

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM434214

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	THIRD TIER NOTICE OF GRANT OF BACK-UP SECURITY INTEREST IN TRADEMARKS
SEQUENCE:	8

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
JIMMY JOHN'S FUNDING, LLC, as Grantor		07/07/2017	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	JIMMY JOHN'S FRANCHISOR SPV, LLC, as Secured Party
Street Address:	2212 Fox Drive
City:	Champaign
State/Country:	ILLINOIS
Postal Code:	61820
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 84

Property Type	Number	Word Mark
Registration Number:	5041127	SLIMMYS
Registration Number:	5140148	JIMMY JOHN'S JJ SANDWICHES
Registration Number:	4976687	JIMMY JOHN'S FF FREAKY FAST
Registration Number:	4752081	FREAKY FAST!
Registration Number:	4751512	SERIOUS DELIVERY
Registration Number:	4711189	JJ JIMMY JOHN'S GOURMET SANDWICHES
Registration Number:	4761403	FREAKY FAST RACING
Registration Number:	4946766	FREAKY FAST ORDERING
Registration Number:	4559945	WE'RE KIND OF A BIG DILL
Registration Number:	4447923	HEY DOC YOU ROCK!
Registration Number:	4447922	HAPPY HUMP DAY!
Registration Number:	4447924	I LOVE YOU MAMA
Registration Number:	5095716	JIMMY MUSTARD
Registration Number:	4392382	LOVE THE TASTE TASTE THE LOVE
Registration Number:	4516066	GUTBUHSTUH
Registration Number:	4530588	MY FAVORITE MUSTARD
Registration Number:	4893265	SWK

CH \$2115.00 5041127

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4332859	ULTIMATE PORKER
Registration Number:	4194648	CLICK. ORDER. EAT.
Registration Number:	4102172	JIMMY PEPPERS
Registration Number:	4102173	JIMMY PICKLES
Registration Number:	4044364	JIMMY JOHN'S GOURMET SANDWICHES
Registration Number:	3997220	FREAKY FAST DELIVERY!
Registration Number:	4104116	JJ SINCE 1983 JIMMY JOHN'S TASTY SANDWIC
Registration Number:	4046585	DAMN GOOD DAMN FAST
Registration Number:	4030359	THINNY CHIPS
Registration Number:	3787474	YOUR MOM WANTS YOU TO EAT AT JIMMY JOHN'
Registration Number:	3921697	SANDWICH MASTERS CHAMPIONSHIPS
Registration Number:	3829534	JJ JIMMY JOHN'S TASTY SANDWICHES
Registration Number:	3829533	JIMMY JOHN'S TASTY SANDWICHES
Registration Number:	3678610	FRESH. FAST. TASTY.
Registration Number:	4096458	SUB-DUDE
Registration Number:	3504441	JIMMY JOHN'S
Registration Number:	3397952	JIMM-ENEWS
Registration Number:	3547498	FREAKY FAST! FREAKY GOOD!
Registration Number:	3334071	TOTALLY TUNA
Registration Number:	3279162	
Registration Number:	3296365	JJ JIMMY JOHN'S GOURMET SANDWICHES SINCE
Registration Number:	3155947	VITO
Registration Number:	3220822	JIMMY TO GO
Registration Number:	3020392	JIMMY JOHN'S JJ SINCE 1983 WORLD'S GREAT
Registration Number:	3161573	JJ
Registration Number:	3143188	UNWICH
Registration Number:	3134035	YOUR MAMA WANTS YOU TO EAT AT JIMMY JOHN
Registration Number:	3101998	THE FRESHEST & BESTEST
Registration Number:	3112915	FAST FRESH FLAWLESS
Registration Number:	2897446	BIG JOHN
Registration Number:	2897447	THE J.J. GARGANTUAN
Registration Number:	3024447	TASTING IS BELIEVING
Registration Number:	3104669	TUMMY TESTED MAMA APPROVED
Registration Number:	2924555	WORLD'S GREATEST GOURMET SANDWICHES
Registration Number:	2959439	JIMMY
Registration Number:	3117898	FRESH BAKED FRESH CHOPPED FRESH MADE THA
Registration Number:	2874935	JIMMY CHIPS
Registration Number:	2968524	YOU BUY I FLY

