

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM384192

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|------------------------------|--|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL |
| SEQUENCE: | 3 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|------------------------|----------|----------------|--|
| Taco Bell Funding, LLC | | 05/11/2016 | Limited Liability Company: DELAWARE |

RECEIVING PARTY DATA

| | |
|------------------------|-------------------------------------|
| Name: | Taco Bell IP Holder, LLC |
| Street Address: | 1 Glen Bell Way |
| City: | Irvine |
| State/Country: | CALIFORNIA |
| Postal Code: | 92618 |
| Entity Type: | Limited Liability Company: DELAWARE |

PROPERTY NUMBERS Total: 77

| Property Type | Number | Word Mark |
|----------------------|---------|--------------------|
| Registration Number: | 4465403 | \$1 CRAVINGS MENU |
| Registration Number: | 4488588 | A.M. CRUNCHWRAP |
| Registration Number: | 1322737 | |
| Registration Number: | 1330236 | |
| Registration Number: | 4295975 | |
| Registration Number: | 4682267 | |
| Registration Number: | 2006124 | |
| Registration Number: | 2105502 | |
| Registration Number: | 2154680 | |
| Registration Number: | 3629938 | |
| Registration Number: | 3788520 | BELLHEDZ |
| Registration Number: | 3736968 | |
| Registration Number: | 1050189 | BURRITO SUPREME |
| Registration Number: | 4243475 | CANTINA BELL |
| Registration Number: | 4390785 | CANTINA BOWL |
| Registration Number: | 4909527 | CANTINA POWER MENU |
| Registration Number: | 3108135 | CRUNCHWRAP |
| Registration Number: | 3102200 | CRUNCHWRAP SUPREME |

TRADEMARK

| Property Type | Number | Word Mark |
|----------------------|---------|------------------------------|
| Registration Number: | 4764861 | DOLLAR CRAVINGS MENU |
| Registration Number: | 2090212 | DOUBLE DECKER |
| Registration Number: | 2860026 | DOUBLE DECKER |
| Registration Number: | 3949229 | |
| Registration Number: | 3108838 | DRIVE-THRU DIET |
| Registration Number: | 1597700 | ENCHIRITO |
| Registration Number: | 3735825 | FEED THE BEAT |
| Registration Number: | 4126588 | FIRST MEAL |
| Registration Number: | 4369646 | FOURTHME4L |
| Registration Number: | 2470151 | GORDITA BAJA |
| Registration Number: | 2323258 | GORDITA SUPREME |
| Registration Number: | 4651267 | HAPPIER HOUR |
| Registration Number: | 4238926 | HAPPIER HOUR |
| Registration Number: | 2191334 | HOME ORIGINALS |
| Registration Number: | 4033843 | ICEQUAKE BLENDERS |
| Registration Number: | 4243633 | LIVE MÁS |
| Registration Number: | 4397009 | LIVE MÁS |
| Registration Number: | 4393196 | LIVE MÁS |
| Registration Number: | 4468046 | LOADED GRILLERS |
| Registration Number: | 1528496 | MEXIMELT |
| Registration Number: | 1615940 | MEXIMELT |
| Registration Number: | 1691822 | MEXIMELT |
| Registration Number: | 1451431 | NACHOS BELLGRANDE |
| Registration Number: | 4064425 | OPEN LATE |
| Registration Number: | 3999918 | PURPLECARD |
| Registration Number: | 3914479 | QUAD STEAK |
| Registration Number: | 1551516 | SOFT TACO SUPREME |
| Registration Number: | 2031945 | SOFT TACO SUPREME |
| Registration Number: | 4465884 | SOMETIMES YOU GOTTA LIVE MÁS |
| Registration Number: | 3880957 | |
| Registration Number: | 4780421 | TACO BELL |
| Registration Number: | 0879582 | TACO BELL |
| Registration Number: | 0820073 | TACO BELL |
| Registration Number: | 1874786 | TACO BELL |
| Registration Number: | 1924335 | TACO BELL |
| Registration Number: | 2150396 | TACO BELL |
| Registration Number: | 2114014 | TACO BELL |
| Registration Number: | 3676436 | TACO BELL |

