

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM419156

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST
<b>SEQUENCE:</b>	7

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
TGI FRIDAYS FRANCHISOR, LLC		03/02/2017	Limited Liability Company: DELAWARE

## RECEIVING PARTY DATA

<b>Name:</b>	CITIBANK, N.A.
<b>Street Address:</b>	388 Greenwich Street
<b>Internal Address:</b>	14th Floor
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10013
<b>Entity Type:</b>	National Banking Association: UNITED STATES

## PROPERTY NUMBERS Total: 58

Property Type	Number	Word Mark
Registration Number:	3435982	BROWNIE OBSESSION
Registration Number:	4490100	EARN YOUR STRIPES
Registration Number:	4684669	ENDLESS APPETIZERS
Registration Number:	4854881	ENDLESS APPS
Registration Number:	1203225	FAST FRIDAYS
Registration Number:	0977903	FRIDAY'S
Registration Number:	1979633	FRIDAY'S
Registration Number:	2565300	FRIDAY'S
Registration Number:	4681669	FRIDAYS
Registration Number:	3259361	FRIDAY'S FRONT ROW SPORTS GRILL
Registration Number:	2659071	FRIDAY'S FRONT ROW SPORTS GRILL
Registration Number:	2129175	FRIDAY'S
Registration Number:	1858259	FRONT ROW
Registration Number:	3437060	GIVE ME MORE FRIDAY'S
Registration Number:	3636407	GIVE ME MORE STRIPES
Registration Number:	4851387	HAPPY EVERY HOUR
Registration Number:	4851388	HAPPY EVERY HOUR

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4868150	HAPPY FRIDAY
Registration Number:	2120962	IN HERE, IT'S ALWAYS FRIDAY
Registration Number:	4851440	JUMP BURGER
Registration Number:	2253463	
Registration Number:	4851441	
Registration Number:	4384934	MY FRIDAYS TAB
Registration Number:	4480825	RIGHT PORTION, RIGHT PRICE
Registration Number:	2220903	SHAKE RATTLE AND POUR
Registration Number:	2220902	SHAKE RATTLE AND POUR
Registration Number:	0925656	T.G.I. FRIDAY'S
Registration Number:	1380366	T.G.I. FRIDAY'S
Registration Number:	1381314	T.G.I. FRIDAY'S
Registration Number:	2532181	T.G.I. FRIDAY'S
Registration Number:	2294717	T.G.I. FRIDAY'S
Registration Number:	2476076	T.G.I. FRIDAY'S
Registration Number:	1638468	T.G.I. FRIDAY'S
Registration Number:	1417077	T.G.I. FRIDAY'S
Registration Number:	2545010	T.G.I. FRIDAY'S
Registration Number:	2300670	T.G.I. FRIDAY'S
Registration Number:	1760170	T.G.I. FRIDAY'S
Registration Number:	1902042	T.G.I. FRIDAY'S
Registration Number:	3477910	T.G.I. FRIDAY'S
Registration Number:	3518280	T.G.I. FRIDAY'S
Registration Number:	3518281	T.G.I. FRIDAY'S
Registration Number:	3229827	T.G.I. FRIDAY'S
Registration Number:	2963202	T.G.I. FRIDAY'S
Registration Number:	2448080	T.G.I. FRIDAY'S
Registration Number:	1778205	T.G.I. FRIDAY'S
Registration Number:	2164903	T.G.I.F.
Registration Number:	4544761	TGI FRIDAYS
Registration Number:	4544763	TGI FRIDAYS
Registration Number:	4548896	TGI FRIDAYS
Registration Number:	4544764	TGI FRIDAYS
Registration Number:	5091411	TGI FRIDAYS
Registration Number:	5095702	TGI FRIDAYS
Registration Number:	5091412	TGI FRIDAYS
Registration Number:	5091413	TGI FRIDAYS
Registration Number:	4656922	TGI FRIDAYS

Property Type	Number	Word Mark
Registration Number:	4851406	TGI FRIDAYS
Registration Number:	3680711	TGIF
Registration Number:	3887359	THANK GOD IT'S FRIDAY'S

