

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM423814

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	NOTICE OF GRANT OF BACK-UP SECURITY INTEREST IN TRADEMARKS
SEQUENCE:	16

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
FOCUS FUNDING HOLDCO LLC		04/06/2017	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	FOCUS BRANDS FUNDING LLC
Street Address:	5620 Glenridge Drive NE
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30342
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 75

Property Type	Number	Word Mark
Registration Number:	3946434	
Registration Number:	3410695	
Registration Number:	3327212	AUNTIE ANNE'S PRETZEL PERFECT
Registration Number:	3327216	
Registration Number:	3327214	AUNTIE ANNE'S
Registration Number:	3345712	AUNTIE ANNE'S PRETZEL PERFECT
Registration Number:	3360662	AUNTIE ANNE'S PRETZEL PERFECT
Registration Number:	2514260	AUNTIE ANNE'S AT HOME
Registration Number:	2130367	AUNTIE ANNE'S
Registration Number:	2056059	DUTCH ICE
Registration Number:	1984997	
Registration Number:	1740051	AUNTIE ANNE'S
Registration Number:	5045563	CINNABON
Registration Number:	4993466	CINNABON
Registration Number:	4977734	CINNASWEETIES
Registration Number:	5046697	CINNABON
Registration Number:	4522832	CINNABON DELIGHTS

CH \$1890.00 3946434

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4354854	CINNAPACK
Registration Number:	3815170	CINNABON
Registration Number:	3601985	CINNABON STIX
Registration Number:	3670520	LIFE NEEDS FROSTING
Registration Number:	3758395	LIFE NEEDS FROSTING
Registration Number:	3439741	CHILLATTAS
Registration Number:	3421489	CINNABON
Registration Number:	3397317	CINNABON
Registration Number:	3845532	CINNABON
Registration Number:	3197342	CINNABON
Registration Number:	3014148	TROPICAL BLAST
Registration Number:	3061125	CINNABON
Registration Number:	3074505	CINNABON
Registration Number:	2953570	CINNAPOPPERS
Registration Number:	3218506	CINNABON
Registration Number:	3360336	CINNABON
Registration Number:	2304346	CINNABON WORLD FAMOUS CINNAMON ROLLS
Registration Number:	2199951	CARAMEL PECANBON
Registration Number:	2147818	MINIBON
Registration Number:	2137495	CINNABON
Registration Number:	2098432	
Registration Number:	2029844	WORLD FAMOUS CINNAMON ROLLS
Registration Number:	1921083	MAKARA
Registration Number:	1657550	MOCHALATTA CHILL
Registration Number:	1424169	CINNABON
Registration Number:	4913781	MOE'S
Registration Number:	4974949	QUESOPALOOZA
Registration Number:	3989089	MOE'S SOUTHWEST GRILL
Registration Number:	4103274	TACO STACK
Registration Number:	3943806	FEED THE MOEMENT
Registration Number:	3762299	MOE'S SOUTHWEST GRILL
Registration Number:	3435299	WELCOME TO MOE'S
Registration Number:	3335685	WELCOME TO MOES
Registration Number:	2699371	MOES SOUTHWEST GRILL
Registration Number:	2650129	MOE'S SOUTHWEST GRILL
Registration Number:	4087846	EVERY BITE SCHLOTZSKY'S LOTZ BETTER
Registration Number:	3879948	SCHLOTZSKY'S
Registration Number:	3980366	SCHLOTZSKY'S

Property Type	Number	Word Mark
Registration Number:	4000735	SCHLOTZSKY'S
Registration Number:	3603345	LOTZ BETTER
Registration Number:	3349068	JUST HAULIN' BUNS!
Registration Number:	3204908	THE ORIGINAL
Registration Number:	3182401	SCHLOTZSKY'S
Registration Number:	3153384	FRESH-FROM-SCRATCH
Registration Number:	3059809	SCHLOTZSKY'S
Registration Number:	2235917	SCHLOTZSKY'S DELI
Registration Number:	2641418	SCHLOTZSKY'S DELI HOME OF THE FAMOUS ORI
Registration Number:	2041225	FUNNY NAME. SERIOUS SANDWICH.
Registration Number:	1956280	RUN YOUR BUNS OFF
Registration Number:	2044593	
Registration Number:	1775366	SCHLOTZSKY'S
Registration Number:	1528939	BAKED DAILY FRESH
Registration Number:	1375154	BUN RUN
Registration Number:	1337033	SCHLOTZSKY'S
Registration Number:	1147774	SCHLOTZSKY
Registration Number:	1150687	SCHLOTZSKY'S
Registration Number:	4087842	SCHLOTZSKY'S BETTER
Registration Number:	3188037	FOCUS BRANDS

