

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM305317

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
OS Asset, Inc.		05/16/2014	CORPORATION: FLORIDA
RECEIVING PARTY DATA			
Name:	Wells Fargo Bank, National Association, as Collateral Agent		
Street Address:	1525 West W.T. Harris Blvd.		
Internal Address:	MAC D1109-019		
City:	Charlotte		
State/Country:	NORTH CAROLINA		
Postal Code:	28262		
Entity Type:	a national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 67			
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:	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	
Registration Number:	2422975	CURBSIDE TAKE-AWAY	
Registration Number:	2075577	DOWN UNDER 'RITA	
Registration Number:	3608502	DROVER'S RIB AND CHICKEN PLATTER	
Registration Number:	3626344	GO OUTBACK TONIGHT.	
Registration Number:	2071750	GOLD COAST 'RITA	
Registration Number:	3735016	TRADEMARK	

OP \$1690.00 1720493

Property Type	Number	Word Mark
Registration Number:	4028260	IT'S ALWAYS FRESH IN THE OUTBACK STEAKHO
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:	2005889	OUTBACK PRIME
Registration Number:	1993032	OUTBACK RACK
Registration Number:	3908053	OUTBACK SIGNATURE STEAK SAUCE
Registration Number:	3937146	OUTBACK SIGNATURE STEAK SAUCE
Registration Number:	4269449	OUTBACK STEAKHOUSE
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
Registration Number:	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:	3023598	OUTBACK STEAKHOUSE PRO AM
Registration Number:	4269450	OUTBACK STEAKHOUSE RACING
Registration Number:	4269496	OUTBACK STEAKHOUSE RACING 39
Registration Number:	2059359	OUTBACK TAKE AWAY
Registration Number:	3758014	QUALITY CASUAL

TRADEMARK

Property Type	Number	Word Mark
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

CORRESPONDENCE DATA

Fax Number: 7043738822

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.

Phone: (704) 373-4640

Email: bsmith@mcguirewoods.com

Correspondent Name: Betty G. Smith, Senior Paralegal

Address Line 1: McGuireWoods LLP, 201 N. Tryon Street

Address Line 2: Suite 3000

Address Line 4: Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER:	2029724-0685
NAME OF SUBMITTER:	Betty G. Smith
SIGNATURE:	/Betty G. Smith/
DATE SIGNED:	05/22/2014

Total Attachments: 6

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TRADEMARK SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT, dated as of May 16, 2014 made by OS ASSET, INC., a Florida corporation (the "Grantor"), having its chief executive office at 2202 N. West Shore Blvd., 5th Floor, Tampa, Florida 33607, in favor of WELLS FARGO BANK, NATIONAL ASSOCIATION, as collateral agent (together with its successors in such capacity, the "Grantee"), with offices at 1525 West W.T. Harris Blvd., MAC D 1109-019, Charlotte, North Carolina, 28262, 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 and the Grantee, as Administrative Agent.

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., as Grantor

By: 

Name: Joseph J. Kadow

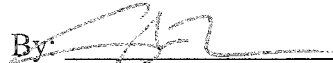
Title: Executive Vice President

OS Asset, Inc.
Trademark Security Agreement
Signature Page

TRADEMARK
REEL: 005284 FRAME: 0995

Accepted and Agreed:

WELLS FARGO BANK, NATIONAL ASSOCIATION,
as Grantee

By: 
Name: Stephen A. Leon
Title: Managing Director

OS Asset, Inc.
Trademark Security Agreement
Signature Page

TRADEMARK
REEL: 005284 FRAME: 0996

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

UNITED STATES TRADEMARKS:

