

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM419148

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant Of Back-Up Security Interest in Trademarks
SEQUENCE:	2

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
TGI Friday's Inc.		03/02/2017	Corporation: NEW YORK

RECEIVING PARTY DATA

Name:	TGIF SPV Guarantor, LLC
Street Address:	19111 North Dallas Parkway
Internal Address:	Suite 165
City:	Dallas
State/Country:	TEXAS
Postal Code:	75287
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 58

Property Type	Number	Word Mark
Registration Number:	3435982	BROWNIE OBSESSION
Registration Number:	4490100	EARN YOUR STRIPES
Registration Number:	4684669	ENDLESS APPETIZERS
Registration Number:	4854881	ENDLESS APPS
Registration Number:	1203225	FAST FRIDAYS
Registration Number:	0977903	FRIDAY'S
Registration Number:	1979633	FRIDAY'S
Registration Number:	2565300	FRIDAY'S
Registration Number:	4681669	FRIDAYS
Registration Number:	3259361	FRIDAY'S FRONT ROW SPORTS GRILL
Registration Number:	2659071	FRIDAY'S FRONT ROW SPORTS GRILL
Registration Number:	2129175	FRIDAY'S
Registration Number:	1858259	FRONT ROW
Registration Number:	3437060	GIVE ME MORE FRIDAY'S
Registration Number:	3636407	GIVE ME MORE STRIPES
Registration Number:	4851387	HAPPY EVERY HOUR
Registration Number:	4851388	HAPPY EVERY HOUR

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Property Type	Number	Word Mark
Registration Number:	4868150	HAPPY FRIDAY
Registration Number:	2120962	IN HERE, IT'S ALWAYS FRIDAY
Registration Number:	4851440	JUMP BURGER
Registration Number:	2253463	
Registration Number:	4851441	
Registration Number:	4384934	MY FRIDAYS TAB
Registration Number:	4480825	RIGHT PORTION, RIGHT PRICE
Registration Number:	2220903	SHAKE RATTLE AND POUR
Registration Number:	2220902	SHAKE RATTLE AND POUR
Registration Number:	0925656	T.G.I. FRIDAY'S
Registration Number:	1380366	T.G.I. FRIDAY'S
Registration Number:	1381314	T.G.I. FRIDAY'S
Registration Number:	2532181	T.G.I. FRIDAY'S
Registration Number:	2294717	T.G.I. FRIDAY'S
Registration Number:	2476076	T.G.I. FRIDAY'S
Registration Number:	1638468	T.G.I. FRIDAY'S
Registration Number:	1417077	T.G.I. FRIDAY'S
Registration Number:	2545010	T.G.I. FRIDAY'S
Registration Number:	2300670	T.G.I. FRIDAY'S
Registration Number:	1760170	T.G.I. FRIDAY'S
Registration Number:	1902042	T.G.I. FRIDAY'S
Registration Number:	3477910	T.G.I. FRIDAY'S
Registration Number:	3518280	T.G.I. FRIDAY'S
Registration Number:	3518281	T.G.I. FRIDAY'S
Registration Number:	3229827	T.G.I. FRIDAY'S
Registration Number:	2963202	T.G.I. FRIDAY'S
Registration Number:	2448080	T.G.I. FRIDAY'S
Registration Number:	1778205	T.G.I. FRIDAY'S
Registration Number:	2164903	T.G.I.F.
Registration Number:	4544761	TGI FRIDAYS
Registration Number:	4544763	TGI FRIDAYS
Registration Number:	4548896	TGI FRIDAYS
Registration Number:	4544764	TGI FRIDAYS
Registration Number:	5091411	TGI FRIDAYS
Registration Number:	5095702	TGI FRIDAYS
Registration Number:	5091412	TGI FRIDAYS
Registration Number:	5091413	TGI FRIDAYS
Registration Number:	4656922	TGI FRIDAYS

Property Type	Number	Word Mark
Registration Number:	4851406	TGI FRIDAYS
Registration Number:	3680711	TGIF
Registration Number:	3887359	THANK GOD IT'S FRIDAY'S

CORRESPONDENCE DATA

Fax Number:

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.

