

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
OS Asset, Inc.		10/26/2012	CORPORATION: FLORIDA

RECEIVING PARTY DATA	
Name:	Deutsche Bank Trust Company Americas, as Collateral Agent
Street Address:	60 Wall Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10006
Entity Type:	Banking Corporation: NEW YORK

PROPERTY NUMBERS Total: 83		
Property Type	Number	Word Mark
Registration Number:	1720493	ALICE SPRINGS CHICKEN
Registration Number:	3608558	ALICE SPRINGS CHICKEN QUESADILLAS
Registration Number:	3599483	AUSSIE AUTUMN
Registration Number:	1737370	AUSSIE MOOD AWESOME FOOD
Registration Number:	3649989	AUSSIE-TIZER
Registration Number:	2018859	AUSSIE-TIZERS
Registration Number:	3605559	BLOOMIN' BIRTHDAY
Registration Number:	3605557	BLOOMIN' BURGER
Registration Number:	1532205	BLOOMIN' ONION
Registration Number:	3698830	BOOMERANG CLUB
Registration Number:	3633024	BOOMERANG CLUB
Registration Number:	1789557	CHOCOLATE THUNDER FROM DOWN UNDER
Registration Number:	1988393	CINNAMON OBLIVION
Registration Number:	3666761	CLICK & PICK UP

OP \$2090.00 1720493

Registration Number:	2422975	CURBSIDE TAKE-AWAY
Registration Number:	2075577	DOWN UNDER 'RITA
Registration Number:	1731363	DROVER'S PLATTER
Registration Number:	3608502	DROVER'S RIB AND CHICKEN PLATTER
Registration Number:	3626344	GO OUTBACK TONIGHT.
Registration Number:	2071750	GOLD COAST 'RITA
Registration Number:	3735016	
Registration Number:	4028260	IT'S ALWAYS FRESH IN THE OUTBACK STEAKHOUSE
Registration Number:	3907843	IT'S ALWAYS FRESH IN THE OUTBACK
Registration Number:	1716098	KOOKABURRA WINGS
Registration Number:	3749139	LET GO. GIVE BACK.
Registration Number:	3521247	LET GO. GO OUTBACK.
Registration Number:	3742478	LIVE ADVENTUROUS OUTBACK STEAKHOUSE
Registration Number:	3768970	LIVE ADVENTUROUS
Registration Number:	2326861	NO RULES. JUST RIGHT TO YOUR CAR.
Registration Number:	1857996	NO RULES. JUST RIGHT.
Registration Number:	3600366	NO WORRIES
Registration Number:	3694667	NO WORRIES WEDNESDAY MIXED GRILL
Registration Number:	2020110	OUTBACK
Registration Number:	2052618	OUTBACK
Registration Number:	2232347	OUTBACK GRILLERS
Registration Number:	3391703	OUTBACK OUTPOST
Registration Number:	2822105	OUTBACK POLO
Registration Number:	2809759	OUTBACK POLO
Registration Number:	2005889	OUTBACK PRIME
Registration Number:	1993032	OUTBACK RACK
Registration Number:	3908053	OUTBACK SIGNATURE STEAK SAUCE
Registration Number:	3937146	OUTBACK SIGNATURE STEAK SAUCE
Registration Number:	2017992	OUTBACK STEAKHOUSE
Registration Number:	3626269	OUTBACK STEAKHOUSE
Registration Number:	3626267	OUTBACK STEAKHOUSE
Registration Number:	3626268	OUTBACK STEAKHOUSE
Registration Number:	3650040	OUTBACK STEAKHOUSE
Registration Number:	3701729	OUTBACK STEAKHOUSE
Registration Number:	1523949	OUTBACK STEAKHOUSE

