TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM318958

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Back-up Security Interest in Trademarks
SEQUENCE:	4

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Applebee's SPV Guarantor LLC		09/30/2014	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Applebee's Funding LLC
Street Address:	450 North Brand Blvd.
Internal Address:	7th Floor
City:	Glendale
State/Country:	CALIFORNIA
Postal Code:	91203-4415
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 53

Property Type	Number	Word Mark
Registration Number:	3186126	"A" IS FOR APPLEBEE'S
Registration Number:	3653605	3 COURSE CLASSICS
Registration Number:	1601596	AMERICA'S FAVORITE NEIGHBOR
Registration Number:	3435409	APPLEBEE'S
Registration Number:	3126987	APPLEBEE'S
Registration Number:	2174392	APPLEBEE'S
Registration Number:	1927107	APPLEBEE'S
Registration Number:	1695071	APPLEBEE'S
Registration Number:	3928177	APPLEBEE'S AFTER
Registration Number:	3116854	APPLEBEE'S ANYWHERE
Registration Number:	4566863	APPLEBEE'S CARSIDE TO GO
Registration Number:	2924966	APPLEBEE'S CORE NEWS
Registration Number:	4528134	APPLEBEE'S EXPRESS LUNCH
Registration Number:	3126988	APPLEBEE'S GRILL
Registration Number:	4571093	APPLEBEE'S LATE NIGHT
Registration Number:	1926020	APPLEBEE'S NEIGHBORHOOD GRILL
Registration Number:	1477153	APPLEBEE'S NEIGHBORHOOD GRILL & BAR

CH $1340.00 3186126

Property Type	Number	Word Mark
Registration Number:	3636662	APPLEBEE'S NEIGHBORHOOD VALUES
Registration Number:	4562689	APPLEBEE'S PERKS
Registration Number:	3780214	APPLEBEE'S REALBURGERS
Registration Number:	4292476	BREWTUS
Registration Number:	1783594	BREWTUS
Registration Number:	3852094	CARSIDE TO GO
Registration Number:	3852095	CARSIDE TO GO
Registration Number:	2969882	CARSIDE TO GO
Registration Number:	2893600	CHICKEN TANGLERS
Registration Number:	4360782	CLUB APPLEBEE'S
Registration Number:	3810392	
Registration Number:	3495064	
Registration Number:	2552524	
Registration Number:	2510402	EATIN' GOOD IN THE NEIGHBORHOOD
Registration Number:	3750435	ENDLESS FAVORITES
Registration Number:	3188439	FIESTA LIME CHICKEN
Registration Number:	3188875	FIRE GRILLED FAVORITES
Registration Number:	3138570	IRRESIST-A-BOWLS
Registration Number:	3624094	IT'S A WHOLE NEW NEIGHBORHOOD
Registration Number:	2840241	IT'S NOT FAST FOOD - IT'S APPLEBEE'S FOO
Registration Number:	3148559	MAIN STREET RITA
Registration Number:	2379470	MUCHO MARGARITA
Registration Number:	3698860	PICK 'N PAIR
Registration Number:	3836645	REAL AT FIRST BITE
Registration Number:	4241927	SEE YOU TOMORROW
Registration Number:	2073776	SUMMER SQUEEZE
Registration Number:	1223740	T.J. APPLEBEE'S RX FOR EDIBLES & ELIXIRS
Registration Number:	3920893	THERE'S NO PLACE LIKE THE NEIGHBORHOOD
Registration Number:	3119040	TRIPLE CHOCOLATE MELTDOWN
Registration Number:	4594590	ULTIMATE TRIOS
Registration Number:	4566637	UNBELIEVABLY GREAT TASTING UNDER 550 CAL
Registration Number:	2895850	YOU CALL IT IN. WE BRING IT OUT.
Registration Number:	4365864	YOU'LL-BE-BACK FLAVOR
Serial Number:	86317546	ALL-IN BURGER
Serial Number:	86230945	ALL-IN BURGERS
Serial Number:	86259328	APPLEBEE'S SERVES DOING GOOD IN OUR NEIG

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:	214-981-3483
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
SIGNATURE:	/Dusan Clark/
DATE SIGNED:	10/03/2014

Total Attachments: 8

source=DIN - 2nd Tier Applebees Back-up TM Security Interest#page1.tif
source=DIN - 2nd Tier Applebees Back-up TM Security Interest#page2.tif
source=DIN - 2nd Tier Applebees Back-up TM Security Interest#page3.tif
source=DIN - 2nd Tier Applebees Back-up TM Security Interest#page4.tif
source=DIN - 2nd Tier Applebees Back-up TM Security Interest#page5.tif
source=DIN - 2nd Tier Applebees Back-up TM Security Interest#page6.tif
source=DIN - 2nd Tier Applebees Back-up TM Security Interest#page7.tif
source=DIN - 2nd Tier Applebees Back-up TM Security Interest#page8.tif

NOTICE OF GRANT OF BACK-UP SECURITY INTEREST IN TRADEMARKS

This Notice of Grant of Back-up Security Interest in Trademarks (the "Notice"), is made and entered into as of September 30, 2014, by and between APPLEBEE'S SPV GUARANTOR LLC, a Delaware limited liability company located at 450 North Brand Blvd., 7th Floor Glendale, CA 91203.4415 ("Grantor"), and APPLEBEE'S FUNDING LLC, a Delaware limited liability company located at 450 North Brand Blvd., 7th Floor Glendale, CA 91203.4415 ("Secured Party") (collectively referred to as the "Parties").

