

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM346878

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Fazoli's System Management, LLC		07/02/2015	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Regions Bank, as Collateral Agent		
Street Address:	1180 West Peachtree Street NW		
City:	ATLANTA		
State/Country:	GEORGIA		
Postal Code:	30309		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 22			
Property Type	Number	Word Mark	
Registration Number:	4618721	FAZOLI'S SPAGHETTI SMARTS	
Registration Number:	4618695	SPAGHETTI SMARTS	
Registration Number:	4096105	RETURN TO REAL FOOD	
Registration Number:	2800036	TODAY'S ITALIAN	
Registration Number:	2653663	EVERYONE'S ITALIAN	
Registration Number:	2537949	FAZOLI'S	
Registration Number:	2507632	FAZOLI'S EXPRESS	
Registration Number:	2369709	SUBMARINOS	
Registration Number:	2369691	SUBMARINOS	
Registration Number:	2302979		
Registration Number:	2288245	PIZZARINOS	
Registration Number:	2261819	PASTA FASTA	
Registration Number:	1984926		
Registration Number:	1940398		
Registration Number:	1819276	REAL ITALIAN. REAL FAST.	
Registration Number:	1801207	FAZOLI'S	
Registration Number:	1757441	FAZOLI'S ITALIAN FOOD...FAST	
Registration Number:	1565210	FAZOLI'S ITALIAN FOOD...FAST	
Serial Number:	86409178	FAZOLI'S FAST. FRESH. ITALIAN.	

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	86396670	FAZOLI'S
Serial Number:	86396667	FAST. FUN. ITALIAN STYLE.
Serial Number:	86396663	FAZOLI'S

CORRESPONDENCE DATA

Fax Number: 9192868199

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: 919 286-8000

Email: PTO_TMconfirmation@mvalaw.com

Correspondent Name: MOORE & VAN ALLEN PLLC

Address Line 1: 3015 CARRINGTON MILL BOULEVARD

Address Line 2: SUITE 400

Address Line 4: MORRISVILLE, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	327000.011845
NAME OF SUBMITTER:	John E. Slaughter, III
SIGNATURE:	/jes/
DATE SIGNED:	07/06/2015

Total Attachments: 4

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of July 2, 2015 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Regions Bank, as Collateral Agent (the "Collateral Agent") for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in and a right to set off against the trademarks and trademark applications shown below to the Collateral Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
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See Schedule 1 attached hereto

TRADEMARK APPLICATIONS


<u>Trademark Applications No.</u>	<u>Description of Trademark Applied for</u>	<u>Date of Trademark Applications</u>
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See Schedule 1 attached hereto

The undersigned Obligor and the Collateral Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

FAZOL'S SYSTEM MANAGEMENT, LLC,
a Delaware limited liability company

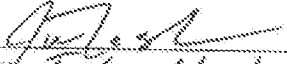
By: 
Name: Rodney Lee
Title: Chief Financial Officer, Treasurer and Secretary

FAZOL'S GROUP, INC.
NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

TRADEMARK
REEL: 005568 FRAME: 0745

Acknowledged and Accepted:

REGIONS BANK, as Collateral Agent

By: 
Name: Jake Nash
Title: Managing Director

Schedule 1

**Fazoli's System Management, LLC
(Delaware Limited Liability Company)**

U.S. Trademarks

Registered Marks

Mark	Reg. No.	Reg. Date
FAZOLI'S SPAGHETTI SMARTS and Design	4618721	10/07/14
SPAGHETTI SMARTS	4618695	10/07/14
RETURN TO REAL FOOD	4096105	02/07/12
TODAY'S ITALIAN	2800036	12/30/03
EVERYONE'S ITALIAN	2653663	11/26/02
FAZOLI'S and Design	2537949	02/12/02
FAZOLI'S EXPRESS	2507632	11/13/01
SUBMARINOS (Stylized)	2369709	07/25/00
SUBMARINOS	2369691	07/25/00
Design Only	2302979	12/21/99
PIZZARINOS	2288245	10/19/99
PASTA FASTA	2261819	07/20/99
Design Only	1984926	07/09/96
Design Only	1940398	12/12/95
REAL ITALIAN. REAL FAST. (Stylized)	1819276	02/01/94
FAZOLI'S	1801207	10/26/93
FAZOLI'S ITALIAN FOOD...FAST and Design	1757441	03/09/93
FAZOLI'S ITALIAN FOOD...FAST and Design	1565210	11/07/89

Pending Applications

Mark	Appl. No.	Filing Date
FAZOLI'S FAST. FRESH. ITALIAN. and Design	86409178	09/29/14
FAZOLI'S	86396670	09/16/14
FAST. FUN. ITALIAN STYLE.	86396667	09/16/14
FAZOLI'S and Design	86396663	09/16/14