

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest in Trademarks

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Applebee's IP LLC		11/29/2007	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Wells Fargo Bank, N.A.
<b>Street Address:</b>	6th & Marquette Avenue MAC N9311-161
<b>Internal Address:</b>	Corporate Trust- Asset Backed Securities
<b>City:</b>	Minneapolis
<b>State/Country:</b>	MINNESOTA
<b>Postal Code:</b>	55479
<b>Entity Type:</b>	National Association: UNITED STATES

**PROPERTY NUMBERS Total: 56**

Property Type	Number	Word Mark
Registration Number:	3186126	"A" IS FOR APPLEBEE'S
Registration Number:	2860138	ALL YOU CAN EAT NIGHTS
Registration Number:	1601596	AMERICA'S FAVORITE NEIGHBOR
Registration Number:	2167623	APPLEBEE BURGER
Registration Number:	2174392	APPLEBEE'S
Registration Number:	3126987	APPLEBEE'S
Registration Number:	1927107	APPLEBEE'S
Registration Number:	1695071	APPLEBEE'S
Registration Number:	3116854	APPLEBEE'S ANYWHERE
Registration Number:	2924966	APPLEBEE'S CORE NEWS
Registration Number:	3126988	APPLEBEE'S GRILL
Registration Number:	3126430	APPLEBEE'S LEADERSHIP INSTITUTE
Registration Number:	1477153	APPLEBEE'S NEIGHBORHOOD GRILL & BAR

**CH \$1415.00 3186126**

Registration Number:	1480107	APPLEBEE'S NEIGHBORHOOD GRILL & BAR
Registration Number:	1926020	APPLEBEE'S NEIGHBORHOOD GRILL
Registration Number:	3028404	APPLEBEE'S RIBLETS ORIGINAL
Registration Number:	3123514	BIG FUN TRIP
Registration Number:	1783594	BREWUS
Registration Number:	2969882	CARSIDE TO GO
Registration Number:	3116745	CARSIDE TO GO
Registration Number:	2893600	CHICKEN TANGLERS
Registration Number:	2510402	EATIN' GOOD IN THE NEIGHBORHOOD
Registration Number:	3188439	FIESTA LIME CHICKEN
Registration Number:	3188875	FIRE GRILLED FAVORITES
Registration Number:	2720794	HONEY OF A DEAL
Registration Number:	3138570	IRRESIST-A-BOWLS
Registration Number:	2690341	IT'S GOT TO BE APPLEBEE'S
Registration Number:	2840241	IT'S NOT FAST FOOD - IT'S APPLEBEE'S FOOD FAST
Registration Number:	3148559	MAIN STREET RITA
Registration Number:	2552524	
Registration Number:	2588337	MUCHO BLUE SKIES
Registration Number:	2729844	MUCHO CRANRITA
Registration Number:	2588336	MUCHO MAMA
Registration Number:	2379470	MUCHO MARGARITA
Registration Number:	2662409	MUCHO MUDSLIDE
Registration Number:	2794399	NEIGHBORHOOD NIGHTS
Registration Number:	2538912	SALAD DAYS OF SUMMER
Registration Number:	2538010	SIMPLY IRRESISTI-BOWL
Registration Number:	3069596	SKILLET SENSATIONS
Registration Number:	3047168	SKILLET SSENSATIONS!
Registration Number:	2073776	SUMMER SQUEEZE
Registration Number:	1223740	T.J. APPLEBEE'S RX FOR EDIBLES & ELIXIRS
Registration Number:	1481120	THEY KNOW ME AT APPLEBEE'S
Registration Number:	2695523	TO GO
Registration Number:	2984968	TO GO APPLEBEE'S EATIN' GOOD IN THE NEIGHBORHOOD
Registration Number:	3119040	TRIPLE CHOCOLATE MELTDOWN
Registration Number:	2142752	YOU BELONG AT APPLEBEE'S.
Registration Number:	2895850	YOU CALL IT IN. WE BRING IT OUT.

**TRADEMARK**

**REEL: 003716 FRAME: 0351**

Serial Number:	77287079	APPLEBEE'S
Serial Number:	77297395	APPLEBEE'S TOGETHER IS GOOD
Serial Number:	77287137	APPLEBEE'S TOGETHER IS GOOD.
Serial Number:	77289412	
Serial Number:	77287257	TOGETHER IS GOOD
Serial Number:	77975156	TOGETHER IS GOOD
Serial Number:	77975176	APPLEBEE'S TOGETHER IS GOOD
Serial Number:	77975177	APPLEBEE'S TOGETHER IS GOOD.

**CORRESPONDENCE DATA**

Fax Number: (917)777-4104  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 212-735-3000  
Email: mmcguire@skadden.com  
Correspondent Name: Skadden, Arps, Slate, Meagher & Flom LLP  
Address Line 1: Four Times Square  
Address Line 2: Attn: Michael R. Jones, Esq.  
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	239540/18
NAME OF SUBMITTER:	Michael R. Jones
Signature:	/Michael R. Jones/
Date:	02/08/2008

**Total Attachments: 8**  
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## Notice of Grant of Security Interest in Trademarks

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS (the "Notice"), dated as of November 29, 2007, made by Applebee's IP LLC (the "Grantor") in favor of Wells Fargo Bank, National Association, as trustee (the "Trustee"), pursuant to the Indenture (as defined hereafter).