| Property Type | Number | Word Mark |
|----------------------|----------|---------------------------------|
| Registration Number: | 2105501 | TACO BELL |
| Registration Number: | 4873041 | TACO BELL |
| Registration Number: | 3880952 | TACO BELL |
| Registration Number: | 3501311 | TACO BELL |
| Registration Number: | 4382469 | TACO BELL LIVE MAS |
| Registration Number: | 4923059 | TACO BELL LIVE MAS |
| Registration Number: | 1322738 | TACO BELL |
| Registration Number: | 4102936 | TACO BELL |
| Registration Number: | 2816454 | TACO BELL |
| Registration Number: | 1322739 | TACO BELL |
| Registration Number: | 0846432 | TACO BELL |
| Registration Number: | 0856207 | TACO BELL |
| Registration Number: | 1920011 | TACO SUPREME |
| Registration Number: | 3891593 | TAKE HOME TACO BAR |
| Registration Number: | 3913143 | TAKE HOME TACO BAR |
| Registration Number: | 1765386 | THE BELL |
| Registration Number: | 3020149 | THINK OUTSIDE THE BUN |
| Registration Number: | 3020103 | THINK OUTSIDE THE BUN TACO BELL |
| Registration Number: | 4009427 | TV TAILGATE |
| Registration Number: | 2202207 | YOU'LL LOVE IT OR WE'LL EAT IT |
| Serial Number: | 86787497 | TA.CO |

CORRESPONDENCE DATA

Fax Number: 3127069125

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: 3127018623

Email: IPDocket@mayerbrown.com

Correspondent Name: Richard M. Assmus

Address Line 1: P.O. Box 2828

Address Line 4: Chicago, ILLINOIS 60690-2828

| | |
|--------------------------------|-------------------|
| ATTORNEY DOCKET NUMBER: | 15496680 |
| NAME OF SUBMITTER: | Richard M. Assmus |
| SIGNATURE: | /rma/ |
| DATE SIGNED: | 05/12/2016 |

Total Attachments: 8

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TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT (this “Trademark Assignment”) is made and entered into as of May 11, 2016, by and between Taco Bell Funding, LLC, a Delaware limited liability company, as the assignor (“Assignor”), and Taco Bell IP Holder, LLC, a Delaware limited liability company, as the assignee (“Assignee”) (collectively referred to as the “Parties”).

WHEREAS, pursuant to the Second-Tier IP Contribution Agreement between the Parties of even date herewith (the “Agreement”), Assignor has assigned all right, title and interest in and to the Contributed IP (as defined by reference therein) throughout the world, including any and all trademarks, service marks and registrations and applications for the same listed on the attached Schedule 1 (collectively referred to as the “Trademarks”), and all goodwill connected with the use of or symbolized by the Trademarks; and

WHEREAS, pursuant to the Agreement, the Assignee has acquired all right, title and interest in and to the Contributed IP, including the Trademarks, and the Parties wish to record such acquisition in the United States Patent and Trademark Office ; and

NOW, THEREFORE, for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby agree as follows:

Capitalized terms used herein and not defined herein have the meanings set forth or incorporated by reference in the Agreement.

Pursuant to the Agreement, Assignor hereby (i) irrevocably contributes, transfers, grants, bargains, assigns, conveys and delivers all of its right, title and interest in and to the Trademarks and the goodwill connected with the use of or symbolized by the Trademarks to the Assignee, absolutely and not as collateral security, without recourse (except as explicitly provided in the Agreement), as a capital contribution to the Assignee; and (ii) vests in the Assignee all powers and rights of the Assignor under the Trademarks including to all proceeds therefrom and the right to bring an action at law or in equity for any infringement, misappropriation, dilution or other violation of any of the Trademarks occurring prior to the date hereof, and to collect all damages, settlements and proceeds relating to the Trademarks to have and to hold the same unto the Assignee and its successors and assigns forever, in each case effective as of the Cut-Off Date.