U.S. Trademark Registrations

<u>Mark</u>	<u>Reg. Date</u>	<u>Reg. No</u>
ALICE SPRINGS CHICKEN (words only)	9/29/1992	1,720,493
ALICE SPRINGS CHICKEN QUESADILLAS (words only)	4/21/2009	3,608,558
AUSSIE AUTUMN (words only)	3/31/2009	3,599,483
AUSSIE-TIZER (words only)	7/7/2009	3,649,989
AUSSIE-TIZERS (words only)	11/26/1996	2,018,859
BLOOMIN' BIRTHDAY (words only)	4/14/2009	3,605,559
BLOOMIN' BURGER (words only)	4/14/2009	3,605,557
BLOOMIN' ONION (words only)	3/28/1989	1,532,205
BLOOMIN' ONION (words only)	6/6/1989	T11138 (FL)
BOOMERANG CLUB (logo)	10/20/2009	3,698,830
BOOMERANG CLUB (words only)	6/2/2009	3,633,024
CHOCOLATE THUNDER FROM DOWN UNDER (words only)	8/24/1993	1,789,557
CINNAMON OBLIVION (words only)	7/23/1996	1,988,393
CLICK & PICK UP (words only)	8/11/2009	3,666,761
CURBSIDE TAKE-AWAY (words only)	1/23/2001	2,422,975
DOWN UNDER 'RITA (words only)	7/1/1997	2,075,577
DROVER'S RIB AND CHICKEN PLATTER (words only)	4/21/2009	3,608,502
GO OUTBACK TONIGHT. (words only)	5/26/2009	3,626,344
GOLD COAST 'RITA (words only)	6/17/1997	2,071,750
HORIZON (design by itself)	1/5/2010	3,735,016
IT'S ALWAYS FRESH IN THE OUTBACK STEAKHOUSE (W/design)	9/20/2011	4,028,260
IT'S ALWAYS FRESH IN THE OUTBACK (words only)	1/18/2011	3,907,843
KOOKABURRA WINGS (words only)	9/15/1992	1,716,098
LET GO. GIVE BACK. (words only)	2/16/2010	3,749,139
LET GO. GO OUTBACK (words only)	10/21/2008	3,521,247
LIVE ADVENTUROUS OUTBACK STEAKHOUSE (words only)	1/26/2010	3,742,478
LIVE ADVENTUROUS (words only)	3/30/2010	3,768,970,
NO RULES. JUST RIGHT TO YOUR CAR. (words only)	3/7/2000	2,326,861
NO RULES. JUST RIGHT. (words only)	10/11/1994	1,857,996
NO WORRIES (words only)	3/31/2009	3,600,366
NO WORRIES WEDNESDAY MIXED GRILL (words only)	10/13/2009	3,694,667
OUTBACK (words only)	12/3/1996	2,020,110

OUTBACK (words only)	4/15/1997	2,052,618
OUTBACK GRILLERS (words only)	3/16/1999	2,232,347
OUTBACK OUTPOST (words only) (used at Cincinnati airport location)	3/4/2008	3,391,703
OUTBACK PRIME (words only)	3/16/1996	2,005,889
OUTBACK RACK (words only)	8/13/1996	1,993,032
OUTBACK SIGNATURE STEAK SAUCE (words only)	1/18/2011	3,908,053
OUTBACK SIGNATURE STEAK SAUCE (logo)	3/29/2011	3,937,146
OUTBACK STEAKHOUSE (words w/design)	1/1/2013	4,269,449
OUTBACK STEAKHOUSE (words only)	11/19/1996	2,017,992
OUTBACK STEAKHOUSE (words only)	6/6/1989	T11157 (FL)
OUTBACK STEAKHOUSE (horizon)	5/26/2009	3,626,269
OUTBACK STEAKHOUSE (horizon)	5/26/2009	3,626,267
OUTBACK STEAKHOUSE (horizon)	5/26/2009	3,626,268
OUTBACK STEAKHOUSE (horizon)	7/7/2009	3,650,040
OUTBACK STEAKHOUSE (logo - steakhouse w-oblong border)	10/27/2009	3,701,729
OUTBACK STEAKHOUSE (words only)	2/7/1989	1,523,949
OUTBACK STEAKHOUSE (words only)	8/13/1996	1,992,707
OUTBACK STEAKHOUSE (words only)	7/20/2004	2,864,856
OUTBACK STEAKHOUSE and Kangaroo Design	7/6/1993	1,780,666
OUTBACK STEAKHOUSE and Kangaroo Design	5/23/1995	1,895,164
OUTBACK STEAKHOUSE and Kangaroo Design	11/19/1996	2,017,991
OUTBACK STEAKHOUSE CURBSIDE TAKE-AWAY (w/design) - REPLACED TM Reg 2,438,141	7/12/2011	3,992,345
OUTBACK STEAKHOUSE LIVE ADVENTUROUS (words only)	8/11/2009	3,666,760
OUTBACK STEAKHOUSE PRO AM (stylized design)	12/6/2005	3,023,598
OUTBACK STEAKHOUSE RACING (words only)	1/1/2013	4,269,450
OUTBACK STEAKHOUSE RACING 39 (words w/design)	1/1/2013	4,269,496
OUTBACK TAKE AWAY (words only)	5/6/1997	2,059,359
QUALITY CASUAL (words only)	3/9/2010	3,758,014
RED, WHITE & BLOOMIN' (words only)	10/12/2010	3,860,034
RIBS AND ALICE SPRINGS CHICKEN COMBO (words only)	4/14/2009	3,605,690
SWEET ADVENTURE SAMPLER TRIO (words only)	1/19/2010	3,739,566
SYDNEY'S SINFUL SUNDAE (words only)	7/16/1996	1,987,047
THE OUTBACK SPECIAL (words only)	2/1/1994	1,819,091
THE WALLABY DARNED (words only)	10/13/1998	2,196,073
TREE (design by itself)	12/15/2009	3,724,422
VICTORIA'S FILET (words only)	2/22/1994	1,822,985
WALKABOUT SOUP (words only)	3/15/1994	1,826,479

U.S. Trademark Applications

None.