WHEREAS, Grantor owns the trademarks and service marks set forth on Schedule 1 attached hereto, including the associated registrations and applications for registration set forth in Schedule 1 attached hereto (collectively, the "Trademarks") and all goodwill of any business connected with the use of and symbolized thereby;

WHEREAS, Grantor is party to the Base Indenture, dated as of November 29, 2007 (as amended, amended and restated or otherwise modified from time to time, the "Indenture") in favor of the Trustee pursuant to which the Grantor is required to execute and deliver this Notice. Capitalized terms used in this Notice but not defined shall have the meanings set forth in Appendix A to the Indenture;

WHEREAS, pursuant to the Indenture, Grantor Granted to the Trustee, for its own benefit and security and for the benefit and security of the other Secured Parties, certain intellectual property owned or hereafter acquired by the Grantor, including the Trademarks and the goodwill of the business connected with the use of and symbolized by the Trademarks, the right to bring an action at law or in equity for any infringement, misappropriation, dilution, or violations thereof occurring prior to, on or after the Closing Date, and to collect all damages, settlements, and proceeds relating thereto, and all payments, proceeds, and accrued or future rights to payment with respect to the foregoing, but in any event excluding any Excepted IP Assets (collectively, the "Trademark Collateral"); and

WHEREAS, pursuant to the Indenture, 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 (the "PTO") to confirm, evidence and perfect the security interest in the Trademark Collateral granted pursuant to the Indenture.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and subject to the terms and conditions of the Indenture, the Grantor hereby Grants to the Trustee, for its own benefit and security and for the benefit and security of the other Secured Parties, a security interest in, and lien on, the Trademark Collateral, whether now owned or existing or hereafter acquired or arising (but excluding any Non-U.S. Intellectual Property Rights (except Non-U.S. IP Rights in the POS System) therein and any application for registration of a Trademark that would be invalidated, canceled, voided or abandoned due to the grant and/or enforcement of an assignment or security interest, including intent-to-use applications filed with the PTO pursuant to 15 U.S.C. Section 1051(b) prior to the filing of a statement of use or amendment to allege use pursuant to 15 U.S.C. 1051(c) or (d), provided that at such time as the grant and/or enforcement of the assignment or security interest would not cause such application to be invalidated, canceled, voided or

abandoned, then such grant and/or enforcement of the assignment or security interest shall be deemed effective under this Grant).

The Grantor hereby requests the PTO to file and record the same together with the annexed Schedule 1.

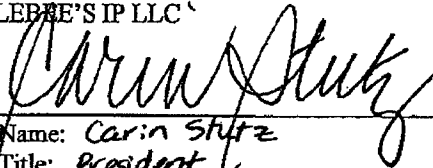
The Grantor and the Trustee hereby acknowledge and agree that the security interest in the Trademark Collateral may only be terminated in accordance with the terms of the Indenture.

THIS NOTICE SHALL BE GOVERNED BY THE INTERNAL LAWS OF THE STATE OF NEW YORK WITHOUT REGARD TO CHOICE OF LAW RULES (OTHER THAN SECTIONS 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW)

IN WITNESS WHEREOF, the undersigned has caused this Notice of Grant of Security Interest in Trademarks to be duly executed and delivered as of the date first above written.

APPLEBEE'S IP LLC

By:

  
Name: Carin Stutz  
Title: President

STATE OF New York )  
COUNTY OF New York ) ss.:





On this 29 day of November, 2007, before me personally came Carin Stutz, to me known to be the person who signed the foregoing instrument and who being duly sworn by me did depose and state that he/she is the President of APPLEBEE'S IP LLC; he/she signed the instrument in the name of APPLEBEE'S IP LLC; and he/she had the authority to sign the instrument on behalf of APPLEBEE'S IP LLC.


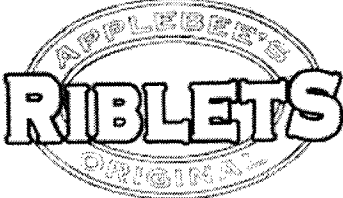



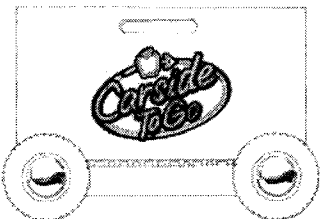
  
\_\_\_\_\_  
Notary Public

**THOMAS E. HOLBER**  
**NOTARY PUBLIC, State of New York**  
**No. 01HO6173729**  
**Qualified in New York County**  
**Commission Expires Sept. 4, 2011**

