

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM318948

|                              |                   |
|------------------------------|-------------------|
| <b>SUBMISSION TYPE:</b>      | NEW ASSIGNMENT    |
| <b>NATURE OF CONVEYANCE:</b> | SECURITY INTEREST |
| <b>SEQUENCE:</b>             | 8                 |

## CONVEYING PARTY DATA

| Name                 | Formerly | Execution Date | Entity Type                         |
|----------------------|----------|----------------|-------------------------------------|
| IHOP Restaurants LLC |          | 09/30/2014     | LIMITED LIABILITY COMPANY: DELAWARE |

## RECEIVING PARTY DATA

|                          |   |
|--------------------------|---|
| <b>Name:</b>             | Citibank, N.A., as Trustee                  |
| <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: 44

| Property Type        | Number  | Word Mark                               |
|----------------------|---------|---|
| Registration Number: | 3429404 | ANY TIME'S A GOOD TIME FOR IHOP         |
| Registration Number: | 3923246 | CINN-A-STACK                            |
| Registration Number: | 2846136 | COME HUNGRY. LEAVE HAPPY.               |
| Registration Number: | 4025593 | CREATE-A-FACE PANCAKE                   |
| Registration Number: | 4281618 |   |
| Registration Number: | 2654144 | FUNNY FACE                              |
| Registration Number: | 3526262 | HARVEST GRAIN 'N NUT                    |
| Registration Number: | 4036294 | IHOP                                    |
| Registration Number: | 3429405 | IHOP                                    |
| Registration Number: | 3429406 | IHOP                                    |
| Registration Number: | 2332311 | IHOP                                    |
| Registration Number: | 4050866 | IHOP AT HOME                            |
| Registration Number: | 3731730 | IHOP CAFE                               |
| Registration Number: | 3771927 | IHOP EXPRESS                            |
| Registration Number: | 3743560 | IHOP FOR ME                             |
| Registration Number: | 4168136 | IHOP INTERNATIONAL HOUSE ROAST ORIGINAL |
| Registration Number: | 3616420 | IHOP 'N GO                              |

TRADEMARK

| Property Type        | Number   | Word Mark                                |
|----------------------|----------|--|
| Registration Number: | 3616421  | IHOP 'N GO CARRY OUT                     |
| Registration Number: | 3429408  | IHOP RESTAURANT                          |
| Registration Number: | 3433996  | IHOP RESTAURANT                          |
| Registration Number: | 3003423  | IHOP RESTAURANT                          |
| Registration Number: | 2942609  | IHOP RESTAURANT                          |
| Registration Number: | 4407990  | IHOP RESTAURANT EVERYTHING YOU ABOUT BRE |
| Registration Number: | 4407992  | IHOP RESTAURANT EVERYTHING YOU ABOUT BRE |
| Registration Number: | 4015959  | IHOP SPLASHERS                           |
| Registration Number: | 4036165  | IHOP U                                   |
| Registration Number: | 4036166  | IHOP U                                   |
| Registration Number: | 4393720  | IHOP. EL DESAYUNO COMO A TI TE GUSTA.    |
| Registration Number: | 4393443  | IHOP. EVERYTHING YOU LOVE ABOUT BREAKFAS |
| Registration Number: | 3514724  | INTERNATIONAL HOUSE OF PANCAKES          |
| Registration Number: | 3408102  | INTERNATIONAL HOUSE OF PANCAKES RESTAURA |
| Registration Number: | 3507059  | INTERNATIONAL HOUSE OF PANCAKES RESTAURA |
| Registration Number: | 4151113  | MAKE IT AN IHOP DAY.                     |
| Registration Number: | 3603073  | NEVER EMPTY COFFEE POT                   |
| Registration Number: | 4026923  | PANCAKE REVOLUTION                       |
| Registration Number: | 4111120  | PANCAKES TO THE PEOPLE                   |
| Registration Number: | 3526263  | ROOTY JR.                                |
| Registration Number: | 3433997  | ROOTY TOOTY FRESH 'N FRUITY              |
| Registration Number: | 3705677  | SERVICE AS GOOD AS OUR PANCAKES          |
| Registration Number: | 3822209  | SIP FLIP ENJOY                           |
| Registration Number: | 4281615  | UNCLE BOB'S CHICKEN NOODLE               |
| Serial Number:       | 86182989 | IHOP                                     |
| Serial Number:       | 85895018 | IHOP REWARDS                             |
| Serial Number:       | 86241800 | NATIONAL PANCAKE DAY                     |

**CORRESPONDENCE DATA**

Fax Number: 2149813400

*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: 2149813483

Email: dclark@sidley.com

Correspondent Name: Dusan Clark, Esq.