Notwithstanding anything to the contrary contained herein, the Trademarks 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 U.S.C. Section 1051(b) prior to the filing of a statement of use or amendment to allege use pursuant to 15 U.S.C. Section 1051(c) or (d), 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.

This Trademark Assignment is subject to all the terms and conditions of the Agreement, which is incorporated by reference as if fully set forth herein. The Parties intend that this Trademark Assignment 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 Parties' rights and interests in the Contributed IP.

THIS TRADEMARK ASSIGNMENT SHALL BE CONSTRUED IN ACCORDANCE WITH, AND GOVERNED BY, THE INTERNAL LAWS OF THE STATE OF NEW YORK WITHOUT REGARD TO CHOICE OF LAW RULES (OTHER THAN SECTIONS 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW).

This Trademark Assignment 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.

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IN WITNESS WHEREOF, the undersigned has caused this TRADEMARK ASSIGNMENT to be duly executed and delivered as of the date first written above.

TACO BELL FUNDING, LLC

By: Larry Gathof
Name: Larry Gathof
Title: Authorized Signatory

TACO BELL IP HOLDER, LLC

By: Larry Gathof
Name: Larry Gathof
Title: Authorized Signatory

**Schedule 1
Trademarks**

| Mark | App. No. | App. Date | Reg. No. | Reg. Date | Status |
|-----------------------------------|-----------------|------------------|-----------------|------------------|---------------|
| \$1 CRAVINGS MENU | 85934889 | 17-May-2013 | 4465403 | 14-Jan-2014 | Registered |
| A.M. CRUNCHWRAP | 86022185 | 29-Jul-2013 | 4488588 | 25-Feb-2014 | Registered |
| Bell Design #2 | 73483934 | 06-Jun-1984 | 1322737 | 26-Feb-1985 | Registered |
| Bell Design #2 (in color) | 73490186 | 16-Jul-1984 | 1330236 | 09-Apr-1985 | Registered |
| Bell Design (with Mission Window) | 85019885 | 21-Apr-2010 | 4295975 | 26-Feb-2013 | Registered |
| Bell Design No. 6 | 86373850 | 21-Aug-2014 | 4682267 | 03-Feb-2015 | Registered |
| Bell Design No. 6 | 75007805 | 18-Oct-1995 | 2006124 | 08-Oct-1996 | Registered |
| Bell Design No. 6 | 75190609 | 31-Oct-1996 | 2105502 | 14-Oct-1997 | Registered |
| Bell Design No. 6 | 75198110 | 14-Nov-1996 | 2154680 | 05-May-1998 | Registered |
| Bell Design No. 6 (in color) | 77476663 | 16-May-2008 | 3629938 | 02-Jun-2009 | Registered |
| BELLHEDZ | 77715993 | 17-Apr-2009 | 3788520 | 11-May-2010 | Registered |
| BONG (Sound Mark) | 77805701 | 17-Aug-2009 | 3736968 | 12-Jan-2010 | Registered |
| BURRITO SUPREME | 73069855 | 24-Nov-1975 | 1050189 | 12-Oct-1976 | Registered |
| CANTINA BELL | 85498992 | 19-Dec-2011 | 4243475 | 13-Nov-2012 | Registered |
| CANTINA BOWL | 85680622 | 18-Jul-2012 | 4390785 | 27-Aug-2013 | Registered |
| CANTINA POWER MENU | 86321359 | 26-Jun-2014 | 4909527 | 01-Mar-2016 | Registered |
| CRUNCHWRAP | 78556098 | 28-Jan-2005 | 3108135 | 20-Jun-2006 | Registered |
| CRUNCHWRAP SUPREME | 78556132 | 28-Jan-2005 | 3102200 | 06-Jun-2006 | Registered |