**CORRESPONDENCE DATA**

**Fax Number:**

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

**Email:** ebensoul@paulweiss.com, aspoto@paulweiss.com

**Correspondent Name:** Elana D. Bensoul

**Address Line 1:** Paul Weiss Rifkind Wharton & Garrison LLP

**Address Line 2:** 1285 Avenue of the Americas

**Address Line 4:** New York, NEW YORK 10019-6064

<b>ATTORNEY DOCKET NUMBER:</b>	21786-001
<b>NAME OF SUBMITTER:</b>	Elana D. Bensoul
<b>SIGNATURE:</b>	/edb/
<b>DATE SIGNED:</b>	03/10/2017

**Total Attachments: 6**

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**NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS (U.S.)**

This NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS (the “Notice”) is made and entered into as of March 2, 2017, by TGI FRIDAYS FRANCHISOR, LLC, a Delaware limited liability company, located at 19111 North Dallas Parkway, Suite 165, Dallas, TX 75287 (“Grantor”), in favor of CITIBANK, N.A., a national banking association (“Citibank”), as trustee, located at 388 Greenwich Street, 14th Floor, New York, NY 10013 (“Trustee”).

WHEREAS, Grantor is the owner of the United States trademarks and service marks set forth in Schedule 1 attached hereto, including the associated registrations and applications for registration set forth in Schedule 1 attached hereto (collectively, the “Trademarks”) and the goodwill connected with the use of or symbolized by such Trademarks; and

WHEREAS, pursuant to the Guarantee and Collateral Agreement, dated as of March 2, 2017, by and among (i) Grantor and (ii) TGIF SPV Guarantor, LLC, a Delaware limited liability company, each as a Guarantor, in favor of the Trustee (as amended, supplemented or otherwise modified from time to time, the “Guarantee and Collateral Agreement”), to secure the Obligations, Grantor has granted to the Trustee for the benefit of the Secured Parties, a security interest in Grantor’s right, title and interest in, to and under certain intellectual property of Grantor, including the Trademarks and the goodwill connected with the use of or symbolized by the Trademarks, and the right to bring an action at law or in equity for any infringement, misappropriation, dilution or other violation thereof, and to collect all damages, settlements and proceeds relating thereto, and, to the extent not otherwise included, all payments, proceeds, supporting obligations and accrued and future rights to payment with respect to the foregoing (collectively, the “Trademark Collateral”); and

WHEREAS, pursuant to Section 3.7(b) of the Guarantee and Collateral Agreement, Grantor agreed to execute and deliver to the Trustee this Notice for purposes of filing the same with the United States Patent and Trademark Office (“USPTO”) to confirm, evidence and perfect the security interest in the Trademark Collateral granted under the Guarantee and Collateral Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and subject to all applicable terms and conditions of the Indenture and the Guarantee and Collateral Agreement, which are incorporated by reference as if fully set forth herein, to secure the Obligations, Grantor hereby grants to the Trustee, for the benefit of the Secured Parties, a security interest in Grantor’s right, title and interest in, to and under the Trademark Collateral, to the extent now owned or at any time hereafter acquired by Grantor; *provided that* the grant of security interest hereunder shall not include any application for registration of a Trademark that would be invalidated, canceled, voided or abandoned due to the grant and/or enforcement of such security interest, including intent-to-use applications filed with the PTO pursuant to 15 USC Section 1051(b) prior to the filing of a statement of use or amendment to allege use pursuant to 15 USC Section 1051(c) or (d), *provided that* at such time that the grant and/or enforcement of the security interest will not cause such Trademark to be invalidated, cancelled, voided or abandoned such Trademark application will not be excluded from the Notice.

Capitalized terms used in this Notice (including the preamble and the recitals hereto), and not defined in this Notice, shall have the meanings assigned to such terms in Annex A attached to the Base Indenture, dated as of March 2, 2017, by and among TGIF Funding, LLC, a Delaware limited liability company, as Issuer, and Citibank, as Trustee and Securities Intermediary (as amended, supplemented or otherwise modified from time to time, the “Indenture”).

1. The parties intend that this Notice is for recordation purposes. The terms of this Notice shall not modify the applicable terms and conditions of the Indenture or the Guarantee and Collateral Agreement, which govern the Trustee's interest in the Trademark Collateral and which shall control in the event of any conflict. Grantor hereby acknowledges the sufficiency and completeness of this Notice to create a security interest in the Trademark Collateral in favor of the Trustee for the benefit of the Secured Parties, and Grantor hereby requests the USPTO to file and record this Notice together with the annexed Schedule 1.