WHEREAS, Grantor is the owner of the United States trademarks and service marks, 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 Second-Tier Applebee's Contribution Agreement between the Parties of even date herewith (the "Agreement"), Grantor granted a security interest in certain intellectual property defined in the Agreement as the Contributed IP, including the Trademarks and the goodwill connected with the use of or symbolized by the Trademarks and all products and proceeds of the foregoing, 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 proceeds of any guaranties, indemnities, insurance and other agreements or arrangements of whatever character from time to time purporting to secure or otherwise relate to the foregoing (collectively, the "Trademark Collateral"); and

WHEREAS, pursuant to Section 3.1(e) of the Agreement, Grantor agreed to execute and deliver to Secured Party 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 Agreement in the event a court of competent jurisdiction were to hold that the contribution of the Trademarks pursuant to the Agreement does not constitute a valid contribution or absolute transfer of the Trademarks as set forth in the Agreement, but instead constitutes a loan;

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 Agreement, which are incorporated by reference as if fully set forth herein, Grantor hereby grants a security interest in favor of the Secured Party in all of Grantor's right, title and interest in, to and under the Trademark Collateral now owned or hereafter acquired to secure such loan in the aggregate value of the Contribution Assets, *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 contribution, assignment and/or conveyance of the Trademarks hereunder, including intent-to-use applications filed with the United States Patent and Trademark Office 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), unless and until such time that the contribution, assignment and/or conveyance of the Trademarks hereunder will not cause such Trademark to be invalidated, cancelled, voided or abandoned.

Capitalized terms used herein and not defined herein have the meanings set forth in the Agreement.

The Parties intend that this Notice is for recordation purposes only and its terms shall not modify and shall be subject to the applicable terms and conditions of the Agreement, which govern the Secured Party's contingent 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 provide notice of the contingent security interest in the Trademark Collateral for the Secured Party, and Grantor hereby requests the PTO to file and record the same together with the annexed Schedule 1.

Grantor and Secured Party 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 Agreement and shall terminate automatically upon the termination of the Agreement.

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.

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 a single 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 and delivered as of the date first written above.

APPLEBEE'S SPV GUARANTOR LLC

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

APPLEBEE'S FUNDING LLC

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

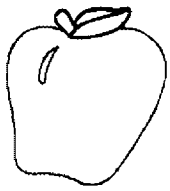
TRADEMARK
REEL: 005374 FRAME: 0393

Schedule 1
Trademarks

Mark	Class	App. No./ App. Date	Reg. No./ Reg. Date	Status
"A" IS FOR APPLEBEE'S	43	78684004 02-AUG-2005	3186126 19-DEC-2006	Registered
3 COURSE CLASSICS	43	77529398 23-JUL-2008	3653605 14-JUL-2009	Registered
ALL-IN BURGER	29	86317546 23-JUN-2014	N/A	Pending Intent to Use
ALL-IN BURGERS	29	86230945 25-MAR-2014	N/A	Pending Intent to Use
AMERICA'S FAVORITE NEIGHBOR	42	73833532 24-OCT-1989	1601596 12-JUN-1990	Registered
APPLEBEE'S Applebee's	35 43	77287079 24-SEP-2007	3435409 27-MAY-2008	Registered
APPLEBEE'S	43	78776156 19-DEC-2005	3126987 08-AUG-2006	Registered
APPLEBEE'S	42	75204357 26-NOV-1996	2174392 21-JUL-1998	Registered
APPLEBEE'S	35	74488449 09-FEB-1994	1927107 17-OCT-1995	Registered
APPLEBEE'S Applebee's	42	74155247 08-APR-1991	1695071 16-JUN-1992	Registered
APPLEBEE'S AFTER	43	85057429 08-JUN-2010	3928177 08-MAR-2011	Registered
APPLEBEE'S ANYWHERE	43	78661607 30-JUN-2005	3116854 18-JUL-2006	Registered
APPLEBEE'S CARSIDE TO GO	43	86046223 23-AUG-2013	4566863 15-JUL-2014	Registered

