

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM480305

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CARL'S JR. RESTAURANTS LLC		06/20/2018	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	CITIBANK, N.A.		
Street Address:	388 Greenwich Street		
Internal Address:	Attn: Agency & Trust-CKE Restaurants		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10013		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	5351771	PIONEERS OF THE GREAT AMERICAN BURGER	
Registration Number:	5209826	REAL MEXICAN. REAL BIG.	
Registration Number:	4704436	SUPER STAR REWARDS	
Serial Number:	87527712	CARL'S JR.	
Serial Number:	87527745	CARL'S JR.	
Serial Number:	87526105		
Serial Number:	87526116		
CORRESPONDENCE DATA			
Fax Number:			
<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>			
Email:	dlaker@paulweiss.com, aspoto@paulweiss.com, dewilliams@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:	20408-003		

CH \$190.00 5351771

NAME OF SUBMITTER:	Danielle Laker
SIGNATURE:	/Danielle Laker/
DATE SIGNED:	07/02/2018
Total Attachments: 5 source=CKE 2018 Securitization - TM Security Agmt (Carl's Jr. Restaurants) (Executed)#page1.tif source=CKE 2018 Securitization - TM Security Agmt (Carl's Jr. Restaurants) (Executed)#page2.tif source=CKE 2018 Securitization - TM Security Agmt (Carl's Jr. Restaurants) (Executed)#page3.tif source=CKE 2018 Securitization - TM Security Agmt (Carl's Jr. Restaurants) (Executed)#page4.tif source=CKE 2018 Securitization - TM Security Agmt (Carl's Jr. Restaurants) (Executed)#page5.tif	

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

This NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS (the “Notice”) is made and entered into as of June 20, 2018, by and between CARL’S JR. RESTAURANTS LLC, a Delaware limited liability company located at 6700 Tower Circle, Suite 1000, Franklin, TN 37067 (“Grantor”), in favor of CITIBANK, N.A., a national banking association (“Citibank”), as trustee located at 388 Greenwich Street, New York, NY 10013, Attn: Agency & Trust–CKE Restaurants (“Trustee”).

WHEREAS, Grantor is the owner of the United States trademarks and service marks set forth in Schedule 1 attached hereto, including the associated registrations and applications for registration set forth in 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 Amended and Restated Guarantee and Collateral Agreement, dated as of June 20, 2018, by and among Grantor, Hardee’s Restaurants LLC, a Delaware limited liability company, Carl’s Jr. SPV Guarantor LLC, a Delaware limited liability company, Hardee’s SPV Guarantor LLC, a Delaware limited liability company, each as a Guarantor, and the Trustee (as amended, supplemented or otherwise modified from time to time, the “Guarantee and Collateral Agreement”), to secure the Obligations, Grantor has granted to the Trustee for the benefit of the Secured Parties, a security interest in Grantor’s right, title and interest in, to and under certain intellectual property of Grantor, including the Trademarks and the goodwill connected with the use of or symbolized by the Trademarks, 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 derived from or related thereto, and, to the extent not otherwise included, all payments, proceeds, supporting obligations and accrued and future rights to payment with respect to the foregoing (collectively the “Trademark Collateral”); and

WHEREAS, pursuant to Section 8.25(c) of the Amended and Restated Base Indenture, dated as of June 20, 2018, by and among Carl’s Jr. Funding LLC, a Delaware limited liability company, Hardee’s Funding LLC, a Delaware limited liability company, and Citibank, as Trustee and Securities Intermediary (the “Indenture”), and Section 3.5(a) of the Guarantee and Collateral Agreement, Grantor agreed to execute and deliver to the Trustee this Notice for purposes of filing the same with the PTO to confirm, evidence and perfect the security interest in the Trademark Collateral granted under the Guarantee and Collateral Agreement;

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 Indenture and the Guarantee and Collateral Agreement, which are incorporated by reference as if fully set forth herein, to secure the Obligations, Grantor hereby grants to the Trustee, for the benefit of the Secured Parties, a security interest in Grantor’s right, title and interest in, to and under the Trademark Collateral, to the extent now owned or at any time hereafter acquired by Grantor; *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 PTO pursuant to 15 U.S.C. Section 1051(b) prior to the filing of a statement of use or

amendment to allege use pursuant to 15 U.S.C. Section 1051(c) or (d), *provided that* at such time that the grant and/or enforcement of the security interest will not cause such Trademark to be invalidated, cancelled, voided or abandoned such Trademark application will not be excluded from the Notice.

Capitalized terms used in this Notice (including the preamble and the recitals hereto), and not defined in this Notice, shall have the meanings assigned to such terms in Annex A attached to the Indenture.

1. The parties intend that this Notice is for recordation purposes. The terms of this Notice shall not modify the applicable terms and conditions of the Indenture or the Guarantee and Collateral Agreement, which govern the Trustee'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 in favor of the Trustee for the benefit of the Secured Parties, and Grantor hereby requests the PTO to file and record this Notice together with the annexed Schedule 1.

2. Grantor and Trustee 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 Indenture and the Guarantee and Collateral Agreement and shall terminate automatically upon the termination of the Indenture or the Guarantee and Collateral Agreement.


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

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 one and the same agreement.

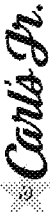

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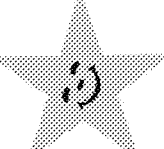
IN WITNESS WHEREOF, the undersigned has caused this NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS to be duly executed by its duly authorized officer as of the date and year first written above.

CARL'S JR. RESTAURANTS LLC

By: 
Name: William Werner
Title: Executive Vice President and
General Counsel

Schedule 1
Trademarks

Mark	Country	Serial No./ Filing Date	Reg. No./ Reg. Date	Owner	Status
PIONEERS OF THE GREAT AMERICAN BURGER PIONEERS OF THE GREAT AMERICAN BURGER	US Federal	87196968 07-OCT-2016	5351771 05-DEC-2017	CARL'S JR. RESTAURANTS LLC	Registered
REAL MEXICAN. REAL BIG. REAL MEXICAN. REAL BIG.	US Federal	86553085 04-MAR-2015	5209826 23-MAY-2017	CARL'S JR. RESTAURANTS LLC	Registered
SUPER STAR REWARDS SUPER STAR REWARDS	US Federal	85921991 02-MAY-2013	4704436 17-MAR-2015	CARL'S JR. RESTAURANTS LLC	Registered
CARL'S JR. 	US Federal	87527712 13-JUL-2017	Not Available	CARL'S JR. RESTAURANTS LLC	Pending
CARL'S JR. 	US Federal	87527745 13-JUL-2017	Not Available	CARL'S JR. RESTAURANTS LLC	Pending

Mark	Country	Serial No./ Filing Date	Reg. No./ Reg. Date	Owner	Status
DESIGN ONLY 	US Federal	87526105 12-JUL-2017	Not Available	CARL'S JR. RESTAURANTS LLC	Pending
DESIGN ONLY 	US Federal	87526116 12-JUL-2017	Not Available	CARL'S JR. RESTAURANTS LLC	Pending