Property Type	Number	Word Mark
Registration Number:	2814731	CLUB LULU
Registration Number:	2812634	J.J.B.L.T.
Registration Number:	2719289	PLAIN SLIMS
Registration Number:	2683428	FREE SMELLS
Registration Number:	2547126	BEACH CLUB
Registration Number:	2604292	BILLY CLUB
Registration Number:	2661985	JIMMY JOHN'S BIG JOHN
Registration Number:	2682561	BOOTLEGGERS CLUB
Registration Number:	2668198	GOURMET VEGGIE CLUB
Registration Number:	2540299	THE PEPE
Registration Number:	2665597	TURKEY TOM
Registration Number:	2655889	CLUB TUNA
Registration Number:	2540307	COUNTRY CLUB
Registration Number:	2540308	HUNTER'S CLUB
Registration Number:	2540309	ITALIAN NIGHT CLUB
Registration Number:	2860624	JIMMY JOHN'S WORLD'S GREATEST GOURMET SA
Registration Number:	2555213	JIMMY JOHN'S
Registration Number:	2593631	SO FAST YOU'LL FREAK
Registration Number:	1702263	THE ORIGINAL JIMMY JOHN'S APPROVED BY MA
Registration Number:	1885492	YOUR MOM WANTS YOU TO EAT HERE
Serial Number:	87405562	JIMMY RANCH
Serial Number:	87405207	KICKIN' RANCH
Serial Number:	87356567	JIMMY JOHN'S JJ SINCE 1983 GOURMET SANDW
Serial Number:	87356596	JIMMY JOHN'S JJ SANDWICHES
Serial Number:	86882840	MINI JIMMYS
Serial Number:	86872009	JIMMY JOHN'S JJ SANDWICHES TASTY!
Serial Number:	87505095	WHERE FRESH & FAST MEET
Serial Number:	87465355	EVERY SINGLE DAY STARTS THIS WAY.
Serial Number:	87455453	JIMMY FRESH SLICED EVERY SINGLE DAY 24/7

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: kepark@paulweiss.com, aspoto@paulweiss.com

Correspondent Name: Kevin E. Park

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:	17514-034
NAME OF SUBMITTER:	Kevin Park
SIGNATURE:	/Kevin Park/
DATE SIGNED:	07/07/2017

Total Attachments: 11

source=Third Tier Notice of Grant of Back-Up Security Interest in Trademarks (Executed)#page1.tif
source=Third Tier Notice of Grant of Back-Up Security Interest in Trademarks (Executed)#page2.tif
source=Third Tier Notice of Grant of Back-Up Security Interest in Trademarks (Executed)#page3.tif
source=Third Tier Notice of Grant of Back-Up Security Interest in Trademarks (Executed)#page4.tif
source=Third Tier Notice of Grant of Back-Up Security Interest in Trademarks (Executed)#page5.tif
source=Third Tier Notice of Grant of Back-Up Security Interest in Trademarks (Executed)#page6.tif
source=Third Tier Notice of Grant of Back-Up Security Interest in Trademarks (Executed)#page7.tif
source=Third Tier Notice of Grant of Back-Up Security Interest in Trademarks (Executed)#page8.tif
source=Third Tier Notice of Grant of Back-Up Security Interest in Trademarks (Executed)#page9.tif
source=Third Tier Notice of Grant of Back-Up Security Interest in Trademarks (Executed)#page10.tif
source=Third Tier Notice of Grant of Back-Up Security Interest in Trademarks (Executed)#page11.tif

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 July 7, 2017, by JIMMY JOHN’S FUNDING, LLC, a Delaware limited liability company located at 2212 Fox Drive, Champaign, IL 61820, (“Grantor”), in favor of JIMMY JOHN’S FRANCHISOR SPV, LLC, a Delaware limited liability company located at 2212 Fox Drive, Champaign, IL 61820 (“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 Third-Tier Contribution Agreement between the Parties of even date herewith (the “Agreement”), solely in the event that a court of competent jurisdiction were to hold that the contribution of certain intellectual property defined in the Agreement as the Contributed IP thereunder does not constitute a valid contribution or absolute transfer of such Contributed IP in accordance therewith, but instead constitutes a loan, Grantor has granted a security interest in Grantor’s right, title and interest in, to and under such 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), respectively, or, if filed, has not been deemed in conformance with 15 U.S.C. 1051(a) or examined and accepted by the United States Patent and Trademark Office, 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.