Address Line 1: Sidley Austin LLP

Address Line 2: 2001 Ross Avenue, Suite 3600

Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER: 51134-10130

NAME OF SUBMITTER: Dusan Clark

**TRADEMARK**

REEL: 005374 FRAME: 0336

|   |               |
|---|---------------|
| <b>SIGNATURE:</b>   | /Dusan Clark/ |
| <b>DATE SIGNED:</b>   | 10/03/2014    |
| <b>Total Attachments: 8</b><br>source=DIN -IHOP TM Security Interest (Relating to Debt Is)#page1.tif<br>source=DIN -IHOP TM Security Interest (Relating to Debt Is)#page2.tif<br>source=DIN -IHOP TM Security Interest (Relating to Debt Is)#page3.tif<br>source=DIN -IHOP TM Security Interest (Relating to Debt Is)#page4.tif<br>source=DIN -IHOP TM Security Interest (Relating to Debt Is)#page5.tif<br>source=DIN -IHOP TM Security Interest (Relating to Debt Is)#page6.tif<br>source=DIN -IHOP TM Security Interest (Relating to Debt Is)#page7.tif<br>source=DIN -IHOP TM Security Interest (Relating to Debt Is)#page8.tif |               |

## **NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS**

This NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS (the "Notice") is made and entered into as of September 30, 2014, by and between IHOP RESTAURANTS LLC, a Delaware limited liability company located at 450 North Brand Blvd., 7<sup>th</sup> Floor, Glendale, CA 91203-4415 ("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 September 30, 2014, by and among IHOP Restaurants LLC, a Delaware limited liability company, Applebee's Restaurants LLC, a Delaware limited liability company, Applebee's Franchisor LLC, a Delaware limited liability company, IHOP Franchisor LLC, a Delaware limited liability company, IHOP Property LLC, a Delaware limited liability company, IHOP Leasing LLC, a Delaware limited liability company, IHOP SPV Guarantor LLC, a Delaware limited liability company, Applebee's SPV Guarantor LLC, a Delaware limited liability company, each as a Guarantor, and the Trustee (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 4.6(a) 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 PTO 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 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 September 30, 2014, by and among IHOP Funding LLC, a Delaware limited liability company, Applebee's Funding LLC, a Delaware limited liability company, and Citibank, as Trustee and Securities Intermediary (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 PTO 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.

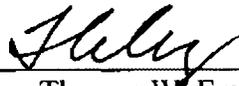
3. THIS NOTICE SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK (INCLUDING WITHOUT LIMITATION SECTIONS 5-1401 AND 5-1402 OF THE GENERAL OBLIGATIONS LAW OF THE STATE OF NEW YORK) WITHOUT REGARD TO ANY CHOICE OR CONFLICTS OF LAW PRINCIPLES THAT WOULD LEAD TO THE APPLICATION OF THE DOMESTIC SUBSTANTIVE LAWS OF ANY OTHER JURISDICTION, AND THE OBLIGATIONS, RIGHTS AND REMEDIES OF THE PARTIES HEREUNDER SHALL BE DETERMINED IN ACCORDANCE WITH SUCH LAWS OF THE STATE OF NEW YORK.

4. This Notice may be executed by the parties hereto in separate counterparts, each of which when so executed shall be deemed to be an original and all of which when taken together shall constitute one and the same agreement.

*[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.

