

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM407873

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Morgans Group LLC		11/30/2016	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Security Benefit Corporation, as agent		
<b>Street Address:</b>	One Security Benefit Place		
<b>City:</b>	Topeka		
<b>State/Country:</b>	KANSAS		
<b>Postal Code:</b>	66636		
<b>Entity Type:</b>	Corporation: KANSAS		
<b>PROPERTY NUMBERS Total: 24</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	86215878	A MORGANS ORIGINAL	
<b>Registration Number:</b>	4469838	AGUA	
<b>Registration Number:</b>	4815790	BACK OF HOUSE	
<b>Serial Number:</b>	86644330	DELANO	
<b>Registration Number:</b>	2115849	DELANO	
<b>Registration Number:</b>	3891645	DELANO	
<b>Registration Number:</b>	4236985	FDR	
<b>Registration Number:</b>	4568001	HENRY	
<b>Registration Number:</b>	4410485	HUDSON	
<b>Registration Number:</b>	4514748	HUDSON COMMON	
<b>Registration Number:</b>	4077970	IMPERIAL NO. NINE	
<b>Registration Number:</b>	4355239	ISOLA TRATTORIA AND CRUDO BAR	
<b>Registration Number:</b>	4057640	MISTER H	
<b>Registration Number:</b>	2219088	MONDRIAN	
<b>Registration Number:</b>	3833225	MONDRIAN	
<b>Registration Number:</b>	1689457	MORGANS	
<b>Registration Number:</b>	3212536	MORGANS HOTEL GROUP	
<b>Serial Number:</b>	85966960	MORGANS HOTEL GROUP ORIGINALS	
<b>Serial Number:</b>	86215885	MORGANS ORIGINAL	

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	85966966	MORGANS ORIGINALS
Registration Number:	4630997	REDWOOD ROOM
Registration Number:	4200881	SANDERSON
Registration Number:	2222666	SKYBAR
Registration Number:	4369723	TEQUILA PARK

#### CORRESPONDENCE DATA

Fax Number: 2024083141

*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: 2024083141

Email: jean.paterson@cscglobal.com

Correspondent Name: Corporation Service Company

Address Line 1: 1090 Vermont Avenue, NW

Address Line 4: Washington, D.C. 20005

ATTORNEY DOCKET NUMBER:	392618-10
NAME OF SUBMITTER:	Jean Paterson
SIGNATURE:	/jep/
DATE SIGNED:	12/06/2016

#### Total Attachments: 9

source=12-6-16 Morgans Group 2-TM#page1.tif

source=12-6-16 Morgans Group 2-TM#page2.tif

source=12-6-16 Morgans Group 2-TM#page3.tif

source=12-6-16 Morgans Group 2-TM#page4.tif

source=12-6-16 Morgans Group 2-TM#page5.tif

source=12-6-16 Morgans Group 2-TM#page6.tif

source=12-6-16 Morgans Group 2-TM#page7.tif

source=12-6-16 Morgans Group 2-TM#page8.tif

source=12-6-16 Morgans Group 2-TM#page9.tif

THIS TRADEMARK SECURITY AGREEMENT, dated as of November 30 2016, is made by MORGANS GROUP LLC (the "Grantor"), in favor of Security Benefit Corporation, as administrative agent (in such capacity, together with its successors and permitted assigns, the "Agent") for the Lenders (as defined in the Amended and Restated Credit Agreement referred to below) and the other Secured Parties.

W I T N E S S E T H:

WHEREAS, pursuant to the Amended and Restated Credit Agreement, dated as of November 30, 2016 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Amended and Restated Credit Agreement"), among SBE ENT HOLDINGS, LLC ("Borrower"), the other Credit Parties, the Lenders and Agent, the Lenders have severally agreed to make extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein;

WHEREAS, the Grantor (other than the Borrower) has agreed, pursuant to a Guaranty and Security Agreement, dated as of November 30, 2016, in favor of the Agent (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Guaranty and Security Agreement"), to guarantee the Obligations (as defined in the Amended and Restated Credit Agreement) of the Borrower; and

WHEREAS, all of the Grantors are party to the Guaranty and Security Agreement pursuant to which the Grantors are required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Lenders, and the Agent to enter into the Amended and Restated Credit Agreement and to induce the Lenders to make their respective extensions of credit to the Borrower thereunder, the Grantor hereby agrees with the Agent as follows:

Defined Terms. Capitalized terms used herein without definition are used as defined in the Guaranty and Security Agreement.