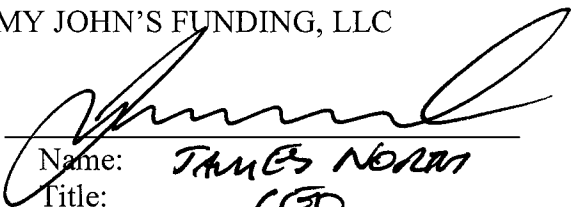
3. THIS NOTICE SHALL BE CONSTRUED IN ACCORDANCE WITH, AND GOVERNED BY, THE INTERNAL LAWS OF THE STATE OF NEW YORK WITHOUT REGARD TO CHOICE OF LAW RULES (OTHER THAN SECTIONS 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW).

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.

[Remainder of this page intentionally left blank]

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.

JIMMY JOHN'S FUNDING, LLC

By:  .
Name: JAMES MORAN
Title: CEO

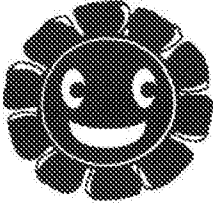
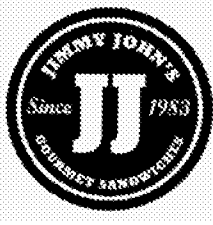
**Schedule 1
Trademarks**


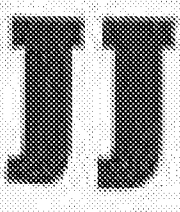
Mark	App. No.	App. Date	Reg. No.	Reg. Date
JIMMY RANCH Jimmy Ranch	87405562	10-APR-2017	Not Available	Not Available
KICKIN' RANCH Kickin' Ranch	87405207	10-APR-2017	Not Available	Not Available
JIMMY JOHN'S JJ SINCE 1983 GOURMET SANDWICHES TASTY! 	87356567	02-MAR-2017	Not Available	Not Available
JIMMY JOHN'S JJ SANDWICHES 	87356596	02-MAR-2017	Not Available	Not Available
SLIMMYS SLIMMYS	86912249	18-FEB-2016	5041127	13-SEP-2016
MINI JIMMYS MINI JIMMYS	86882840	21-JAN-2016	Not Available	Not Available
JIMMY JOHN'S JJ SANDWICHES 	86871970	11-JAN-2016	5140148	14-FEB-2017
JIMMY JOHN'S JJ SANDWICHES TASTY!	86872009	11-JAN-2016	Not Available	Not Available

Mark	App. No.	App. Date	Reg. No.	Reg. Date
				
JIMMY JOHN'S FF FREAKY FAST 	86736070	25-AUG-2015	4976687	14-JUN-2016
FREAKY FAST! FREAKY FAST!	86463501	24-NOV-2014	4752081	09-JUN-2015
SERIOUS DELIVERY SERIOUS DELIVERY	86416080	06-OCT-2014	4751512	09-JUN-2015
JJ JIMMY JOHN'S GOURMET SANDWICHES 	86330874	08-JUL-2014	4711189	31-MAR-2015
FREAKY FAST RACING FREAKY FAST RACING	86223000	17-MAR-2014	4761403	23-JUN-2015
FREAKY FAST ORDERING FREAKY FAST ORDERING	86216343	10-MAR-2014	4946766	26-APR-2016
WE'RE KIND OF A BIG DILL We're Kind Of A Big Dill	86119418	14-NOV-2013	4559945	01-JUL-2014
HEY DOC YOU ROCK!	85943805	28-MAY-2013	4447923	10-DEC-2013