Email: ebensoul@paulweiss.com, aspoto@paulweiss.com

Correspondent Name: Elana D. Bensoul

Address Line 1: Paul Weiss Rifkind Wharton & Garrison LLP

Address Line 2: 1285 Avenue of the Americas

Address Line 4: New York, NEW YORK 10019-6064

ATTORNEY DOCKET NUMBER: 21786-001

NAME OF SUBMITTER: Elana D. Bensoul

SIGNATURE: /edb/

DATE SIGNED: 03/10/2017

Total Attachments: 6

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NOTICE OF GRANT OF BACK-UP SECURITY INTEREST IN TRADEMARKS
(UNITED STATES)

This Notice of Grant of Back-up Security Interest in Trademarks (the "Notice"), is made and entered into as of March 2, 2017, by and between TGI Friday's Inc., a New York corporation located at 19111 North Dallas Parkway, Suite 165, Dallas, TX 75287 ("Grantor"), and TGIF SPV Guarantor, LLC, a Delaware limited liability company located at 19111 North Dallas Parkway, Suite 165, Dallas, TX 75287 ("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 on 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 First Tier 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 Sections 2.1(b) and 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 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 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.

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 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 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.

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IN WITNESS WHEREOF, the undersigned has caused this NOTICE OF GRANT OF BACK-UP SECURITY INTEREST IN TRADEMARKS to be duly executed and delivered as of the date first written above.

GRANTOR

TGI FRIDAY'S INC.

By: *Kathryn Kotel*
Name: *Kathryn Kotel*
Title: *Senior Vice President, General Counsel*

SECURED PARTY

TGIF SPV GUARANTOR, LLC

By: *Kathryn Kotel*
Name: Kathryn Kotel
Title: Vice President and Secretary

**Schedule 1
Trademarks**

Mark	App. No.	App. Date	Reg. No.	Reg. Date	Status
BROWNIE OBSESSION	78/778,430	21-Dec-2005	3,435,982	27-May-2008	Registered
EARN YOUR STRIPES	85/050,537	28-May-2010	4,490,100	4-Mar-2014	Registered
ENDLESS APPETIZERS	86/328,033	3-Jul-2014	4,684,669	10-Feb-2015	Registered
ENDLESS APPS	86/583,817	1-Apr-2015	4,854,881	17-Nov-2015	Registered
FAST FRIDAYS	73/324,113	17-Aug-1981	1,203,225	27-Jul-1982	Registered
FRIDAY'S	72/445,054	3-Jan-1973	977,903	29-Jan-1974	Registered
FRIDAY'S	74/690,247	13-Jun-1995	1,979,633	11-Jun-1996	Registered
FRIDAY'S	76/284,356	13-Jul-2001	2,565,300	30-Apr-2002	Registered
FRIDAYS and Design (Block FRIDAYS Logo)	86/321,855	26-Jun-2014	4,681,669	3-Feb-2015	Registered
FRIDAY'S FRONT ROW SPORTS GRILL and Design (Block Print)	78/678,772	26-Jul-2005	3,259,361	3-Jul-2007	Registered
FRIDAY'S FRONT ROW SPORTS GRILL and Design (Script)	76/356,370	8-Jan-2002	2,659,071	10-Dec-2002	Registered
FRIDAY'S Stylized (Script)	75/272,402	10-Apr-1997	2,129,175	13-Jan-1998	Registered
FRONT ROW	74/353,078	27-Jan-1993	1,858,259	11-Oct-1994	Registered
GIVE ME MORE FRIDAY'S	77/079,263	9-Jan-2007	3,437,060	27-May-2008	Registered
GIVE ME MORE STRIPES	77/425,896	19-Mar-2008	3,636,407	9-Jun-2009	Registered
HAPPY EVERY HOUR	86/629,342	14-May-2015	4,851,387	10-Nov-2015	Registered
HAPPY EVERY HOUR and Design	86/629,355	14-May-2015	4,851,388	10-Nov-2015	Registered
HAPPY FRIDAY	86/435,873	27-Oct-2014	4,868,150	8-Dec-2015	Registered
IN HERE, IT'S ALWAYS FRIDAY	75/102,473	10-May-1996	2,120,962	16-Dec-1997	Registered
JUMP BURGER	86/666,528	18-Jun-2015	4,851,440	10-Nov-2015	Registered
Miscellaneous Design (Globe & Bars Design)	75/468,944	16-Apr-1998	2,253,463	15-Jun-1999	Registered

