

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM502545

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
LUBY'S FUDDRUCKERS RESTAURANTS, LLC		12/13/2018	Limited Liability Company: TEXAS
RECEIVING PARTY DATA			
Name:	MSD PCOF PARTNERS VI, LLC		
Street Address:	645 Fifth Avenue		
Internal Address:	21st Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10022-5910		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 50			
Property Type	Number	Word Mark	
Registration Number:	4148131	BETTER BEEF. BETTER BURGER.	
Registration Number:	4941355	BETTER BUNS. BETTER BURGER.	
Registration Number:	4013052	BETTER EVERYTHING. BETTER BURGER.	
Registration Number:	3844620	BETTER FOR YOU	
Registration Number:	4009985	BETTER TIME. BETTER BURGER.	
Registration Number:	4549564	BETTER TOPPINGS. BETTER BURGER.	
Registration Number:	4009984	BETTER VALUE. BETTER BURGER	
Registration Number:	4009986	BETTER VARIETY. BETTER BURGER.	
Registration Number:	2965075	BOB LUBY'S SEAFOOD GRILL	
Registration Number:	3796305	BUILD YOUR OWN	
Registration Number:	4404514	BUILDING A BURGER WORLD	
Registration Number:	3921631	CLUCK CITY	
Serial Number:	87725387	CRAVE STATION	
Serial Number:	88136817	CREATE YOUR CRAVE	
Registration Number:	3998709	DO THE ROO	
Registration Number:	4993607	FUDD CLUCKERS	
Registration Number:	1298164	FUDDRUCKERS	
Serial Number:	87725284	FUDDRUCKERS WORLD'S GREATEST HAMBURGERS	
TRADEMARK			

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Property Type	Number	Word Mark
Registration Number:	2311292	FUDDRUCKERS WORLD'S GREATEST HAMBURGERS
Registration Number:	4246135	FUDDS
Registration Number:	4141842	FUDDS CLUB
Registration Number:	3960901	FUDDS EXOTIC BURGERS
Registration Number:	3841789	FUDDS FAVORITES
Serial Number:	87317715	GO KITCHEN
Registration Number:	1890023	KOO KOO ROO
Registration Number:	1586199	KOO KOO ROO
Registration Number:	1884141	KOO KOO ROO
Registration Number:	3703059	KOO KOO ROO CHICKEN BISTRO
Registration Number:	3830480	LIFE IS DELICIOUS...TAKE A BITE!
Registration Number:	3524094	LIFE UNFRIED
Registration Number:	1054102	LU ANN
Registration Number:	1236864	LUBY'S
Registration Number:	0967837	LUBY'S
Registration Number:	2987473	LUBY'S CAFETERIA
Registration Number:	2384690	LUBY'S GOOD FOOD TO GO
Registration Number:	2579143	LUBY'S TO GO!
Registration Number:	4498651	MAKING THE WORLD A BURGER PLACE
Registration Number:	1726462	
Registration Number:	1691761	
Registration Number:	4239276	
Registration Number:	3795288	ORIGINAL SKINLESS FLAME BROILED CHICKEN
Registration Number:	4752204	PERK CAFE · COFFEE · CONVERSATION
Registration Number:	4629484	PERK CAFE · COFFEE · CONVERSATION
Registration Number:	4003952	STEALTH HEALTH
Registration Number:	2886719	TASTES LIKE TEXAS FEELS LIKE HOME
Registration Number:	5541931	TORO TACOS
Registration Number:	4131692	TRICKED OUT NACHOS
Registration Number:	4404515	WE'RE LEADING THE BURGER REVOLUTION
Registration Number:	5619377	WORLD'S GREATEST CUSTARD
Registration Number:	2256324	WORLD'S GREATEST HAMBURGERS

CORRESPONDENCE DATA

Fax Number: 2124464900

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: 2123904147

Email: amanda.cirella@kirkland.com

Correspondent Name: Amanda Cirella (Paralegal)
Address Line 1: Kirkland & Ellis, LLP
Address Line 2: 601 Lexington Avenue
Address Line 4: New York, NEW YORK 10022

NAME OF SUBMITTER: Amanda Cirella

SIGNATURE: /AMANDA CIRELLA/

DATE SIGNED: 12/18/2018

Total Attachments: 7

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**GRANT OF
SECURITY INTEREST IN TRADEMARK RIGHTS**

This GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS (this "Agreement"), dated as of December 13, 2018, is made by Luby's Fuddrucker's Restaurants, LLC, a Texas limited liability company (the "Grantor"), in favor of MSD PCOF PARTNERS VI, LLC, as Administrative Agent (as defined below) in connection with that certain Credit Agreement, dated as of December 13, 2018 (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), among LUBY'S, INC., a Delaware corporation (the "Borrower"), each of the Subsidiaries listed on the signature pages thereto and MSD PCOF PARTNERS VI, LLC, as administrative agent (in such capacity, together with its successors and assigns, the "Administrative Agent") for the benefit of the Secured Parties.