Mark	App. No.	App. Date	Reg. No.	Reg. Date
HEY DOC YOU ROCK!				
HAPPY HUMP DAY! HAPPY HUMP DAY!	85943794	28-MAY-2013	4447922	10-DEC-2013
I LOVE YOU MAMA I LOVE YOU MAMA	85943838	28-MAY-2013	4447924	10-DEC-2013
JIMMY MUSTARD JIMMY MUSTARD	85915799	26-APR-2013	5095716	06-DEC-2016
LOVE THE TASTE TASTE THE LOVE LOVE THE TASTE TASTE THE LOVE	85893398	02-APR-2013	4392382	27-AUG-2013
GUTBUHSTUH GUTBUHSTUH	85857340	22-FEB-2013	4516066	15-APR-2014
MY FAVORITE MUSTARD MY FAVORITE MUSTARD	85830747	23-JAN-2013	4530588	13-MAY-2014
SWK 	85746039	04-OCT-2012	4893265	26-JAN-2016
ULTIMATE PORKER ULTIMATE PORKER	85603201	19-APR-2012	4332859	07-MAY-2013
CLICK. ORDER. EAT. CLICK. ORDER. EAT.	85516506	13-JAN-2012	4194648	21-AUG-2012
JIMMY PEPPERS JIMMY PEPPERS	85366066	07-JUL-2011	4102172	21-FEB-2012
JIMMY PICKLES JIMMY PICKLES	85366067	07-JUL-2011	4102173	21-FEB-2012

Mark	App. No.	App. Date	Reg. No.	Reg. Date
JIMMY JOHN'S GOURMET SANDWICHES JIMMY JOHN'S GOURMET SANDWICHES	85254749	01-MAR-2011	4044364	25-OCT-2011
FREAKY FAST DELIVERY! FREAKY FAST DELIVERY!	85191596	06-DEC-2010	3997220	19-JUL-2011
JJ SINCE 1983 JIMMY JOHN'S TASTY SANDWICHES SINCE 1983 JIMMY JOHN'S TASTY SANDWICHES 	85189740	02-DEC-2010	4104116	28-FEB-2012
DAMN GOOD DAMN FAST DAMN GOOD DAMN FAST	85110829	18-AUG-2010	4046585	25-OCT-2011
THINNY CHIPS THINNY CHIPS	77916262	20-JAN-2010	4030359	27-SEP-2011
YOUR MOM WANTS YOU TO EAT AT JIMMY JOHN'S! YOUR MOM WANTS YOU TO EAT AT JIMMY JOHN'S!	77860782	29-OCT-2009	3787474	11-MAY-2010
SANDWICH MASTERS CHAMPIONSHIPS SANDWICH MASTERS CHAMPIONSHIPS	77848840	14-OCT-2009	3921697	22-FEB-2011
JJ JIMMY JOHN'S TASTY SANDWICHES 	77819954	03-SEP-2009	3829534	03-AUG-2010
JIMMY JOHN'S TASTY SANDWICHES JIMMY JOHN'S TASTY SANDWICHES	77819940	03-SEP-2009	3829533	03-AUG-2010
FRESH. FAST. TASTY.	77537369	01-AUG-2008	3678610	08-SEP-2009

Mark	App. No.	App. Date	Reg. No.	Reg. Date
FRESH. FAST. TASTY.				
SUB-DUDE SUB-DUDE	77439367	03-APR-2008	4096458	07-FEB-2012
JIMMY JOHN'S <i>JIMMY JOHN'S</i>	77389149	05-FEB-2008	3504441	23-SEP-2008
JIMM-ENEWS JIMM-ENEWS	77229477	13-JUL-2007	3397952	18-MAR-2008
FREAKY FAST! FREAKY GOOD! FREAKY FAST! FREAKY GOOD!	77138643	23-MAR-2007	3547498	16-DEC-2008
TOTALLY TUNA Totally Tuna	77115939	26-FEB-2007	3334071	13-NOV-2007
<i>Design Only</i> 	77035643	02-NOV-2006	3279162	14-AUG-2007
JJ JIMMY JOHN'S GOURMET SANDWICHES SINCE 1983 	77032323	30-OCT-2006	3296365	25-SEP-2007
VITO VITO	76659191	27-APR-2006	3155947	17-OCT-2006
JIMMY TO GO JIMMY TO GO	78752230	11-NOV-2005	3220822	20-MAR-2007
JIMMY JOHN'S JJ SINCE 1983 WORLD'S GREATEST GOURMET SANDWICHES	78480317	08-SEP-2004	3020392	29-NOV-2005