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: dlaker@paulweiss.com, aspoto@paulweiss.com

Correspondent Name: Danielle G. Laker

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: 17514-033

NAME OF SUBMITTER: Danielle Laker

SIGNATURE: /Danielle Laker/

DATE SIGNED: 04/14/2017

Total Attachments: 11

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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 April 6, 2017, by FOCUS FUNDING HOLDCO LLC, a Delaware limited liability company located at 5620 Glenridge Drive NE, Atlanta, Georgia 30342, (“Grantor”), in favor of FOCUS BRANDS FUNDING LLC, a Delaware limited liability company located at 5620 Glenridge Drive NE, Atlanta, Georgia 30342 (“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 Contribution Agreement between the Parties of even date herewith (the “Agreement”), Grantor has granted a security interest in Grantor’s right, title and interest in, to and under 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 payments, proceeds, supporting obligations and accrued and future rights to payment of any guaranties, indemnities, insurance and other agreements or arrangements of whatever character from time to time purporting to secure or otherwise with respect to any of 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 “USPTO”) 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, to the extent now owned or hereafter acquired by Grantor, to secure such loan in the aggregate value of the Contributed 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 grant and/or enforcement of such security interest, including intent-to-use applications filed with the USPTO 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 grant and/or enforcement of the security interest will not cause such Trademark to be invalidated, canceled, voided or abandoned.

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

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

2. 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.

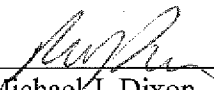
3. THIS NOTICE SHALL BE CONSTRUED IN ACCORDANCE WITH, AND GOVERNED BY, THE INTERNAL LAWS OF THE STATE OF NEW YORK WITHOUT REGARD TO CHOICE OF LAW RULES (OTHER THAN SECTIONS 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW).

4. 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 COPYRIGHTS to be duly executed and delivered as of the date first written above.

FOCUS FUNDING HOLDCO LLC

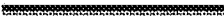


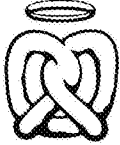



By: 
Name: Michael J. Dixon
Title: Chief Financial Officer



[Signature Page - Back-up Security Interest in Copyrights (Second-Tier)]

TRADEMARK
REEL: 006035 FRAME: 0268



Schedule 1 Trademarks


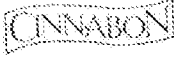
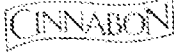
1. Auntie Anne's



Mark	Country	Serial No./ Filing Date	Reg. No./ Reg. Date	Status
Design Only 	United States	85004150 01-APR-2010	3946434 12-APR-2011	Registered
Design Only 	United States	78818645 20-FEB-2006	3410695 08-APR-2008	Registered
AUNTIE ANNE'S PRETZEL PERFECT 	United States	78804441 01-FEB-2006	3327212 30-OCT-2007	Registered
Design Only 	United States	78804547 01-FEB-2006	3327216 30-OCT-2007	Registered
AUNTIE ANNE'S 	United States	78804517 01-FEB-2006	3327214 30-OCT-2007	Registered
AUNTIE ANNE'S PRETZEL PERFECT 	United States	78800090 26-JAN-2006	3345712 27-NOV-2007	Registered
AUNTIE ANNE'S PRETZEL PERFECT 	United States	78800202 26-JAN-2006	3360662 25-DEC-2007	Registered
AUNTIE ANNE'S AT HOME	United States	75928810 19-FEB-2000	2514260 04-DEC-2001	Registered

Mark	Country	Serial No./ Filing Date	Reg. No./ Reg. Date	Status
AUNTIE ANNE'S 	United States	75219727 30-DEC-1996	2130367 20-JAN-1998	Registered
DUTCH ICE	United States	74671947 10-MAY-1995	2056059 22-APR-1997	Registered
<i>Design Only</i> 	United States	74544254 24-JUN-1994	1984997 09-JUL-1996	Registered
AUNTIE ANNE'S	United States	74251955 04-MAR-1992	1740051 15-DEC-1992	Registered