Grant of Security Interest in Trademark Collateral. The Grantor, as collateral security for the prompt and complete payment and performance when due (whether at stated maturity, by acceleration or otherwise) of the Secured Obligations of the Grantor, hereby mortgages, pledges and hypothecates to the Agent for the benefit of the Secured Parties, and grants to the Agent for the benefit of the Secured Parties, a Lien on and security interest in all of its right, title and interest in, to and under the following Collateral of the Grantor (the "Trademark Collateral"):

- (a) all of its Trademarks, including, without limitation, those referred to on Schedule 1 hereto;
- (b) all renewals and extensions of the foregoing;

(c) all goodwill of the business connected with the use of, and symbolized by, each such Trademark; and

(d) all income, royalties, proceeds and Liabilities at any time due or payable or asserted under and with respect to any of the foregoing, including, without limitation, all rights to sue and recover at law or in equity for any past, present and future infringement, misappropriation, dilution, violation or other impairment thereof.

Notwithstanding the foregoing, the Excluded Property shall not constitute Trademark Collateral.

Guaranty and Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Agent pursuant to the Guaranty and Security Agreement and the Grantor hereby acknowledges and agrees that the rights and remedies of the Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Guaranty and Security Agreement. In the event of a conflict between the provisions of this Trademark Security Agreement and the Guaranty and Security Agreement, the Guaranty and Security Agreement shall control.

Grantor Remains Liable. The Grantor hereby agrees that, anything herein to the contrary notwithstanding, the Grantor shall assume full and complete responsibility for the prosecution, defense, enforcement or any actions that the Grantor, in its reasonable business judgment, determines to be necessary in connection with their Trademarks that are subject to a security interest hereunder.

Counterparts. This Trademark Security Agreement may be executed in any number of counterparts and by different parties in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Signature pages may be detached from multiple separate counterparts and attached to a single counterpart.

Governing Law. This Trademark Security Agreement and the rights and obligations of the parties hereto shall be governed by, and construed and interpreted in accordance with, the law of the State of New York.

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, each 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.

Very truly yours,

MORGANS GROUP LLC,  
as Grantor

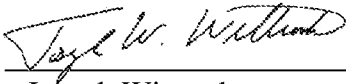
By: 

Name: Sam Nazarian

Title: Authorized Signatory

ACCEPTED AND AGREED  
as of the date first above written:

SECURITY BENEFIT CORPORATION,  
as Agent

By:   
Name: Joseph Wittrock  
Title: VP, Investments

SCHEDULE 1  
TO  
TRADEMARK SECURITY AGREEMENT

[see attached]