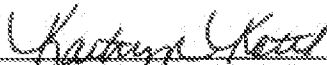
2. Grantor and Trustee hereby acknowledge and agree that the grant of security interest in, to and under the Trademark Collateral made hereby may be terminated only in accordance with the terms of the Indenture and the Guarantee and Collateral Agreement and shall terminate automatically upon the termination of the Indenture or the Guarantee and Collateral Agreement.

3. **THIS NOTICE SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK WITHOUT REGARD TO CONFLICTS OF LAW PRINCIPLES (OTHER THAN SECTIONS 5-1401 AND 5-1402 OF THE GENERAL OBLIGATIONS LAW OF THE STATE OF NEW YORK).**

*[Remainder of this page intentionally left blank]*

IN WITNESS WHEREOF, the undersigned has caused this NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS to be duly executed by its duly authorized officer as of the date and year first written above.

TGI FRIDAYS FRANCHISOR, LLC, as  
Grantor

By:   
Name: Kathryn Kotel  
Title: Vice President and Secretary

[Signature Page to Notice of Grant of Security Interest in Trademarks]

**TRADEMARK**  
**REEL: 006006 FRAME: 0893**

**Schedule 1  
Trademarks**

<b>Mark</b>	<b>App. No.</b>	<b>App. Date</b>	<b>Reg. No.</b>	<b>Reg. Date</b>	<b>Status</b>
BROWNIE OBSESSION	78/778,430	21-Dec-2005	3,435,982	27-May-2008	Registered
EARN YOUR STRIPES	85/050,537	28-May-2010	4,490,100	4-Mar-2014	Registered
ENDLESS APPETIZERS	86/328,033	3-Jul-2014	4,684,669	10-Feb-2015	Registered
ENDLESS APPS	86/583,817	1-Apr-2015	4,854,881	17-Nov-2015	Registered
FAST FRIDAYS	73/324,113	17-Aug-1981	1,203,225	27-Jul-1982	Registered
FRIDAY'S	72/445,054	3-Jan-1973	977,903	29-Jan-1974	Registered
FRIDAY'S	74/690,247	13-Jun-1995	1,979,633	11-Jun-1996	Registered
FRIDAY'S	76/284,356	13-Jul-2001	2,565,300	30-Apr-2002	Registered
FRIDAYS and Design (Block FRIDAYS Logo)	86/321,855	26-Jun-2014	4,681,669	3-Feb-2015	Registered
FRIDAY'S FRONT ROW SPORTS GRILL and Design (Block Print)	78/678,772	26-Jul-2005	3,259,361	3-Jul-2007	Registered
FRIDAY'S FRONT ROW SPORTS GRILL and Design (Script)	76/356,370	8-Jan-2002	2,659,071	10-Dec-2002	Registered
FRIDAY'S Stylized (Script)	75/272,402	10-Apr-1997	2,129,175	13-Jan-1998	Registered
FRONT ROW	74/353,078	27-Jan-1993	1,858,259	11-Oct-1994	Registered
GIVE ME MORE FRIDAY'S	77/079,263	9-Jan-2007	3,437,060	27-May-2008	Registered
GIVE ME MORE STRIPES	77/425,896	19-Mar-2008	3,636,407	9-Jun-2009	Registered
HAPPY EVERY HOUR	86/629,342	14-May-2015	4,851,387	10-Nov-2015	Registered
HAPPY EVERY HOUR and Design	86/629,355	14-May-2015	4,851,388	10-Nov-2015	Registered
HAPPY FRIDAY	86/435,873	27-Oct-2014	4,868,150	8-Dec-2015	Registered
IN HERE, IT'S ALWAYS FRIDAY	75/102,473	10-May-1996	2,120,962	16-Dec-1997	Registered
JUMP BURGER	86/666,528	18-Jun-2015	4,851,440	10-Nov-2015	Registered
Miscellaneous Design (Globe & Bars Design)	75/468,944	16-Apr-1998	2,253,463	15-Jun-1999	Registered