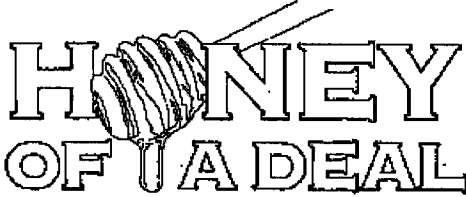




Schedule 1 to Notice of Grant of Security Interest in Trademarks







U.S. FEDERAL TRADEMARK APPLICATIONS AND REGISTRATIONS


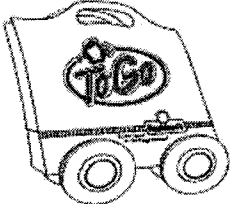
Mark	Serial No.	Reg. No.
"A" IS FOR APPLEBEE'S	78/684,004	3,186,126
ALL YOU CAN EAT NIGHTS and Design 	78/215,701	2,860,138
AMERICA'S FAVORITE NEIGHBOR	73/833,532	1,601,596
APPLEBEE BURGER	75/308,681	2,167,623
APPLEBEE'S	75/204,357	2,174,392
APPLEBEE'S	78/776,156	3,126,987
APPLEBEE'S	74/488,449	1,927,107
APPLEBEE'S and Design 	74/155,247	1,695,071
APPLEBEE'S and Design (Apple) 	77/287,079	
APPLEBEE'S ANYWHERE	78/661,607	3,116,854
APPLEBEE'S CORE NEWS	78/219,267	2,924,966
APPLEBEE'S GRILL	78/776,167	3,126,988
APPLEBEE'S LEADERSHIP INSTITUTE	78/691,618	3,126,430
APPLEBEE'S NEIGHBORHOOD GRILL & BAR	73/576,958	1,477,153
APPLEBEE'S NEIGHBORHOOD GRILL & BAR and Design (with Balloon) 	73/576,708	1,480,107

Mark	Serial No.	Reg. No.
APPLEBEE'S NEIGHBORHOOD GRILL and Design 	74/387,188	1,926,020
APPLEBEE'S RIBLETS ORIGINAL and Design 	78/501,630	3,028,404
APPLEBEE'S TOGETHER IS GOOD [Class 35]	77/297,395	
APPLEBEE'S TOGETHER IS GOOD [Class 43]	77/975,176	
APPLEBEE'S TOGETHER IS GOOD and Design [Class 35] 	77/287,137	
APPLEBEE'S TOGETHER IS GOOD and Design [Class 43] 	77/975,177	
BIG FUN TRIP	78/691,628	3,123,514
BREW TUS	74/255,218	1,783,594
CARSIDE TO GO and Design 	78/272,304	2,969,882
CARSIDE TO GO and Design (Cart Logo) 	78/636,155	3,116,745
CHICKEN TANGLERS	78/319,841	2,893,600



Mark	Serial No.	Reg. No.
EATIN' GOOD IN THE NEIGHBORHOOD	76/229,557	2,510,402
FIESTA LIME CHICKEN	76/419,001	3,188,439
FIRE GRILLED FAVORITES	78/654,021	3,188,875
HONEY OF A DEAL and Design 	76/369,432	2,720,794
IRRESIST-A-BOWLS	78/684,016	3,138,570
IT'S GOT TO BE APPLEBEE'S	76/343,652	2,690,341
IT'S NOT FAST FOOD - IT'S APPLEBEE'S FOOD FAST	78/225,314	2,840,241
MAIN STREET RITA	78/739,169	3,148,559
Miscellaneous Design (Apple) 	76/261,734	2,552,524
Miscellaneous Design (New Apple) 	77/289,412	
MUCHO BLUE SKIES and Design 	76/312,000	2,588,337
MUCHO CRANRITA	76/148,302	2,729,844
MUCHO MAMA and Design 	76/311,973	2,588,336
MUCHO MARGARITA	75/802,937	2,379,470

Mark	Serial No.	Reg. No.
MUCHO MUDSLIDE and Design 	76/312,222	2,662,409
NEIGHBORHOOD NIGHTS and Design 	76/487,531	2,794,399
SALAD DAYS OF SUMMER and Design 	75/733,194	2,538,912
SIMPLY IRRESISTI-BOWL	76/166,414	2,538,010
SKILLET SENSATIONS	75/751,396	3,069,596
SKILLET SSENSATIONS! (Stylized) 	75/308,648	3,047,168
SUMMER SQUEEZE	75/121,295	2,073,776
T. J. APPLEBEE'S RX FOR EDIBLES & ELIXIRS and Design 	73/292,397	1,223,740
THEY KNOW ME AT APPLEBEE'S (Stylized) 	73/576,706	1,481,120

Mark	Serial No.	Reg. No.
TO GO and Design (Apple Logo) 	76/414,888	2,695,523
TO GO and Design (Cart Logo) 	78/262,287	2,984,968
TOGETHER IS GOOD [Class 35]	77/287,257	
TOGETHER IS GOOD [Class 43]	77/975,156	
TRIPLE CHOCOLATE MELTDOWN	78/225,340	3,119,040
YOU BELONG AT APPLEBEE'S (Stylized) <i>You belong at Applebee's.</i>	75/267,604	2,142,752
YOU CALL IT IN. WE BRING IT OUT.	78/319,845	2,895,850