| Mark | App. No. | App. Date | Reg. No. | Reg. Date | Status |
|---------------------------------|----------|-------------|----------|-------------|------------|
| DOLLAR CRAVINGS MENU | 85594246 | 11-Apr-2012 | 4764861 | 30-Jun-2015 | Registered |
| DOUBLE DECKER | 75033357 | 15-Dec-1995 | 2090212 | 19-Aug-1997 | Registered |
| DOUBLE DECKER | 78190971 | 04-Dec-2002 | 2860026 | 06-Jul-2004 | Registered |
| Drive Thru Open Design | 85026702 | 29-Apr-2010 | 3949229 | 19-Apr-2011 | Registered |
| DRIVE-THRU DIET | 78529490 | 08-Dec-2004 | 3108838 | 27-Jun-2006 | Registered |
| ENCHIRITO | 73831363 | 16-Oct-1989 | 1597700 | 22-May-1990 | Registered |
| FEED THE BEAT | 77579341 | 26-Sep-2008 | 3735825 | 12-Jan-2010 | Registered |
| FIRST MEAL & Design | 85224620 | 24-Jan-2011 | 4126588 | 10-Apr-2012 | Registered |
| FOURTHMEAL Logo | 85588905 | 04-Apr-2012 | 4369646 | 16-Jul-2013 | Registered |
| GORDITA BAJA | 75587119 | 12-Nov-1998 | 2470151 | 17-Jul-2001 | Registered |
| GORDITA SUPREME | 75516818 | 10-Jul-1998 | 2323258 | 29-Feb-2000 | Registered |
| HAPPIER HOUR | 85897539 | 08-Apr-2013 | 4651267 | 09-Dec-2014 | Registered |
| HAPPIER HOUR | 85415558 | 06-Sep-2011 | 4238926 | 06-Nov-2012 | Registered |
| HOME ORIGINALS | 75182288 | 16-Oct-1996 | 2191334 | 22-Sep-1998 | Registered |
| ICEQUAKE BLENDERS | 85136940 | 23-Sep-2010 | 4033843 | 04-Oct-2011 | Registered |
| LIVE MAS (with accent over "A") | 85543233 | 15-Feb-2012 | 4243633 | 13-Nov-2012 | Registered |
| LIVE MAS (with accent over "A") | 85543239 | 15-Feb-2012 | 4397009 | 03-Sep-2013 | Registered |
| LIVE MAS (with accent over "A") | 85543240 | 15-Feb-2012 | 4393196 | 27-Aug-2013 | Registered |
| LOADED GRILLERS | 85886300 | 26-Mar-2013 | 4468046 | 14-Jan-2014 | Registered |
| MEXIMELT | 73731582 | 31-May-1988 | 1528496 | 07-Mar-1989 | Registered |

| Mark | App. No. | App. Date | Reg. No. | Reg. Date | Status |
|--|----------|-------------|----------|-------------|------------|
| MEXIMELT | 74008826 | 08-Dec-1989 | 1615940 | 02-Oct-1990 | Registered |
| MEXIMELT | 74190785 | 01-Aug-1991 | 1691822 | 09-Jun-1992 | Registered |
| NACHOS BELLGRANDE | 73461251 | 16-Jan-1984 | 1451431 | 04-Aug-1987 | Registered |
| OPEN LATE & Design (Bell design) | 85121947 | 02-Sep-2010 | 4064425 | 29-Nov-2011 | Registered |
| PURPLECARD | 77961508 | 17-Mar-2010 | 3999918 | 19-Jul-2011 | Registered |
| QUAD STEAK | 85078737 | 06-Jul-2010 | 3914479 | 01-Feb-2011 | Registered |
| SOFT TACO SUPREME | 73698650 | 02-Dec-1987 | 1551516 | 08-Aug-1989 | Registered |
| SOFT TACO SUPREME | 75028599 | 06-Dec-1995 | 2031945 | 21-Jan-1997 | Registered |
| SOMETIMES YOU GOTTA LIVE MAS | 85950524 | 04-Jun-2013 | 4465884 | 14-Jan-2014 | Registered |
| Sunray Design (2009 Breakfast Logo) | 77780223 | 14-Jul-2009 | 3880957 | 23-Nov-2010 | Registered |
| TA.CO with Mission Window Design | 86787497 | 14-Oct-2015 | | | Pending |
| TACO BELL | 86339768 | 17-Jul-2014 | 4780421 | 28-Jul-2015 | Registered |
| TACO BELL | 72305764 | 22-Aug-1968 | 0879582 | 28-Oct-1969 | Registered |
| TACO BELL | 72223746 | 19-Jul-1965 | 0820073 | 06-Dec-1966 | Registered |
| TACO BELL | 74383935 | 29-Apr-1993 | 1874786 | 17-Jan-1995 | Registered |
| TACO BELL | 74595903 | 07-Nov-1994 | 1924335 | 03-Oct-1995 | Registered |
| TACO BELL | 75198111 | 14-Nov-1996 | 2150396 | 14-Apr-1998 | Registered |
| TACO BELL | 75190608 | 31-Oct-1996 | 2114014 | 18-Nov-1997 | Registered |
| TACO BELL | 77684266 | 05-Mar-2009 | 3676436 | 01-Sep-2009 | Registered |
| TACO BELL & Bell Design # 6 version 2 | 75190607 | 31-Oct-1996 | 2105501 | 14-Oct-1997 | Registered |
| TACO BELL & Bell Design No. 7 (in Color) | 86479005 | 12-Dec-2014 | 4873041 | 22-Dec-2015 | Registered |