IHOP RESTAURANTS LLC, as Grantor

By:   
Name: Thomas W. Emrey  
Title: Chief Financial Officer



**Schedule 1  
Trademarks**

| <b>Mark</b>  | <b>Class</b> | <b>App. No./<br/>App. Date</b> | <b>Reg. No./<br/>Reg. Date</b> | <b>Status</b>            |
|--|--------------|--------------------------------|--------------------------------|--------------------------|
| ANY TIME'S A GOOD TIME<br>FOR IHOP   | 43           | 77105149<br>12-FEB-2007        | 3429404<br>20-MAY-2008         | Registered               |
| CINN-A-STACK   | 30 43        | 76659659<br>08-MAY-2006        | 3923246<br>22-FEB-2011         | Registered               |
| COME HUNGRY. LEAVE<br>HAPPY.   | 43           | 76472723<br>06-DEC-2002        | 2846136<br>25-MAY-2004         | Registered               |
| CREATE-A-FACE PANCAKE  | 30           | 85231692<br>01-FEB-2011        | 4025593<br>13-SEP-2011         | Registered               |
| <i>Design Only</i><br>               | 29 30        | 85494145<br>13-DEC-2011        | 4281618<br>29-JAN-2013         | Registered               |
| FUNNY FACE   | 30           | 76348339<br>11-DEC-2001        | 2654144<br>26-NOV-2002         | Registered               |
| HARVEST GRAIN 'N NUT   | 30           | 77105162<br>12-FEB-2007        | 3526262<br>04-NOV-2008         | Registered               |
| IHOP<br>Cross References: I HOP<br> | 43           | 86182989<br>03-FEB-2014        | N/A                            | Pending<br>Intent to Use |
| IHOP   | 29 30        | 85172920<br>09-NOV-2010        | 4036294<br>04-OCT-2011         | Registered               |
| IHOP<br>                            | 43           | 77105181<br>12-FEB-2007        | 3429405<br>20-MAY-2008         | Registered               |
| IHOP   | 43           | 77105192<br>12-FEB-2007        | 3429406<br>20-MAY-2008         | Registered               |

| Mark  | Class | App. No./<br>App. Date  | Reg. No./<br>Reg. Date | Status     |
|---|-------|-------------------------|------------------------|------------|
| IHOP<br>   | 42    | 75671342<br>31-MAR-1999 | 2332311<br>21-MAR-2000 | Registered |
| IHOP AT HOME  | 29 30 | 85231730<br>01-FEB-2011 | 4050866<br>01-NOV-2011 | Registered |
| IHOP CAFE<br><b>IHOP CAFÉ</b>   | 43    | 76691975<br>08-AUG-2008 | 3731730<br>29-DEC-2009 | Registered |
| IHOP EXPRESS  | 43    | 76691550<br>24-JUL-2008 | 3771927<br>06-APR-2010 | Registered |
| IHOP FOR ME   | 43    | 76698145<br>29-JUN-2009 | 3743560<br>02-FEB-2010 | Registered |
| IHOP INTERNATIONAL<br>HOUSE ROAST ORIGINAL<br> | 30    | 76693250<br>01-OCT-2008 | 4168136<br>03-JUL-2012 | Registered |
| IHOP 'N GO<br><b>IHOP 'N GO</b>   | 43    | 76677371<br>24-MAY-2007 | 3616420<br>05-MAY-2009 | Registered |
| IHOP 'N GO CARRY OUT<br>                       | 43    | 76677373<br>24-MAY-2007 | 3616421<br>05-MAY-2009 | Registered |
| IHOP RESTAURANT<br>                            | 43    | 77105379<br>12-FEB-2007 | 3429408<br>20-MAY-2008 | Registered |
| IHOP RESTAURANT   | 43    | 77105388                | 3433996                | Registered |