Mark	Class	App. No./ App. Date	Reg. No./ Reg. Date	Status
Applebee's Carside To Go				
APPLEBEE'S CORE NEWS	16	78219267 26-FEB-2003	2924966 08-FEB-2005	Registered
APPLEBEE'S EXPRESS LUNCH	43	85894203 03-APR-2013	4528134 13-MAY-2014	Registered
APPLEBEE'S GRILL	43	78776167 19-DEC-2005	3126988 08-AUG-2006	Registered
APPLEBEE'S LATE NIGHT Applebee's LATE NIGHT	43	86046194 23-AUG-2013	4571093 22-JUL-2014	Registered
APPLEBEE'S NEIGHBORHOOD GRILL Applebee's Neighborhood Grill	42	74387188 05-MAY-1993	1926020 10-OCT-1995	Registered
APPLEBEE'S NEIGHBORHOOD GRILL & BAR	42	73576958 09-JAN-1986	1477153 16-FEB-1988	Registered
APPLEBEE'S NEIGHBORHOOD VALUES	43	77542547 08-AUG-2008	3636662 09-JUN-2009	Registered
APPLEBEE'S PERKS APPLEBEE'S PERKS	35	86016045 22-JUL-2013	4562689 8-JUL-2014	Registered
APPLEBEE'S REALBURGERS	30	77702181 30-MAR-2009	3780214 27-APR-2010	Registered
APPLEBEE'S SERVES	36	86259328	N/A	Pending

Mark	Class	App. No./ App. Date	Reg. No./ Reg. Date	Status
DOING GOOD IN OUR NEIGHBORHOOD APPLEBEE'S SERVES		22-APR-2014		Intent to Use
BREWTUS	33	85729530 14-SEP-2012	4292476 19-FEB-2013	Registered
BREWTUS	32	74255218 13-MAR-1992	1783594 20-JUL-1993	Registered
CARSIDE TO GO	43	77645880 08-JAN-2009	3852094 28-SEP-2010	Registered
CARSIDE TO GO Carside To Go	43	77645927 08-JAN-2009	3852095 28-SEP-2010	Registered
CARSIDE TO GO Carside To Go	43	78272304 09-JUL-2003	2969882 19-JUL-2005	Registered
CHICKEN TANGLERS	29	78319841 28-OCT-2003	2893600 12-OCT-2004	Registered
CLUB APPLEBEE'S	43	85766335 29-OCT-2012	4360782 02-JUL-2013	Registered
Design Only	43	77866719 06-NOV-2009	3810392 29-JUN-2010	Registered
Design Only	35 43	77289412 26-SEP-2007	3495064 02-SEP-2008	Registered
Design Only	29	76261734	2552524	Registered

Mark	Class	App. No./ App. Date	Reg. No./ Reg. Date	Status
		23-MAY-2001	26-MAR-2002	
EATIN' GOOD IN THE NEIGHBORHOOD	42	76229557 26-MAR-2001	2510402 20-NOV-2001	Registered
ENDLESS FAVORITES	43	77527527 21-JUL-2008	3750435 16-FEB-2010	Registered
FIESTA LIME CHICKEN	29	76419001 10-JUN-2002	3188439 26-DEC-2006	Registered
FIRE GRILLED FAVORITES	29	78654021 20-JUN-2005	3188875 26-DEC-2006	Registered
IRRESIST-A-BOWLS	29	78684016 02-AUG-2005	3138570 05-SEP-2006	Registered
IT'S A WHOLE NEW NEIGHBORHOOD	43	77389895 06-FEB-2008	3624094 19-MAY-2009	Registered
IT'S NOT FAST FOOD - IT'S APPLEBEE'S FOOD FAST	43	78225314 13-MAR-2003	2840241 11-MAY-2004	Registered
MAIN STREET RITA	33	78739169 24-OCT-2005	3148559 26-SEP-2006	Registered
MUCHO MARGARITA	33	75802937 20-SEP-1999	2379470 22-AUG-2000	Registered
PICK 'N PAIR	43	77710991 09-APR-2009	3698860 20-OCT-2009	Registered
REAL AT FIRST BITE	30	77702160 30-MAR-2009	3836645 24-AUG-2010	Registered
SEE YOU TOMORROW	43	85590216 05-APR-2012	4241927 13-NOV-2012	Registered
SUMMER SQUEEZE	33	75121295 11-JUN-1996	2073776 24-JUN-1997	Registered
T.J. APPLEBEE'S RX FOR EDIBLES & ELIXIRS	42	73292397 09-JAN-1981	1223740 11-JAN-1983	Registered

Mark	Class	App. No./ App. Date	Reg. No./ Reg. Date	Status
THERE'S NO PLACE LIKE THE NEIGHBORHOOD	43	77873639 16-NOV-2009	3920893 15-FEB-2011	Registered
TRIPLE CHOCOLATE MELTDOWN	30	78225340 13-MAR-2003	3119040 25-JUL-2006	Registered
ULTIMATE TRIOS	43	85869523 07-MAR-2013	4594590 26-AUG-2014	Registered
UNBELIEVABLY GREAT TASTING UNDER 550 CALORIES	43	85952744 06-JUN-2013	4566637 15-JUL-2014	Registered
YOU CALL IT IN. WE BRING IT OUT.	43	78319845 28-OCT-2003	2895850 19-OCT-2004	Registered
YOU'LL-BE-BACK FLAVOR	43	85643626 05-JUN-2012	4365864 09-JUL-2013	Registered