

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM452758

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Pollo Operations, Inc.		11/30/2017	Corporation: FLORIDA

RECEIVING PARTY DATA

Name:	JPMorgan Chase Bank, N.A., as Administrative Agent
Street Address:	2200 Ross Avenue
Internal Address:	8th Floor
City:	DALLAS
State/Country:	TEXAS
Postal Code:	75201
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 30

Property Type	Number	Word Mark
Registration Number:	4993103	BEACHMAS
Registration Number:	4183408	BONGO BOWLS
Registration Number:	1961247	CHICKEN ON THE GRILL
Registration Number:	2009396	
Registration Number:	4371831	LIFE'S BETTER UNDER THE PALM
Registration Number:	4431336	LIFE'S BETTER UNDER THE PALM
Registration Number:	4419868	
Registration Number:	4998193	
Registration Number:	3917248	POLLO REWARDS
Registration Number:	5240058	POLLO REWARD\$
Registration Number:	1795420	POLLO TROPICAL
Registration Number:	1583057	POLLO TROPICAL
Registration Number:	4236371	POLLO TROPICAL
Registration Number:	2088488	POLLO TROPICAL CHICKEN ON THE GRILL
Registration Number:	3634216	POLLO TROPICAL CHICKEN ON THE GRILL
Registration Number:	4236370	POLLO TROPICAL CHICKEN ON THE GRILL
Registration Number:	4798750	POLLO TROPICAL CHICKEN ON THE GRILL
Registration Number:	4673307	SAUCING ISLAND

CH \$765.00 4993103

Property Type	Number	Word Mark
Registration Number:	4711758	TROPICAL LITE MENU
Registration Number:	2579304	TROPICHILLER
Registration Number:	3653926	TROPICHOP
Registration Number:	2162161	TROPICHOPS
Registration Number:	2073412	COMBO MAMBO
Serial Number:	87150927	POLLO TROPICAL EXPRESS
Serial Number:	87150935	POLLO TROPICAL EXPRESS
Serial Number:	87150946	POLLO TROPICAL EXPRESS
Serial Number:	87422628	POLLO TROPICAL FIRE-GRILLED CHICKEN
Serial Number:	87422730	POLLO TROPICAL FIRE-GRILLED MARINATED CH
Serial Number:	87422564	POLLO TROPICAL HOME OF FIRE-GRILLED CHIC
Serial Number:	87422604	POLLO TROPICAL HOME OF FIRE-GRILLED MARI

CORRESPONDENCE DATA

Fax Number: 2147455390

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: 214-745-5226

Email: AWALKER@WINSTEAD.COM

Correspondent Name: Andrea Walker, Winstead PC

Address Line 1: P. O. Box 131851

Address Line 4: DALLAS, TEXAS 75313-1851

ATTORNEY DOCKET NUMBER:	133112-635tmsaPolloOpsInc
NAME OF SUBMITTER:	ANDREA WALKER
SIGNATURE:	/Andrea Walker/
DATE SIGNED:	11/30/2017

Total Attachments: 12

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November 30, 2017

TRADEMARK SECURITY AGREEMENT

WHEREAS, POLLO OPERATIONS, INC., a Florida corporation ("Grantor"), owns the Trademarks and trademark applications listed on Schedule 1 annexed hereto, and is a party to the IP Licenses listed on Schedule 1 annexed hereto; and

WHEREAS, pursuant to the terms of the Pledge and Security Agreement dated as of November 30, 2017 (as said Agreement may be amended and in effect from time to time, the "Security Agreement"; terms used herein but not defined herein shall have the meanings given to them in the Security Agreement), among Fiesta Restaurant Group, Inc. (the "Borrower"), certain subsidiaries of the Borrower, and JPMorgan Chase Bank, N.A., as administrative agent ("Secured Party"), Grantor has granted to Secured Party a security interest in substantially all the assets of Grantor including all right, title and interest of Grantor in, to and under all now owned by or owing to, and hereafter acquired Trademarks, trademark registrations, trademark applications and IP Licenses, together with the goodwill of the business symbolized by Grantor's trademarks, and all proceeds thereof, to secure the payment of all Secured Obligations;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor does hereby grant to Secured Party a continuing security interest in all of Grantor's right, title and interest in, to and under the following (all of the following items or types of property being herein collectively referred to as the "Trademark Collateral"), whether presently existing or hereafter created or acquired:

- (1) all rights, title and interests (and all related IP Ancillary Rights) arising under any Requirement of Law in or relating to trademarks, trade names, corporate names, company names, business names, fictitious business names, trade styles, service marks, logos and other source or business identifiers and, in each case, all goodwill associated therewith, all registrations and recordations thereof and all applications in connection therewith (the "Trademarks"), each of which is set forth herein on Schedule 1 annexed hereto;
- (2) each IP License and all of the goodwill of the business connected with the use of, and symbolized by, each trademark license, including, without limitation, each IP License referred to in Schedule 1 annexed hereto; and
- (3) all accessions to, substitutions for and replacements, proceeds (including Stock Rights), insurance proceeds and products of the foregoing, together with all books and records, customer lists, credit files, computer files, programs, printouts and other computer materials and records related thereto and any General Intangibles at any time evidencing or relating to any of the foregoing.

This security interest is granted in conjunction with the security interests granted to Secured Party pursuant to the Security Agreement. Grantor hereby acknowledges and affirms that the rights and remedies of Secured Party with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[Signatures On Following Page]

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be duly executed by its duly authorized officer thereunto as of the first date written above.

Acknowledged:

GRANTOR:

POLLO OPERATIONS, INC.

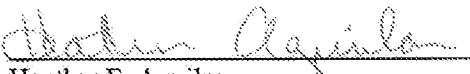
By:

Name: Lynn Schweinfurth

Title: Senior Vice President, Chief Financial
Officer and Treasurer

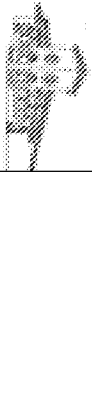
SECURED PARTY:

JPMORGAN CHASE BANK, N.A., as
administrative agent

By: 
Name: Heather E. Aguilar
Title: Vice President

Schedule 1
to Trademark
Security Agreement

TRADEMARKS

Mark	Registered Owner	Nature of Debtor's Interest (e.g. owner, licensee)	App. No.	Reg. No.	Class	Goods or Services Covered	Date of Application	Date of Registration	Country of Application
BEACHIMAS	Pollo Operations, Inc.	Owner	86/ 819,436	4,993,103	43	Restaurant services	11/ 13/ 2015	7/ 5/ 2016	United States
BONGO BOWLS	Pollo Operations, Inc.	Owner	85/ 517,420	4,183,408	29	Prepared entrees consisting primarily of meat and vegetables with rice	01/ 16/ 2012	07/ 31/ 2012	United States
CHICKEN THE GRILL	Pollo Operations, Inc.	Owner	74/ 352,238	1,961,247	43	Restaurant services	01/ 25/ 1993	03/ 12/ 1996	United States
Design Only	Pollo Operations, Inc.	Owner	74/ 590,740	2,009,396	42	Restaurant services	10/ 26/ 1994	10/ 22/ 1996	United States
									
LIFES UNDER THE PALM	Pollo Operations, Inc.	Owner	8/ 579,4345	4,371,831	43	Restaurant services	12/ 04/ 2012	07/ 23/ 2013	United States



TRADEMARK



REEL: 006218 FRAME: 0106

Mark	Registered Owner	Nature of Debtor's Interest (e.g. owner, licensee)	App. No.	Reg. No.	Class	Goods or Services Covered	Date of Application	Date of Registration	Country of Application
LIFES UNDER THE PALM & Design 	Pollo Operations, Inc.	Owner	85/ 801,814	4,431,336	43	Restaurant services	12/ 13/ 2012	11/ 12/ 2013	United States
Miscellaneous Design 	Pollo Operations, Inc.	Owner	85/ 793,753	4,419,868	43	Restaurant services	12/ 04/ 2012	10/ 15/ 2013	United States
Miscellaneous Design 	Pollo Operations, Inc.	Owner	86/ 836,493	4,998,193	43	Restaurant services	12/ 2/ 2015	7/ 12/ 2016	United States
POLLO REWARDS	Pollo Operations, Inc.	Owner	85/ 103,781	3,917,248	35	Arranging and conducting incentive reward programs featuring offers,	08/ 10/ 2010	02/ 08/ 2011	United States