2. Cinnabon

Mark	Country	Serial No./ Filing Date	Reg. No./ Reg. Date	Status
CINNABON 	United States	86923441 29-FEB-2016	5045563 20-SEP-2016	Registered
CINNABON 	United States	86853952 18-DEC-2015	4993466 05-JUL-2016	Registered
CINNASWEETIES CINNASWEETIES	United States	86799186 26-OCT-2015	4977734 14-JUN-2016	Registered
CINNABON CINNABON	United States	86692071 14-JUL-2015	5046697 20-SEP-2016	Registered
CINNABON DELIGHTS CINNABON DELIGHTS	United States	85778361 13-NOV-2012	4522832 29-APR-2014	Registered
CINNAPACK CINNAPACK	United States	85515671 13-JAN-2012	4354854 18-JUN-2013	Registered

Mark	Country	Serial No./ Filing Date	Reg. No./ Reg. Date	Status
CINNABON CINNABON	United States	77583364 01-OCT-2008	3815170 06-JUL-2010	Registered
CINNABON STIX CINNABON STIX	United States	77556761 27-AUG-2008	3601985 07-APR-2009	Registered
LIFE NEEDS FROSTING LIFE NEEDS FROSTING	United States	77480772 21-MAY-2008	3670520 18-AUG-2009	Registered
LIFE NEEDS FROSTING LIFE NEEDS FROSTING	United States	77480782 21-MAY-2008	3758395 09-MAR-2010	Registered
CHILLATTAS CHILLATTAS	United States	77263830 24-AUG-2007	3439741 03-JUN-2008	Registered
CINNABON 	United States	77109719 16-FEB-2007	3421489 06-MAY-2008	Registered
CINNABON CINNABON	United States	77098015 02-FEB-2007	3397317 18-MAR-2008	Registered
CINNABON CINNABON	United States	77020724 13-OCT-2006	3845532 07-SEP-2010	Registered
CINNABON 	United States	78447250 07-JUL-2004	3197342 09-JAN-2007	Registered
TROPICAL BLAST TROPICAL BLAST	United States	78424393 25-MAY-2004	3014148 08-NOV-2005	Registered
CINNABON 	United States	78401487 14-APR-2004	3061125 21-FEB-2006	Registered

Mark	Country	Serial No./ Filing Date	Reg. No./ Reg. Date	Status
CINNABON CINNABON	United States	78401475 14-APR-2004	3074505 28-MAR-2006	Registered
CINNAPOPPERS	United States	78286674 13-AUG-2003	2953570 17-MAY-2005	Registered
CINNABON	United States	78165483 18-SEP-2002	3218506 13-MAR-2007	Registered
CINNABON	United States	78095775 29-NOV-2001	3360336 25-DEC-2007	Registered
CINNABON WORLD FAMOUS CINNAMON ROLLS 	United States	75647375 24-FEB-1999	2304346 28-DEC-1999	Registered
CARAMEL PECANBON	United States	75400607 05-DEC-1997	2199951 27-OCT-1998	Registered
MINIBON	United States	75291070 13-MAY-1997	2147818 31-MAR-1998	Registered
CINNABON	United States	75279353 22-APR-1997	2137495 17-FEB-1998	Registered
<i>Design Only</i> 	United States	75020660 16-NOV-1995	2098432 16-SEP-1997	Registered
WORLD FAMOUS CINNAMON ROLLS	United States	74734362 26-SEP-1995	2029844 14-JAN-1997	Registered
MAKARA	United States	74418259 27-JUL-1993	1921083 19-SEP-1995	Registered
MOCHALATTA CHILL	United States	74061605 22-MAY-1990	1657550 17-SEP-1991	Registered
CINNABON	United States	73591336 03-APR-1986	1424169 06-JAN-1987	Registered