Mark	App. No.	App. Date	Reg. No.	Reg. Date
				
JJ 	78480332	08-SEP-2004	3161573	24-OCT-2006
UNWICH UNWICH	78475951	30-AUG-2004	3143188	12-SEP-2006
YOUR MAMA WANTS YOU TO EAT AT JIMMY JOHN'S! YOUR MAMA WANTS YOU TO EAT AT JIMMY JOHN'S!	78474979	27-AUG-2004	3134035	22-AUG-2006
THE FRESHEST & BESTEST THE FRESHEST & BESTEST	78474971	27-AUG-2004	3101998	06-JUN-2006
FAST FRESH FLAWLESS FAST FRESH FLAWLESS	78474975	27-AUG-2004	3112915	04-JUL-2006
BIG JOHN	78321421	31-OCT-2003	2897446	26-OCT-2004
THE J.J. GARGANTUAN	78321427	31-OCT-2003	2897447	26-OCT-2004

Mark	App. No.	App. Date	Reg. No.	Reg. Date
TASTING IS BELIEVING	78301087	16-SEP-2003	3024447	06-DEC-2005
TUMMY TESTED MAMA APPROVED	78301092	16-SEP-2003	3104669	13-JUN-2006
WORLD'S GREATEST GOURMET SANDWICHES	78301107	16-SEP-2003	2924555	01-FEB-2005
JIMMY	78301038	16-SEP-2003	2959439	07-JUN-2005
FRESH BAKED. FRESH CHOPPED. FRESH MADE. THAT'S FRESH! FRESH BAKED FRESH CHOPPED FRESH MADE THAT'S FRESH!	78301057	16-SEP-2003	3117898	18-JUL-2006
JIMMY CHIPS	78292758	27-AUG-2003	2874935	17-AUG-2004
YOU BUY I FLY	78286070	12-AUG-2003	2968524	12-JUL-2005
CLUB LULU	76495830	10-MAR-2003	2814731	17-FEB-2004
J.J.B.L.T.	76496685	10-MAR-2003	2812634	10-FEB-2004
PLAIN SLIMS	76439735	13-AUG-2002	2719289	27-MAY-2003
FREE SMELLS	76401742	30-APR-2002	2683428	04-FEB-2003
BEACH CLUB BEACH CLUB	76248571	18-APR-2001	2547126	12-MAR-2002
BILLY CLUB BILLY CLUB	76249048	18-APR-2001	2604292	06-AUG-2002
JIMMY JOHN'S BIG JOHN	76248409	18-APR-2001	2661985	17-DEC-2002
BOOTLEGGER CLUB BOOTLEGGER CLUB	76248410	18-APR-2001	2682561	04-FEB-2003
GOURMET VEGGIE CLUB	76248412	18-APR-2001	2668198	31-DEC-2002
THE PEPE	76248572	18-APR-2001	2540299	19-FEB-2002
TURKEY TOM	76249043	18-APR-2001	2665597	24-DEC-2002
CLUB TUNA	76249044	18-APR-2001	2655889	03-DEC-2002
COUNTRY CLUB	76249045	18-APR-2001	2540307	19-FEB-2002
HUNTER'S CLUB	76249046	18-APR-2001	2540308	19-FEB-2002

Mark	App. No.	App. Date	Reg. No.	Reg. Date
ITALIAN NIGHT CLUB	76249047	18-APR-2001	2540309	19-FEB-2002
JIMMY JOHN'S WORLD'S GREATEST GOURMET SANDWICHES SINCE 1983 SUPER SEAL GREAT STUFF APPROVED BY MAMAS 	76216989	27-FEB-2001	2860624	06-JUL-2004
JIMMY JOHN'S	76102500	03-AUG-2000	2555213	02-APR-2002
SO FAST YOU'LL FREAK	76034549	24-APR-2000	2593631	16-JUL-2002
THE ORIGINAL JIMMY JOHN'S APPROVED BY MAMAS GREAT STUFF SUPER SEAL WORLD'S GREATEST GOURMET SANDWICH SHOP 	74148993	18-MAR-1991	1702263	21-JUL-1992
WHERE FRESH & FAST MEET WHERE FRESH & FAST MEET	87505095	26-JUN-2017	Not Available	Not Available
EVERY SINGLE DAY STARTS THIS WAY. EVERY SINGLE DAY STARTS THIS WAY.	87465355	26-MAY-2017	Not Available	Not Available
JIMMY FRESH SLICED EVERY SINGLE DAY 24/7/365 SINCE 1982 	87455453	18-MAY-2017	Not Available	Not Available
YOUR MOM WANTS YOU TO EAT HERE YOUR MOM WANTS YOU TO EAT HERE	74510366	08-APR-1994	1885492	21-MAR-1995