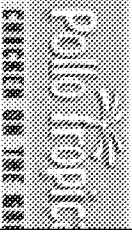
TRADEMARK

REEL: 006218 FRAME: 0107

Mark	Registered Owner	Nature of Debtor's Interest (e.g. owner, licensee)	App. No.	Reg. No.	Class	Goods or Services Covered	Date of Application	Date of Registration	Country of Application
	Pollo Operations, Inc.	Owner	87/ 187, 853	5,240,058	35	deals and rewards to customers and members to promote the sale of restaurant services	9/29/2016	07/11/2017	United States
POLLO TROPICAL	Pollo Operations, Inc.	Owner	74/ 352,237	1,795,420	42	Restaurant services	01/25/1993	09/28/1993	United States
POLLO TROPICAL & Design 	Pollo Operations, Inc.	Owner	73/ 775,720	1,583,057	42	Restaurant services	01/23/1989	02/13/1990	United States
POLLO	Pollo Operations,	Owner	85/ 449,739	4,236,371	43	Restaurant services	10/18/2	11/06/20	United


Mark	Registered Owner	Nature of Debtor's Interest (e.g. owner, licensee)	App. No.	Reg. No.	Class	Goods or Services Covered	Date of Application	Date of Registration	Country of Application
TROPICAL & Design 	Inc.						011	12	States
POLLO TROPICAL & Design	CARROLS CORPORATION (DELAWARE CORP.) ¹		ANI: 20077763	PR 58509	43	services for providing food and temporary accommodations		11/09/2003	Puerto Rico
POLLO TROPICAL CHICKEN THE GRILL & Design 	Pollo Operations, Inc.	Owner	74/ 516, 740	2,088,488	42	Restaurant services	04/25/1994	08/19/1997	United States
POLLO TROPICAL CHICKEN ON THE GRILL & Design	Pollo Operations, Inc.	Owner	77/ 537, 914	3,634,216	29- cancel led 43	(Int'l Class: 29) Cancelled - Sec. 8 (prepared entrees consisting primarily of meat, fish, poultry	08/04/2008	07/09/2009	United States

¹ An assignment of the mark from Carrols Corporation to Pollo Operations, Inc. has been filed with the Puerto Rican Trademarks Office but a renewal in the name of Pollo Operations, Inc. has not yet been issued.

Mark	Registered Owner	Nature of Debtor's Interest (e.g. owner, licensee)	App. No.	Reg. No.	Class	Goods or Services Covered	Date of Application	Date of Registration	Country of Application
						or vegetables) (Int'l Class: 43) Restaurant services			
	Pollo Operations, Inc.	Owner	85/ 449, 692	4, 236, 370	43	Restaurant services	10/ 18/ 2011	11/ 06/ 2012	United States
	Pollo Operations, Inc.	Owner	86/ 483, 058	4, 798, 750	43	Restaurant services	12/ 17/ 2014	08/ 25/ 2015	United States
SAUCING ISLAND	Pollo Operations, Inc.	Owner	86/ 352, 154	4, 673, 307	43	Restaurant services	07/ 30/ 2014	01/ 13/ 2015	United States

TRADEMARK

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Mark	Registered Owner	Nature of Debtor's Interest (e.g. owner, licensee)	App. No.	Reg. No.	Class	Goods or Services Covered	Date of Application	Date of Registration	Country of Application
TROPICAL LITE MENU & Design	Pollo Operations, Inc.	Owner	86/ 357,382	4,711,758	43	Restaurant services	08/05/2014	03/31/2015	United States
									