3. Moe's






Mark	Country	Serial No./ Filing Date	Reg. No./ Reg. Date	Status
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Mark	Country	Serial No./ Filing Date	Reg. No./ Reg. Date	Status
MOE'S 	United States	86758109 16-SEP-2015	4913781 08-MAR-2016	Registered
QUESOPALOOZA QUESOPALOOZA	United States	86716943 06-AUG-2015	4974949 07-JUN-2016	Registered
MOE'S SOUTHWEST GRILL 	United States	85163776 28-OCT-2010	3989089 05-JUL-2011	Registered
TACO STACK TACO STACK	United States	85116139 26-AUG-2010	4103274 21-FEB-2012	Registered
FEED THE MOEMENT FEED THE MOEMENT	United States	85102936 09-AUG-2010	3943806 12-APR-2011	Registered
MOE'S SOUTHWEST GRILL 	United States	77665926 09-FEB-2009	3762299 23-MAR-2010	Registered
WELCOME TO MOE'S WELCOME TO MOE'S	United States	77285540 21-SEP-2007	3435299 27-MAY-2008	Registered
WELCOME TO MOES WELCOME TO MOES	United States	76625439 22-DEC-2004	3335685 13-NOV-2007	Registered
MOES SOUTHWEST GRILL 	United States	76180755 13-DEC-2000	2699371 25-MAR-2003	Registered

Mark	Country	Serial No./ Filing Date	Reg. No./ Reg. Date	Status
MOE'S SOUTHWEST GRILL	United States	76042554 08-MAY-2000	2650129 12-NOV-2002	Registered

4. Schlotzsky's

Mark	Country	Serial No./ Filing Date	Reg. No./ Reg. Date	Status
EVERY BITE SCHLOTZSKY'S LOTZ BETTER 	United States	85346309 14-JUN-2011	4087846 17-JAN-2012	Registered
SCHLOTZSKY'S SCHLOTZSKY'S	United States	85014872 15-APR-2010	3879948 23-NOV-2010	Registered
SCHLOTZSKY'S SCHLOTZSKY'S	United States	85012976 13-APR-2010	3980366 21-JUN-2011	Registered
SCHLOTZSKY'S SCHLOTZSKY'S	United States	85012907 13-APR-2010	4000735 26-JUL-2011	Registered
LOTZ BETTER LOTZ BETTER	United States	77223793 06-JUL-2007	3603345 07-APR-2009	Registered
JUST HAULIN' BUNS! JUST HAULIN' BUNS!	United States	76662183 27-JUN-2006	3349068 04-DEC-2007	Registered
THE ORIGINAL THE ORIGINAL	United States	76657971 06-APR-2006	3204908 06-FEB-2007	Registered
SCHLOTZSKY'S SCHLOTZSKY'S	United States	76653611 13-JAN-2006	3182401 12-DEC-2006	Registered
FRESH-FROM-SCRATCH FRESH-FROM-SCRATCH	United States	78665099 06-JUL-2005	3153384 10-OCT-2006	Registered

Mark	Country	Serial No./ Filing Date	Reg. No./ Reg. Date	Status
SCHLOTZSKY'S 	United States	76573930 04-FEB-2004	3059809 21-FEB-2006	Registered
SCHLOTZSKY'S DELI	United States	75464596 08-APR-1998	2235917 30-MAR-1999	Registered
SCHLOTZSKY'S DELI HOME OF THE FAMOUS ORIGINAL SANDWICH EST. 1971 	United States	75464796 08-APR-1998	2641418 29-OCT-2002	Registered
FUNNY NAME. SERIOUS SANDWICH.	United States	74662750 18-APR-1995	2041225 25-FEB-1997	Registered
RUN YOUR BUNS OFF	United States	74648753 20-MAR-1995	1956280 13-FEB-1996	Registered
<i>Design Only</i> 	United States	74648754 20-MAR-1995	2044593 11-MAR-1997	Registered
SCHLOTZSKY'S	United States	74328161 02-NOV-1992	1775366 08-JUN-1993	Registered
BAKED DAILY FRESH 	United States	73703769 04-JAN-1988	1528939 07-MAR-1989	Registered
BUN RUN	United States	73526814 14-MAR-1985	1375154 10-DEC-1985	Registered
SCHLOTZSKY'S	United States	73505952 29-OCT-1984	1337033 21-MAY-1985	Registered
SCHLOTZSKY	United States	73184259 01-SEP-1978	1147774 24-FEB-1981	Registered
SCHLOTZSKY'S	United States	73184241 01-SEP-1978	1150687 07-APR-1981	Registered
SCHLOTZSKY'S BETTER 	United States	85346286 14-JUN-2011	4087842 17-JAN-2012	Registered

5. FOCUS Brands

Mark	Country	Serial No./ Filing Date	Reg. No./ Reg. Date	Status
FOCUS BRANDS FOCUS BRANDS	United States	78531350 13-DEC-2004	3188037 19-DEC-2006	Registered