restaurants, LLC, Grantor, and Keirnes Companies, LLP, Grantee
7. Buyer/Seller Settlement Statement (Castle Rock)
8. Lease Agreement – Castle Rock
9. Landlord Estoppel – Castle Rock
10. Request for Release of Deed of Trust – Colorado Springs II
11. UCC-3 Financing Statement Amendment – Termination of County Fixture Filing
12. Special Warranty Deed – BEP Colorado Restaurants, LLC, Grantor, and BEP Colorado Springs, LLC, Grantee
13. Buyer/Seller Settlement Statement (Colorado Springs II)
14. Lease Agreement – Colorado Springs II
15. Landlord Estoppel – Colorado Springs II
16. Request for Release of Deed of Trust – Parker
17. UCC-3 Financing Statement Amendment – Termination of County Fixture Filing
18. Special Warranty Deed – BEP Colorado Restaurants, LLC, Grantor, and Parker, LLC, Grantee
19. Buyer/Seller Settlement Statement (Parker)
20. Lease Agreement – Parker
21. Landlord Estoppel – Parker

Amendment to Forbearance Agreement Loan Documents

1. Amendment to Forbearance Agreement dated December 28, 2005.
2. Request for Release of Deed of Trust and Release December 28, 2005.
3. UCC Financing Statement Termination (Pueblo County).
4. UCC Financing Statement Amendment (Delaware Secretary of State).
5. Lease Agreement December 28, 2005 between Real Estate Entities, LLC, as landlord, and BEP Colorado Restaurants, LLC, as tenant.
6. Landlord Estoppel dated December 28, 2005 executed by Real Estate Entities, LLC, as landlord, and BEP Colorado Restaurants, LLC, as tenant, for the benefit of Secured Party.

7. Certificate of Authority of BEP Colorado Restaurants, LLC.
8. Settlement Statement dated December 28, 2005.
9. Closing instruction letter dated December 28, 2005 from Brownstein, Hyatt & Farber, P.C. to Land Title.
10. Contract for Sale and Purchase dated December 28, 2005 between BEP Colorado Restaurants, LLC and Real Estate entities, LLC.
11. Special Warranty Deed dated December 28, 2005 from BEP Colorado Restaurants, LLC to Real Estate Entities, LLC.