	1992707	OUTBACK STEAKHOUSE
Registration Number:	2864856	OUTBACK STEAKHOUSE
Registration Number:	1780666	OUTBACK STEAKHOUSE
Registration Number:	1895164	OUTBACK STEAKHOUSE
Registration Number:	2017991	OUTBACK STEAKHOUSE
Registration Number:	3992345	OUTBACK STEAKHOUSE CURBSIDE TAKE-AWAY
Registration Number:	3666760	OUTBACK STEAKHOUSE LIVE ADVENTUROUS
Registration Number:	2483439	OUTBACK STEAKHOUSE OUTPOST
Registration Number:	3023598	OUTBACK STEAKHOUSE PRO AM
Registration Number:	2059359	OUTBACK TAKE AWAY
Registration Number:	3758014	QUALITY CASUAL
Registration Number:	1735048	QUEENSLAND CHICKEN 'N SHRIMP
Registration Number:	3860034	RED, WHITE & BLOOMIN'
Registration Number:	3605690	RIBS AND ALICE SPRINGS CHICKEN COMBO
Registration Number:	3739566	SWEET ADVENTURE SAMPLER TRIO
Registration Number:	1987047	SYDNEY'S SINFUL SUNDAE
Registration Number:	1819091	THE OUTBACK SPECIAL
Registration Number:	2196073	THE WALLABY DARNED
Registration Number:	3724422	
Registration Number:	1822985	VICTORIA'S FILET
Registration Number:	1826479	WALKABOUT SOUP
Serial Number:	85539464	CHEF MADE CUSTOM CREATIONS
Serial Number:	85539515	CHEF MADE CUSTOM CREATIONS
Serial Number:	85429292	LOVEBACK
Serial Number:	85429303	LOVEBACK PROJECT
Serial Number:	85429319	LOVEBACK PROJECT BY OUTBACK
Serial Number:	85461407	OUTBACK RACING
Serial Number:	85461511	OUTBACK SHORT CUTS
Serial Number:	85461486	OUTBACK STEAKBAR
Serial Number:	85461380	OUTBACK STEAKHOUSE
Serial Number:	85461396	OUTBACK STEAKHOUSE RACING
Serial Number:	85468515	OUTBACK STEAKHOUSE RACING 39
Serial Number:	85461536	OUT FRONT AT OUTBACK
Serial Number:	85632657	TABLEMATES

Fax Number: 2123548113

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

Phone: 212-819-8200

Email: iprecordations@whitecase.com

Correspondent Name: Andrew Fessak/White & Case LLP

Address Line 1: 1155 Avenue of the Americas

Address Line 2: Patent and Trademark Department

Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	1111779-1714-OS_ASSET
NAME OF SUBMITTER:	Andrew Fessak
Signature:	/Andrew Fessak/
Date:	11/07/2012

Total Attachments: 7

source=Trademark Security Agreement (OS Asset, Inc.) - Executed#page1.tif
source=Trademark Security Agreement (OS Asset, Inc.) - Executed#page2.tif
source=Trademark Security Agreement (OS Asset, Inc.) - Executed#page3.tif
source=Trademark Security Agreement (OS Asset, Inc.) - Executed#page4.tif
source=Trademark Security Agreement (OS Asset, Inc.) - Executed#page5.tif
source=Trademark Security Agreement (OS Asset, Inc.) - Executed#page6.tif
source=Trademark Security Agreement (OS Asset, Inc.) - Executed#page7.tif

TRADEMARK SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT, dated as of October 26, 2012 made by OS ASSET, INC., a Florida corporation (the "Grantor"), in favor of DEUTSCHE BANK TRUST COMPANY AMERICAS, as collateral agent (together with its successors in such capacity, the "Grantee") for the Secured Parties referred to in the Credit Agreement, dated as of October 26, 2012 (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), among OSI Restaurant Partners, LLC, a Delaware limited liability company, OSI Holdco, Inc., a Delaware corporation, each Lender (as defined in the Credit Agreement) from time to time party thereto, the Grantee, as Administrative Agent, and the other agents and parties party thereto.

WHEREAS, the Grantor is party to a Security Agreement, dated as of October 26, 2012 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), in favor of the Grantee pursuant to which the Grantor is required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and to induce the Lenders to extend credit under the Credit Agreement, the Grantor hereby agrees with the Grantee as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, capitalized terms used herein and not defined have the meaning given to them in the Security Agreement, or if not defined therein, in the Credit Agreement.

SECTION 2. Grant of Security Interest in Trademarks. As security for the payment and performance in full of the Obligations, including the Guarantees, the Grantor hereby assigns and pledges to the Grantee, its successors and assigns, for the benefit of the Secured Parties, and hereby grants to the Grantee, its successors and assigns, for the benefit of the Secured Parties, a continuing security interest (the "Security Interest") in, to, or under all right, title or interest in or to any and all of the Owned Trademarks, including those listed on Schedule I hereto, and all proceeds of the Owned Trademarks, the goodwill of the businesses with which the Owned Trademarks are associated, and all causes of action arising prior to or after the date hereof for infringement of any the Owned Trademarks or unfair competition regarding the same (in each case, other than Excluded Assets).