Mark	App. No.	App. Date	Reg. No.	Reg. Date	Status
Miscellaneous Design (Jump Burger Logo)	86/666,536	18-Jun-2015	4,851,441	10-Nov-2015	Registered
MY FRIDAYS TAB	85/557,531	1-Mar-2012	4,384,934	13-Aug-2013	Registered
RIGHT PORTION, RIGHT PRICE	86/000,482	2-Jul-2013	4,480,825	11-Feb-2014	Registered
SHAKE RATTLE AND POUR	75/269,466	4-Apr-1997	2,220,903	26-Jan-1999	Registered
SHAKE RATTLE AND POUR	75/269,464	4-Apr-1997	2,220,902	26-Jan-1999	Registered
T.G.I. FRIDAY'S	72/371,156	21-Sep-1970	925,656	14-Dec-1971	Registered
T.G.I. FRIDAY'S	73/539,765	28-May-1985	1,380,366	28-Jan-1986	Registered
T.G.I. FRIDAY'S	73/541,238	31-May-1985	1,381,314	4-Feb-1986	Registered
T.G.I. FRIDAY'S	76/286,298	11-Jul-2001	2,532,181	22-Jan-2002	Registered
T.G.I. FRIDAY'S	75/417,742	14-Jan-1998	2,294,717	23-Nov-1999	Registered
T.G.I. FRIDAY'S	75/417,744	14-Jan-1998	2,476,076	7-Aug-2001	Registered
T.G.I. FRIDAY'S	73/834,052	16-Oct-1989	1,638,468	19-Mar-1991	Registered
T.G.I. FRIDAY'S	73/540,283	29-May-1985	1,417,077	18-Nov-1986	Registered
T.G.I. FRIDAY'S and Design	76/284,032	13-Jul-2001	2,545,010	5-Mar-2002	Registered
T.G.I. FRIDAY'S and Design	75/418,441	15-Jan-1998	2,300,670	14-Dec-1999	Registered
T.G.I. FRIDAY'S and Design	74/291,049	6-Jul-1992	1,760,170	23-Mar-1993	Registered
T.G.I. FRIDAY'S and Design	74/511,587	12-Apr-1994	1,902,042	27-Jun-1995	Registered
T.G.I. FRIDAY'S and Design [new logo]	78/421,820	19-May-2004	3,477,910	29-Jul-2008	Registered
T.G.I. FRIDAY'S and Design [new logo]	78/799,050	25-Jan-2006	3,518,280	14-Oct-2008	Registered
T.G.I. FRIDAY'S and Design [new logo]	78/799,059	25-Jan-2006	3,518,281	14-Oct-2008	Registered
T.G.I. FRIDAY'S and Design [new logo]	78/911,003	19-Jun-2006	3,229,827	17-Apr-2007	Registered
T.G.I. FRIDAY'S and Design [new logo]	78/331,642	21-Nov-2003	2,963,202	21-Jun-2005	Registered
T.G.I. FRIDAY'S and Design [new logo]	75/418,630	15-Jan-1998	2,448,080	1-May-2001	Registered

Mark	App. No.	App. Date	Reg. No.	Reg. Date	Status
T.G.I. FRIDAY'S Stylized	74/315,550	21-Sep-1992	1,778,205	22-Jun-1993	Registered
T.G.I.F.	74/294,193	14-Jul-1992	2,164,903	16-Jun-1998	Registered
TGI FRIDAYS and Design (Brick)	85/888,306	27-Mar-2013	4,544,761	3-Jun-2014	Registered
TGI FRIDAYS and Design (Brick)	85/888,326	27-Mar-2013	4,544,763	3-Jun-2014	Registered
TGI FRIDAYS and Design (Brick)	85/888,334	27-Mar-2013	4,548,896	10-Jun-2014	Registered
TGI FRIDAYS and Design (Brick)	85/888,342	27-Mar-2013	4,544,764	3-Jun-2014	Registered
TGI FRIDAYS and Design (Brick)	85/888,358	27-Mar-2013	5,091,411	29-Nov-2016	Registered
TGI FRIDAYS and Design (Brick)	85/888,371	27-Mar-2013	5,095,702	6-Dec-2016	Registered
TGI FRIDAYS and Design (Brick)	85/888,380	27-Mar-2013	5,091,412	29-Nov-2016	Registered
TGI FRIDAYS and Design (Brick)	85/888,385	27-Mar-2013	5,091,413	29-Nov-2016	Registered
TGI FRIDAYS and Design (Brick)	85/888,394	27-Mar-2013	4,656,922	16-Dec-2014	Registered
TGI FRIDAYS and Design (Brick)	86/647,218	1-Jun-2015	4,851,406	10-Nov-2015	Registered
TGIF	77/393,845	11-Feb-2008	3,680,711	8-Sep-2009	Registered
THANK GOD IT'S FRIDAY'S	77/782,764	16-Jul-2009	3,887,359	7-Dec-2010	Registered