

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM460507

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MORGANS, INC.		01/31/2018	Corporation: D.C.
RECEIVING PARTY DATA			
Name:	OWL ROCK CAPITAL CORPORATION, AS ADMINISTRATIVE AGENT		
Street Address:	245 Park Avenue, 41st floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10018		
Entity Type:	Corporation: MARYLAND		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	5052619	JIMMIE MUSCATELLO'S	
Serial Number:	87549039	M MUSCATELLO'S	
Serial Number:	87549041	M MUSCATELLO'S	
CORRESPONDENCE DATA			
Fax Number:	2123553333		
<i>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.</i>			
Phone:	2124597136		
Email:	tbennett@goodwinlaw.com		
Correspondent Name:	Tracey D. Bennett		
Address Line 1:	c/o Goodwin Procter LLP		
Address Line 2:	620 8th Ave.		
Address Line 4:	New York, NEW YORK 10018		
ATTORNEY DOCKET NUMBER:	101310.268538		
NAME OF SUBMITTER:	Tracey D. Bennett		
SIGNATURE:	/s/Tracey D. Bennett		
DATE SIGNED:	02/01/2018		
Total Attachments: 4			
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MEMORANDUM OF SECURITY INTEREST IN TRADEMARKS

United States Department of Commerce
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Ladies and Gentlemen:

Pursuant to that certain Security Agreement, dated as of January 31, 2018 (as amended, restated, amended and restated, supplemented, extended, refinanced or otherwise modified from time to time, the "Security Agreement"), MORGANS, INC., a District of Columbia corporation (the "Assignor"), grants to OWL ROCK CAPITAL CORPORATION, a Maryland corporation, as administrative agent for the Lenders under the Credit Agreement referenced in the Security Agreement, as Assignee (the "Assignee") a security interest in the Trademarks (as such term is defined in the Security Agreement) including the trademarks listed on the annexed Exhibit A, and all applications, registrations, renewals and proceeds (including accounts receivable and royalties). The Assignee's security interest in the Trademarks can only be terminated in accordance with the terms of the Security Agreement. Nothing herein shall be construed to grant a security interest in any intent-to-use trademark application filed in the United States Patent and Trademark Office pursuant to Section 1(b) of the Lanham Act, 15 U.S.C. Section 1051, prior to the accepted filing of a "Statement of Use" and issuance of a "Certificate of Registration" pursuant to Section 1(d) of the Lanham Act or an accepted filing of an "Amendment to Allege Use" whereby such intent-to-use trademark application is converted to a "use in commerce" application pursuant to Section 1(c) of the Lanham Act.

Dated: January 31, 2018

Very truly yours,

MORGANS, INC.

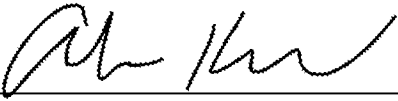
By: 

Name: R. Michael Andrews, Jr.

Title: Chief Financial Officer, Treasurer and Secretary

ACKNOWLEDGED BY:

OWL ROCK CAPITAL CORPORATION, as Administrative Agent,
as Assignee

By:  _____

Name: Alan Kirshenbaun
Title: Authorized Signatory

EXHIBIT A

Trademark Registrations

TRADEMARK	REGISTRATION NUMBER	REGISTRATION DATE	JURISDICTION
JIMMIE MUSCATELLO'S	5052619	10/4/16	United States

Trademark Applications

TRADEMARK	APPLICATION NUMBER	FILING DATE	JURISDICTION
M MUSCATELLO'S	87-549039 ¹	7/31/17	United States
M MUSCATELLO'S	87-549041 ²	7/31/17	United States

¹ Currently intent-to-use applications.

² Currently intent-to-use applications.