Mark	App. No.	App. Date	Reg. No.	Reg. Date	Status
Miscellaneous Design (Jump Burger Logo)	86/666,536	18-Jun-2015	4,851,441	10-Nov-2015	Registered
MY FRIDAYS TAB	85/557,531	1-Mar-2012	4,384,934	13-Aug-2013	Registered
RIGHT PORTION, RIGHT PRICE	86/000,482	2-Jul-2013	4,480,825	11-Feb-2014	Registered
SHAKE RATTLE AND POUR	75/269,466	4-Apr-1997	2,220,903	26-Jan-1999	Registered
SHAKE RATTLE AND POUR	75/269,464	4-Apr-1997	2,220,902	26-Jan-1999	Registered
T.G.I. FRIDAY'S	72/371,156	21-Sep-1970	925,656	14-Dec-1971	Registered
T.G.I. FRIDAY'S	73/539,765	28-May-1985	1,380,366	28-Jan-1986	Registered
T.G.I. FRIDAY'S	73/541,238	31-May-1985	1,381,314	4-Feb-1986	Registered
T.G.I. FRIDAY'S	76/286,298	11-Jul-2001	2,532,181	22-Jan-2002	Registered
T.G.I. FRIDAY'S	75/417,742	14-Jan-1998	2,294,717	23-Nov-1999	Registered
T.G.I. FRIDAY'S	75/417,744	14-Jan-1998	2,476,076	7-Aug-2001	Registered
T.G.I. FRIDAY'S	73/834,052	16-Oct-1989	1,638,468	19-Mar-1991	Registered
T.G.I. FRIDAY'S	73/540,283	29-May-1985	1,417,077	18-Nov-1986	Registered
T.G.I. FRIDAY'S and Design	76/284,032	13-Jul-2001	2,545,010	5-Mar-2002	Registered
T.G.I. FRIDAY'S and Design	75/418,441	15-Jan-1998	2,300,670	14-Dec-1999	Registered
T.G.I. FRIDAY'S and Design	74/291,049	6-Jul-1992	1,760,170	23-Mar-1993	Registered
T.G.I. FRIDAY'S and Design	74/511,587	12-Apr-1994	1,902,042	27-Jun-1995	Registered
T.G.I. FRIDAY'S and Design [new logo]	78/421,820	19-May-2004	3,477,910	29-Jul-2008	Registered
T.G.I. FRIDAY'S and Design [new logo]	78/799,050	25-Jan-2006	3,518,280	14-Oct-2008	Registered
T.G.I. FRIDAY'S and Design [new logo]	78/799,059	25-Jan-2006	3,518,281	14-Oct-2008	Registered
T.G.I. FRIDAY'S and Design [new logo]	78/911,003	19-Jun-2006	3,229,827	17-Apr-2007	Registered
T.G.I. FRIDAY'S and Design [new logo]	78/331,642	21-Nov-2003	2,963,202	21-Jun-2005	Registered
T.G.I. FRIDAY'S and Design [new logo]	75/418,630	15-Jan-1998	2,448,080	1-May-2001	Registered



Mark	App. No.	App. Date	Reg. No.	Reg. Date	Status
T.G.I. FRIDAY'S Stylized	74/315,550	21-Sep-1992	1,778,205	22-Jun-1993	Registered
T.G.I.F.	74/294,193	14-Jul-1992	2,164,903	16-Jun-1998	Registered
TGI FRIDAYS and Design (Brick)	85/888,306	27-Mar-2013	4,544,761	3-Jun-2014	Registered
TGI FRIDAYS and Design (Brick)	85/888,326	27-Mar-2013	4,544,763	3-Jun-2014	Registered
TGI FRIDAYS and Design (Brick)	85/888,334	27-Mar-2013	4,548,896	10-Jun-2014	Registered
TGI FRIDAYS and Design (Brick)	85/888,342	27-Mar-2013	4,544,764	3-Jun-2014	Registered
TGI FRIDAYS and Design (Brick)	85/888,358	27-Mar-2013	5,091,411	29-Nov-2016	Registered
TGI FRIDAYS and Design (Brick)	85/888,371	27-Mar-2013	5,095,702	6-Dec-2016	Registered
TGI FRIDAYS and Design (Brick)	85/888,380	27-Mar-2013	5,091,412	29-Nov-2016	Registered
TGI FRIDAYS and Design (Brick)	85/888,385	27-Mar-2013	5,091,413	29-Nov-2016	Registered
TGI FRIDAYS and Design (Brick)	85/888,394	27-Mar-2013	4,656,922	16-Dec-2014	Registered
TGI FRIDAYS and Design (Brick)	86/647,218	1-Jun-2015	4,851,406	10-Nov-2015	Registered
TGIF	77/393,845	11-Feb-2008	3,680,711	8-Sep-2009	Registered
THANK GOD IT'S FRIDAY'S	77/782,764	16-Jul-2009	3,887,359	7-Dec-2010	Registered