Morgans Group LLC Trademark Filing Status Report as of April 7, 2016

Mark	Application No.	Application Date	Registration No.	Registration Date	Goods/Services List	Country	Case Status	Next Action Due
A MORGANS ORIGINAL	86/215878	Mar-10-2014			Class 36 - Real estate management services in connection with condominium and hotel properties; real estate listing, leasing and brokerage services. Class 37 - Real estate development services, namely, the development of mixed use hotel, condominium and commercial properties. Class 43 - Providing temporary accommodations; hotel, bar and restaurant services; providing a website for making hotel and restaurant reservations; making hotel and restaurant reservations for others; providing personalized information about hotels via the internet; providing information in the field of restaurant dining via the internet; providing social meeting, banquet, social function, conference, exhibition and meeting facilities; catering services; spa services, namely, providing temporary accommodations and meals to clients of a health or beauty spa; consulting services in the field of hospitality.	United States	Allowed	Statement of Use/Extension of Time due June 23, 2016
AGUA	86/943902	May-28-2013	4469838	Jan-21-2014	Class 44 - Beauty, spa, and salon services; hair styling and treatment services; manicure and pedicure services; facial and massage services; aromatherapy, and body treatment services; hair removal services; waxing services.	United States of America	Registered	Affidavit of Use due January 21, 2020
Mark	Application No.	Application Date	Registration No.	Registration Date	Goods/Services List	Country	Case Status	Next Action Due
					Class 35 - Providing a website featuring information in the field of shopping, namely, promoting the goods and services of others, featuring consumer product information. Class 39 - Providing a website featuring information in the field of sightseeing and travel itineraries. Class 41 - Providing a website featuring information in the field of fashion, art, music, weddings, special events, cocktail recipes, food, bars, shopping, sightseeing and travel itineraries; providing a website featuring online non-downloadable videos in the field of music, fashion, art, design. Class 42 - Providing a website that gives users the ability to upload, exchange and share photos, videos and video logs, in the field of culture, fashion, art, design, music, food, nightlife, travel; computer services, namely, creating an on-line community for registered users to participate in discussions, get feedback from their peers, form virtual communities and engage in social networking in the field of culture, fashion, art, design, music, food, nightlife, travel. Class 43 - Providing temporary accommodations; hotel, bar and restaurant services; providing a website for making hotel and restaurant reservations; making hotel and restaurant reservations for others; providing personalized information about hotels via the internet; providing information in the field of restaurant dining via the internet; providing social meeting, banquet, social function, conference, exhibition and meeting facilities; catering services; spa services, namely, providing temporary accommodations and meals to clients of a health or beauty spa; consulting services in the field of hospitality; night club reservation services, namely, arranging for cocktails and table service reservations at night clubs and night club events; providing a website featuring information in the field of cocktail recipes, bars and the providing of food. Class 45 - Providing a website featuring information in the field of fashion.			
BACK OF HOUSE	86/265926	Apr-29-2014	4815790	Sep-22-2015		United States of America	Registered	Affidavit of Use due September 22, 2021



CLIFT HOTEL	75/730870	Jun-16-1999	2412031	Dec-12-2000	Class 42 - Hotel and restaurant services.	United States of America	Registered	Renewal due December 12, 2020
Mark	Application No.	Application Date	Registration No.	Registration Date	Goods/Services List	Country	Case Status	Next Action Due
MONDRIAN					Class 36: Real estate management services; real estate listing services; real estate leasing services; real estate brokerage services.			
	86/644330	May-28-2015			Class 43: Providing temporary accommodations; hotel, bar and restaurant services; providing a website for making hotel and restaurant reservations; making hotel and restaurant reservations for others; providing personalized information about hotels via the internet; providing information in the field of restaurant dining via the internet; providing social meeting, banquet, social function, conference, exhibition and meeting facilities; catering services; spa services; namely, providing temporary accommodations and meals to clients of a health or beauty spa; consulting services in the field of hospitality.	United States of America	Pending - Response to Office Action filed (Dubai/HMA)	
					Class 25 - Clothing, namely, shirts, hats and caps, sweaters and bathrobes.	United States of America	Registered (existing prior to Dubai/HMA)	Renewal due November 25, 2017
DELANO	75/179802	Oct-10-1996	2115849	Nov-25-1997	Class 42 - Hotel services.			
Mark	Application No.	Application Date	Registration No.	Registration Date	Goods/Services List	Country	Case Status	Next Action Due
DELANO					Class 43: Providing temporary accommodations; hotel, bar and restaurant services; providing a website for making hotel and restaurant reservations; making hotel and restaurant reservations for others; providing personalized information about hotels via the internet; providing information in the field of restaurant dining via the internet; providing social meeting, banquet, social function, conference, exhibition and meeting facilities; catering services; spa services; namely, providing temporary accommodations and meals to clients of a health or beauty spa; consulting services in the field of hospitality.	United States of America	Registered	Affidavit of use due December 21, 2016
	76/698283	Jul-06-2009	3891645	Dec-21-2010				
FDR	85/670282	Mar-15-2012	4236985	Nov-06-2012	Class 43 - Restaurant and bar services.	United States of America	Registered	Affidavit of Use due November 6, 2018
HENRY	86/138494	Dec-9-2013	4568001	Jul-15-2014	Class 43 - Providing of food and drink; restaurant services; catering services; bar services; bar and cocktail lounge services; providing banquet and social function facilities for special occasions.	United States of America	Registered	Affidavit of Use due July 15, 2020
HUDSON	85/841172	Feb-05-2013	4410485	Oct-01-2013	Class 43 - Hotel services.	United States of America	Registered	Affidavit of Use due October 1, 2019
HUDSON COMMON	86/082430	Oct-03-2013	4514748	Apr-15-2014	Class 43 - Providing of food and drink; restaurant services; catering services; bar services; provision of food and drink in restaurants; bar and cocktail lounge services; providing banquet and social function facilities for special occasions.	United States of America	Registered	Affidavit of Use due April 15, 2020
IMPERIAL NO. NINE	85/67311	Nov-2-2010	4077970	Dec-27-2011	Class 43 - Bar and restaurant services	United States of America	Registered	Affidavit of Use due December 27, 2017
ISOLA TRATTORIA AND CRUDO BAR	85/606574	Apr-24-2012	4355239	Jun-18-2013	Class 43 - Restaurant and bar services.	United States of America	Registered	Affidavit of Use due June 18, 2019
MASTER H	85/233320	Feb-03-2011	4057640	Nov-15-2011	Class 43 - Bar and restaurant services.	United States of America	Registered	Affidavit of use due November 15, 2017
MONDRIAN	75/977410	Feb-21-1997	2219088	Jan-19-1999	Class 42 - Hotel and restaurant services.	United States of America	Registered	Renewal due January 19, 2019
Mark	Application No.	Application Date	Registration No.	Registration Date	Goods/Services List	Country	Case Status	Next Action Due