SECTION 3. Security Agreement. The Security Interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Grantee pursuant to the Security Agreement, and the Grantee and the Grantor hereby acknowledge and affirm that the rights and remedies of the Grantee with respect to the Security Interest in the Owned Trademark made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control.

SECTION 4. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any party hereto may execute this Trademark Security Agreement by signing and delivering one or more counterparts.

SECTION 5. Recordation. The Grantor authorizes and requests that the Commissioner of Patents and Trademarks record this Agreement.

SECTION 6. Governing Law. This Trademark Security Agreement shall be governed by and construed in accordance with the laws of the State of New York.

[signature page follows]

IN WITNESS WHEREOF, the Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

OS ASSET, INC.

By: 

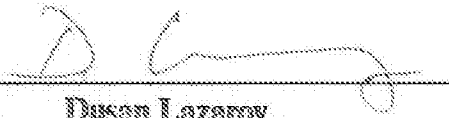
Name: Joseph J. Kadow


Title: Chief Officer – Legal and Corporate
Affairs, Executive Vice President and
Secretary

[Signature Page Trademark Security Agreement]

TRADEMARK
REEL: 004895 FRAME: 0560

DEUTSCHE BANK TRUST COMPANY
AMERICAS, as Collateral Agent

By: 
Name: Dusan Lazarov
Title: Director

By: 
Name: Nico President
Title: Nico President

[Signature Page – Trademark Security Agreement]

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

UNITED STATES TRADEMARKS:

OS Asset, Inc. – U.S. Trademark Registrations

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
ALICE SPRINGS CHICKEN (words only)	1,720,493	9/29/1992
ALICE SPRINGS CHICKEN QUESADILLAS (words only)	3,608,558	4/21/2009
AUSSIE AUTUMN (words only)	3,599,483	3/31/2009
AUSSIE MOOD AWESOME FOOD (words only)	1,737,370	12/1/1992
AUSSIE-TIZER (words only)	3,649,989	7/7/2009
AUSSIE-TIZERS (words only)	2,018,859	11/26/1996
BLOOMIN' BIRTHDAY (words only)	3,605,559	4/14/2009
BLOOMIN' BURGER (words only)	3,605,557	4/14/2009
BLOOMIN' ONION (words only)	1,532,205	3/28/1989
BLOOMIN' ONION (words only)	T11138 (FL)	6/6/1989
BOOMERANG CLUB (logo)	3,698,830	10/20/2009
BOOMERANG CLUB (words only)	3,633,024	6/2/2009
CHOCOLATE THUNDER FROM DOWN UNDER (words only)	1,789,557	8/24/1993
CINNAMON OBLIVION (words only)	1,988,393	7/23/1996
CLICK & PICK UP (words only)	3,666,761	8/11/2009
CURBSIDE TAKE-AWAY (words only)	2,422,975	1/23/2001
DOWN UNDER 'RITA (words only)	2,075,577	7/1/1997
DROVER'S PLATTER (words only)	1,731,363	11/10/1992
DROVER'S RIB AND CHICKEN PLATTER (words only)	3,608,502	4/21/2009
GO OUTBACK TONIGHT. (words only)	3,626,344	5/26/2009
GOLD COAST 'RITA (words only)	2,071,750	6/17/1997
HORIZON (design by itself)	3,735,016	1/5/2010
IT'S ALWAYS FRESH IN THE OUTBACK STEAKHOUSE (W/design)	4,028,260	9/20/2011
IT'S ALWAYS FRESH IN THE OUTBACK (words only)	3,907,843	1/18/2011
KOOKABURRA WINGS (words only)	1,716,098	9/15/1992
LET GO. GIVE BACK. (words only)	3,749,139	2/16/2010
LET GO. GO OUTBACK (words only)	3,521,247	10/21/2008
LIVE ADVENTUROUS OUTBACK STEAKHOUSE (words only)	3,742,478	1/26/2010
LIVE ADVENTUROUS (words only)	3,768,970,	3/30/2010
NO RULES. JUST RIGHT TO YOUR CAR. (words only)	2,326,861	3/7/2000
NO RULES. JUST RIGHT. (words only)	1,857,996	10/11/1994
NO WORRIES (words only)	3,600,366	3/31/2009
NO WORRIES WEDNESDAY MIXED GRILL (words only)	3,694,667	10/13/2009