| Mark | App. No. | App. Date | Reg. No. | Reg. Date | Status |
|--|----------|-------------|----------|-------------|------------|
| TACO BELL & Sunray Design (2009 Breakfast Logo) | 77779842 | 13-Jul-2009 | 3880952 | 23-Nov-2010 | Registered |
| TACO BELL (in color) | 77385078 | 31-Jan-2008 | 3501311 | 16-Sep-2008 | Registered |
| TACO BELL and Bell Design #7 with LIVE MAS (with accent over "A") Horizontal | 85667019 | 02-Jul-2012 | 4382469 | 13-Aug-2013 | Registered |
| TACO BELL and Bell Design #7 with LIVE MAS (with accent over "A") Vertical | 85667020 | 02-Jul-2012 | 4923059 | 22-Mar-2016 | Registered |
| TACO BELL and Bell Design No. 2 in 1984 Logo | 73483935 | 06-Jun-1984 | 1322738 | 26-Feb-1985 | Registered |
| TACO BELL and Bell Design No. 7 | 85063552 | 15-Jun-2010 | 4102936 | 21-Feb-2012 | Registered |
| TACO BELL and Bell Design No. 7 (in Color) | 76474274 | 04-Dec-2002 | 2816454 | 24-Feb-2004 | Registered |
| TACO BELL in 1984 Logo Dist. Lettering | 73483936 | 06-Jun-1984 | 1322739 | 26-Feb-1985 | Registered |
| TACO BELL within Pole Sign Design No. 1 | 72275965 | 13-Jul-1967 | 0846432 | 19-Mar-1968 | Registered |
| TACO BELL within Tumbling Blocks Design | 72279691 | 05-Sep-1967 | 0856207 | 03-Sep-1968 | Registered |
| TACO SUPREME | 74475962 | 03-Jan-1994 | 1920011 | 19-Sep-1995 | Registered |
| TAKE HOME TACO BAR | 77967694 | 24-Mar-2010 | 3891593 | 14-Dec-2010 | Registered |
| TAKE HOME TACO BAR & Design | 77969848 | 26-Mar-2010 | 3913143 | 01-Feb-2011 | Registered |

| Mark | App. No. | App. Date | Reg. No. | Reg. Date | Status |
|--|----------|-------------|----------|-------------|------------|
| THE BELL | 74213058 | 17-Oct-1991 | 1765386 | 13-Apr-1993 | Registered |
| THINK OUTSIDE THE BUN | 78438355 | 21-Jun-2004 | 3020149 | 29-Nov-2005 | Registered |
| THINK OUTSIDE THE BUN with TACO BELL and Bell Design No. 7 | 78428509 | 02-Jun-2004 | 3020103 | 29-Nov-2005 | Registered |
| TV TAILGATE | 85216041 | 12-Jan-2011 | 4009427 | 09-Aug-2011 | Registered |
| YOU'LL LOVE IT OR WE'LL EAT IT | 75276072 | 16-Apr-1997 | 2202207 | 03-Nov-1998 | Registered |