TROPICILLER	Pollo Operations, Inc.	Owner	75/ 722,459	2,579,304	32	Non-carbonated, non-alcoholic slushy-type flavored soft drinks	06/07/1999	06/11/2002	United States
TROPICHOP	Pollo Operations, Inc.	Owner	77/ 620,202	3,653,926	29	Prepared entrees consisting primarily of meat and vegetables with rice	11/22/2008	07/14/2009	United States
TROPICHOPS	Pollo Operations, Inc.	Owner	75/ 317,706	2,162,161	29	Entrees consisting primarily of meat and vegetables with rice	07/01/1997	06/02/1998	United States
POLLO TROPICAL	CARROLS CORPORATION (DELAWARE)	Owner	ANI: 20077762	PR 58508	43	services for providing food and drink; temporary		11/09/2003	Puerto Rico

TRADEMARK

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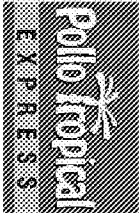
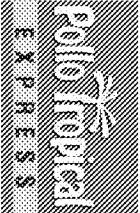

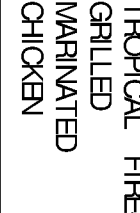
TRADEMARK

Mark	Registered Owner	Nature of Debtor's Interest (e.g. owner, licensee)	App. No.	Reg. No.	Class	Goods or Services Covered	Date of Application	Date of Registration	Country of Application
	CORP.) ²					accommodations			
TROPICHOOPS	Pollo Operations, Inc.	Owner	20064931	PR 45343	29	Meats and processed foods		04/21/1999	United States
Combo Mambo	Pollo Operations, Inc.	Owner	75/ 049,085	2,073,412	42	Restaurant services	1/26/1996	Registered	United States

TRADEMARK APPLICATIONS

Mark	Registered Owner	Nature of Debtor's Interest (e.g. owner, licensee)	App. No.	Reg. No.	Class	Goods or Services Covered	Date of Application	Status	Country of Application
POLLO TROPICAL EXPRESS	Pollo Operations, Inc.	Owner	87/ 150,927	N/A	43	Restaurant services	8/25/2016	Pending	United States
POLLO	Pollo Operations,	Owner	87/ 150,935	N/A	43	Restaurant	8/25/2016	Pending	United

² An assignment of the mark from Carrols Corporation to Pollo Operations, Inc. has been filed with the Puerto Rican Trademarks Office but a renewal in the name of Pollo Operations, Inc. has not yet been issued.

Mark	Registered Owner	Nature of Debtor's Interest (e.g., owner, licensee)	App. No.	Reg. No.	Class	Goods or Services Covered	Date of Application	Status	Country of Application
TROPICAL EXPRESS & Design	Inc.					services			States
									
POLLO TROPICAL EXPRESS & Design	Pollo Operations, Inc.	Owner	87/ 150, 946	N/A	43	Restaurant services	8/ 25/ 2016	Pending	United States
									
POLLO TROPICAL FIRE-GRILLED CHICKEN	Pollo Operations, Inc.	Owner	87/ 422, 628	N/A	43	Restaurant services	4/ 24/ 2017	Pending	United States
									
POLLO TROPICAL FIRE-GRILLED MARINATED CHICKEN	Pollo Operations, Inc.	Owner	87/ 422, 730	N/A	43	Restaurant services	4/ 24/ 2017	Pending	United States
									

Mark	Registered Owner	Nature of Debtor's Interest (e.g., owner, licensee)	App. No.	Reg. No.	Class	Goods or Services Covered	Date of Application	Status	Country of Application
POLLO TROPICAL HOME OF FIRE-GRILLED CHICKEN	Pollo Operations, Inc.	Owner	87/ 422,564	N/A	43	Restaurant services	4/ 24/ 2017	Pending	United States
POLLO TROPICAL HOME OF FIRE-GRILLED MARINATED CHICKEN	Pollo Operations, Inc.	Owner	87/ 422,604	N/A	43	Restaurant services	4/ 24/ 2017	Pending	United States

TRADEMARK

REEL: 006218 FRAME: 0114

RECORDED: 11/30/2017