OUTBACK (words only)	2,020,110	12/3/1996
OUTBACK (words only)	2,052,618	4/15/1997
OUTBACK GRILLERS (words only)	2,232,347	3/16/1999
OUTBACK OUTPOST (words only) (used at Cincinnati airport location)	3,391,703	3/4/2008
OUTBACK POLO (and Design)	2,822,105	3/16/2004
OUTBACK POLO (words only)	2,809,759	2/3/2004
OUTBACK PRIME (words only)	2,005,889	3/16/1996
OUTBACK RACK (words only)	1,993,032	8/13/1996
OUTBACK SIGNATURE STEAK SAUCE (words only)	3,908,053	1/18/2011
OUTBACK SIGNATURE STEAK SAUCE (logo)	3,937,146	3/29/2011
OUTBACK STEAKHOUSE (words only)	2,017,992	11/19/1996
OUTBACK STEAKHOUSE (words only)	T11157 (FL)	6/6/1989
OUTBACK STEAKHOUSE (horizon)	3,626,269	5/26/2009
OUTBACK STEAKHOUSE (horizon)	3,626,267	5/26/2009
OUTBACK STEAKHOUSE (horizon)	3,626,268	5/26/2009
OUTBACK STEAKHOUSE (horizon)	3,650,040	7/7/2009
OUTBACK STEAKHOUSE (logo - steakhouse w-oblong border)	3,701,729	10/27/2009
OUTBACK STEAKHOUSE (words only)	1,523,949	2/7/1989
OUTBACK STEAKHOUSE (words only)	1,992,707	8/13/1996
OUTBACK STEAKHOUSE (words only)	2,864,856	7/20/2004
OUTBACK STEAKHOUSE and Kangaroo Design	1,780,666	7/6/1993
OUTBACK STEAKHOUSE and Kangaroo Design	1,895,164	5/23/1995
OUTBACK STEAKHOUSE and Kangaroo Design	2,017,991	11/19/1996
OUTBACK STEAKHOUSE CURBSIDE TAKE-AWAY (w/design) - REPLACED TM Reg 2,438,141	3,992,345	7/12/2011
OUTBACK STEAKHOUSE LIVE ADVENTUROUS (words only)	3,666,760	8/11/2009
OUTBACK STEAKHOUSE OUTPOST	2483439	8/28/2001
OUTBACK STEAKHOUSE PRO AM (stylized design)	3,023,598	12/6/2005
OUTBACK TAKE AWAY (words only)	2,059,359	5/6/1997
QUALITY CASUAL (words only)	3,758,014	3/9/2010
QUEENSLAND CHICKEN'N SHRIMP (words only)	1,735,048	11/24/1992
RED, WHITE & BLOOMIN' (words only)	3,860,034	10/12/2010
RIBS AND ALICE SPRINGS CHICKEN COMBO (words only)	3,605,690	4/14/2009
SIGNATURE STEAK SAUCE (words only)	3,937,146	3/29/2011
SWEET ADVENTURE SAMPLER TRIO (words only)	3,739,566	1/19/2010
SYDNEY'S SINFUL SUNDAE (words only)	1,987,047	7/16/1996
THE OUTBACK SPECIAL (words only)	1,819,091	2/1/1994
THE WALLABY DARNED (words only)	2,196,073	10/13/1998
TREE (design by itself)	3,724,422	12/15/2009
VICTORIA'S FILET (words only)	1,822,985	2/22/1994
WALKABOUT SOUP (words only)	1,826,479	3/15/1994

OS Asset, Inc. – U.S. Trademark Applications

<u>Mark</u>	<u>Filing Date</u>	<u>Application No.</u>
CHEF MADE CUSTOM CREATIONS (words only)	2/10/2012	85539464
CHEF MADE CUSTOM CREATIONS (words w/design)	2/10/2012	85539515
LOVEBACK (words only)	9/22/2011	85429292
LOVEBACK PROJET (words only)	9/22/2011	85429303
LOVEBACK PROECT OUTBACK (words only)	9/22/2011	85429319
OUTBACK RACING (words only)	11/1/2011	85461407
OUTBACK SHORT CUTS	11/1/2011	85461511
OUTBACK STEAKBAR (words only)	11/1/2011	85461486
OUTBACK STEAKHOUSE (words w/design)	11/1/2011	85461380
OUTBACK STEAKHOUSE RACING (words only)	11/1/2011	85461396
OUTBACK STEAKHOUSE RACING 39 (words w/design)	11/9/2011	85468515
OUT FRONT AT OUTBACK (words only)	11/1/2011	85461536
TABLEMATES (words only)	5/23/2012	85632657

[OS Asset, Inc. – Trademark Security Agreement]

RECORDED: 11/07/2012

**TRADEMARK
REEL: 004895 FRAME: 0564**