| Mark  | Class | App. No./<br>App. Date  | Reg. No./<br>Reg. Date | Status                   |
|---|-------|-------------------------|------------------------|--------------------------|
|    |       | 12-FEB-2007             | 27-MAY-2008            |                          |
| IHOP RESTAURANT<br>  | 30    | 76597196<br>14-JUN-2004 | 3003423<br>04-OCT-2005 | Registered               |
| IHOP RESTAURANT<br>  | 43    | 76479202<br>30-DEC-2002 | 2942609<br>19-APR-2005 | Registered               |
| IHOP RESTAURANT<br>EVERYTHING YOU LOVE<br>ABOUT BREAKFAST.<br> | 43    | 85630622<br>21-MAY-2012 | 4407990<br>24-SEP-2013 | Registered               |
| IHOP RESTAURANT<br>EVERYTHING YOU LOVE<br>ABOUT BREAKFAST.<br> | 43    | 85630658<br>21-MAY-2012 | 4407992<br>24-SEP-2013 | Registered               |
| IHOP REWARDS<br>   | 35    | 85895018<br>04-APR-2013 | N/A                    | Pending<br>Intent to Use |
| IHOP SPLASHERS  | 32    | 85231766<br>01-FEB-2011 | 4015959<br>23-AUG-2011 | Registered               |
| IHOP U  | 43    | 85119603<br>31-AUG-2010 | 4036165<br>04-OCT-2011 | Registered               |

| Mark   | Class | App. No./<br>App. Date  | Reg. No./<br>Reg. Date | Status     |
|--|-------|-------------------------|------------------------|------------|
| IHOP U<br>  | 43    | 85119625<br>31-AUG-2010 | 4036166<br>04-OCT-2011 | Registered |
| IHOP. EL DESAYUNO COMO A<br>TI TE GUSTA.<br><b>Translation:</b> I HOP<br>BREAKFAST THE WAY YOU<br>LIKE IT                            | 43    | 85667155<br>02-JUL-2012 | 4393720<br>27-AUG-2013 | Registered |
| IHOP. EVERYTHING YOU<br>LOVE ABOUT BREAKFAST.  | 43    | 85616822<br>04-MAY-2012 | 4393443<br>27-AUG-2013 | Registered |
| INTERNATIONAL HOUSE OF<br>PANCAKES   | 43    | 77105421<br>12-FEB-2007 | 3514724<br>14-OCT-2008 | Registered |
| INTERNATIONAL HOUSE OF<br>PANCAKES RESTAURANT<br> | 43    | 77113765<br>22-FEB-2007 | 3408102<br>08-APR-2008 | Registered |
| INTERNATIONAL HOUSE OF<br>PANCAKES RESTAURANT<br> | 43    | 77113785<br>22-FEB-2007 | 3507059<br>30-SEP-2008 | Registered |
| MAKE IT AN IHOP DAY.   | 43    | 85231810<br>01-FEB-2011 | 4151113<br>29-MAY-2012 | Registered |
| NATIONAL PANCAKE DAY   | 36    | 86241800<br>03-APR-2014 |                        | Pending    |
| NEVER EMPTY COFFEE POT   | 30    | 77105426<br>12-FEB-2007 | 3603073<br>07-APR-2009 | Registered |

| Mark                               | Class | App. No./<br>App. Date  | Reg. No./<br>Reg. Date | Status     |
|------------------------------------|-------|-------------------------|------------------------|------------|
| PANCAKE REVOLUTION                 | 35 43 | 85068916<br>22-JUN-2010 | 4026923<br>13-SEP-2011 | Registered |
| PANCAKES TO THE PEOPLE             | 43    | 85258692<br>04-MAR-2011 | 4111120<br>13-MAR-2012 | Registered |
| ROOTY JR.                          | 30    | 77105441<br>12-FEB-2007 | 3526263<br>04-NOV-2008 | Registered |
| ROOTY TOOTY FRESH 'N<br>FRUITY     | 30 43 | 77105431<br>12-FEB-2007 | 3433997<br>27-MAY-2008 | Registered |
| SERVICE AS GOOD AS OUR<br>PANCAKES | 43    | 76677372<br>24-MAY-2007 | 3705677<br>03-NOV-2009 | Registered |
| SIP FLIP ENJOY                     | 43    | 76692323<br>25-AUG-2008 | 3822209<br>20-JUL-2010 | Registered |
| UNCLE BOB'S CHICKEN<br>NOODLE      | 29    | 85494115<br>13-DEC-2011 | 4281615<br>29-JAN-2013 | Registered |