TRADEMARK

MONDRIAN (Stylized) Image:	76/698287	Jul-06-2009	3833225	Aug-17-2010	Class 36 - Real estate management services in connection with condominium and hotel properties.  Class 37 - Real estate development services, namely, the development of mixed use hotel, condominium and commercial properties.  Class 43 - Providing temporary accommodations; hotel, bar and restaurant services; providing a website for making hotel and restaurant reservations; making hotel and restaurant reservations for others; providing personalized information about hotels via the internet; providing information in the field of restaurant dining via the internet; providing social meeting, banquet, social function, conference, exhibition and meeting facilities; catering services; spa services, namely, providing temporary accommodations and meals to clients of a health or beauty spa; consulting services in the field of hospitality.	United States of America	Registered	Affidavit of Use due August 17, 2016
MORGANS	74/172245	May-31-1991	1689467	May-26-1992	Class 42 - Hotel services.	United States of America	Registered	Renewal due May 26, 2022
Mark	Application No.	Application Date	Registration No.	Registration Date	Goods/Services List	Country	Case Status	Next Action Due
MORGANS HOTEL GROUP	78/723949	Sep-30-2005	3212536	Feb-27-2007	Class 18 - Umbrellas.  Class 25 - Clothing, namely, hats, t-shirts, golf shirts, robes, sweatshirts, wristbands and tanktops; sleep masks; rain ponchos.  Class 43 - Hotels; hotel, bar, and restaurant services; making hotel reservations for others; providing banquet and social function facilities for special occasions; consulting services in the field of hospitality.  Class 36 - Real estate management services in connection with condominium and hotel properties; real estate listing, leasing and brokerage services.  Class 37 - Real estate development services, namely, the development of mixed use hotel, condominium and commercial properties.  Class 43 - Providing temporary accommodations; hotel, bar and restaurant services; providing a website for making hotel and restaurant reservations; making hotel and restaurant reservations for others; providing personalized information about hotels via the internet; providing information in the field of restaurant dining via the internet; providing social meeting, banquet, social function, conference, exhibition and meeting facilities; catering services; spa services, namely, providing temporary accommodations and meals to clients of a health or beauty spa; consulting services in the field of hospitality.	United States of America	Registered	Renewal due February 27, 2017
MORGANS HOTEL GROUP ORIGINALS	85/966960	Jun-21-2013			Class 43 - Providing temporary accommodations; hotel, bar and restaurant services; providing a website for making hotel and restaurant reservations; making hotel and restaurant reservations for others; providing personalized information about hotels via the internet; providing information in the field of restaurant dining via the internet; providing social meeting, banquet, social function, conference, exhibition and meeting facilities; catering services; spa services, namely, providing temporary accommodations and meals to clients of a health or beauty spa; consulting services in the field of hospitality.	United States of America	Allowed	Statement of Use / Final Extension of Time due July 21, 2016
Mark	Application No.	Application Date	Registration No.	Registration Date	Goods/Services List	Country	Case Status	Next Action Due
MORGANS ORIGINAL	86/215885	Mar-10-2014			Class 36 - Real estate management services in connection with condominium and hotel properties; real estate listing, leasing and brokerage services.  Class 37 - Real estate development services, namely, the development of mixed use hotel, condominium and commercial properties.  Class 43 - Providing temporary accommodations; hotel, bar and restaurant services; providing a website for making hotel and restaurant reservations; making hotel and restaurant reservations for others; providing personalized information about hotels via the internet; providing information in the field of restaurant dining via the internet; providing social meeting, banquet, social function, conference, exhibition and meeting facilities; catering services; spa services, namely, providing temporary accommodations and meals to clients of a health or beauty spa; consulting services in the field of hospitality.	United States	Pending	Statement of Use / Extension of Time due June 23, 2016

Mark	Application No.	Application Date	Registration No.	Registration Date	Goods/Services List	Country	Case Status	Next Action Due
MORGANS ORIGINALS	86/966966	Jun-21-2013			Class 36 - Real estate management services in connection with condominium and hotel properties; real estate listing, leasing and brokerage services. Class 37 - Real estate development services, namely, the development of mixed use hotel, condominium and commercial properties. Class 43 - Providing temporary accommodations; hotel, bar and restaurant services; providing a website for making hotel and restaurant reservations; making hotel and restaurant reservations for others; providing personalized information about hotels via the internet; providing information in the field of restaurant dining via the internet; providing social meeting, banquet, social function, conference, exhibition and meeting facilities; catering services; spa services, namely, providing temporary accommodations and meals to clients of a health or beauty spa; consulting services in the field of hospitality.	United States of America	Allowed	Statement of Use Final Extension of Time due July 14, 2016
REDWOOD ROOM	86/064568	Sep-13-2013	4630997	Nov-4-2014	Class 43 - Bar and cocktail lounge services; restaurant services.	United States of America	Registered	Affidavit of Use due November 4, 2020
ROSE BAR		Dec-23-2013	11600000241	Mar-11-2016	Class 43 - Restaurant and bar services	State of Florida	Registered	State Renewal due March 11, 2021
Mark	Application No.	Application Date	Registration No.	Registration Date	Goods/Services List	Country	Case Status	Next Action Due
ROSE BAR					Class 43 - Restaurant and bar services	State of Nevada	To Be Filed	Awaiting Date of First Use from Morgans
SANDERSON	86/356891	Jun-27-2011	4200881	Sep-04-2012	Class 43 - Hotel services, making hotel reservations for others; restaurant and bar services; catering services.	United States of America	Registered	Affidavit of Use September 4, 2018
SKYBAR	75/400802	Dec-05-1997	2222666	Feb-09-1999	Class 42 - Bar/restaurant services.	United States of America	Registered	Renewal due February 9, 2019
Mark	Application No.	Application Date	Registration No.	Registration Date	Goods/Services List	Country	Case Status	Next Action Due
TEQUILA PARK	86/599548	Apr-17-2012	4369723	Jul-16-2013	Class 43 - Restaurant and bar services.	United States of America	Registered	Affidavit of Use due July 16, 2019
VELVET ROOM			66705	Aug-26-2010	Class 43 - Restaurant bar, lounge and catering services; provision of food and beverage for corporate meetings and special events; banquet services.	State of California	Registered	Renewal due August 26, 2020

**Potential Cancellation of Non-Use by Country**

UNITED STATES - Affidavit of Use due 6 years from registration

**TRADEMARK**