W I T N E S S E T H:

WHEREAS, pursuant to the Credit Agreement, the Lenders have severally agreed to make Loans to the Borrower upon the terms and subject to the conditions set forth therein;

WHEREAS, in connection with the Credit Agreement, each Grantor and any Subsidiaries that become a party thereto, have executed and delivered the Security Agreement, dated as of December 13, 2018 in favor of the Administrative Agent (together with all amendments, restatements, supplements and modifications, if any, from time to time thereafter made thereto, the "Security Agreement");

WHEREAS, pursuant to the Security Agreement, each Grantor has granted to the Administrative Agent, for the benefit of the Secured Parties, a lien on and security interest in, all of its right, title and interest in, to and under certain Intellectual Property, including the Trademarks, that is not Excluded Property; and

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and in order to induce the Lenders to make loans to the Borrower under the Credit Agreement, each Grantor agrees, for the benefit of the Administrative Agent and the Secured Parties, as follows:

1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Credit Agreement and the Security Agreement.

2. Grant of Security Interest. Each Grantor hereby grants a lien on and security interest in all of Grantor's right, title and interest in, to and under the Trademarks that are not Excluded Property (including, without limitation, those items listed on Schedule A hereto), including the Associated Goodwill associated with such Trademarks and the right to receive all proceeds therefrom (collectively, the "Collateral"), to the Administrative Agent for the benefit of the Secured Parties as collateral security for the prompt and complete payment and performance when due (whether at the stated maturity, by acceleration or otherwise) of the Obligations; provided that, applications in the United States Patent and Trademark Office to register trademarks or service marks on the basis of such Grantor's "intent to use" such

trademarks or service marks will not be deemed to be Collateral unless and until an amendment to allege use or a statement of use has been filed and accepted by the United States Patent and Trademark Office, whereupon such application shall be automatically subject to the security interest granted herein and deemed to be included in the Collateral.

3. Purpose. This Agreement has been executed and delivered by each Grantor for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. The security interest granted hereby has been granted to the Secured Parties in connection with the Security Agreement and is expressly subject to the terms and conditions thereof. The Security Agreement (and all rights and remedies of the Secured Parties thereunder) shall remain in full force and effect in accordance with its terms.

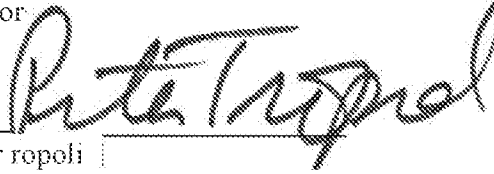
4. Acknowledgment. Each Grantor does hereby further acknowledge and affirm that the rights and remedies of the Secured Parties with respect to the security interest in the Collateral granted hereby are more fully set forth in the Credit Agreement and the Security Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the terms of the Security Agreement, the terms of the Security Agreement shall govern. In the event of any conflict between the terms of this Agreement and the terms of the Credit Agreement, the terms of the Credit Agreement shall govern.

5. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

6. GOVERNING LAW: THIS AGREEMENT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK WITHOUT REFERENCE TO ANY OTHER CONFLICTS OR CHOICE OF LAW PRINCIPLES THEREOF, EXCEPT WITH RESPECT TO CERTAIN SECURITY DOCUMENTS WHERE APPLICABLE LOCAL LAW IS NECESSARY FOR ENFORCEABILITY OR PERFECTION.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

LUBY'S FUDDRUCKERS RESTAURANTS, LLC,
as the Grantor

By: 

Name: Peter ropoli

Title: President

Schedule A
List of Trademarks

Schedule A to Trademark Security Agreement

UNITED STATES TRADEMARK APPLICATIONS & REGISTRATIONS							
TRADEMARK	COUNTRY	STATUS	DATE FILED	APP NO	REG DATE	REG NO	OWNER
BETTER BEEF. BETTER BURGER.	United States	Registered	Feb 3, 2012	85/533,698	May 22, 2012	4148131	Luby's Fuddruckers Restaurants LLC
BETTER BUNS. BETTER BURGER.	United States	Registered	Sep 16, 2015	86/759,014	Apr 19, 2016	4941355	Luby's Fuddruckers Restaurants LLC
BETTER EVERYTHING. BETTER BURGER.	United States	Registered	Nov 19, 2009	77/876,516	Aug 16, 2011	4013052	Luby's Fuddruckers Restaurants LLC
BETTER FOR YOU	United States	Registered	Feb 1, 2010	77/924,928	Sep 7, 2010	3844620	Luby's Fuddruckers Restaurants LLC
BETTER TIME. BETTER BURGER.	United States	Registered	Nov 19, 2009	77/876,562	Aug 9, 2011	4009985	Luby's Fuddruckers Restaurants LLC
BETTER TOPPINGS. BETTER BURGER.	United States	Registered	Jan 25, 2014	86/175,267	Jun 10, 2014	4549564	Luby's Fuddruckers Restaurants LLC
BETTER VALUE. BETTER BURGER	United States	Registered	Nov 19, 2009	77/876,545	Aug 9, 2011	4009984	Luby's Fuddruckers Restaurants LLC
BETTER VARIETY. BETTER BURGER.	United States	Registered	Nov 19, 2009	77/876,589	Aug 9, 2011	4009986	Luby's Fuddruckers Restaurants LLC
BOB LUBY'S SEAFOOD GRILL	United States	Registered	Jan 22, 2004	78/355,727	Jul 5, 2005	2965075	Luby's Fuddruckers Restaurants LLC
BUILD YOUR OWN	United States	Registered	Apr 21, 2008	77/453,604	Jun 1, 2010	3796305	Luby's Fuddruckers Restaurants LLC
BUILDING A BURGER WORLD	United States	Registered	Jul 17, 2012	85/679,219	Sep 17, 2013	4404514	Luby's Fuddruckers Restaurants LLC
CLUCK CITY	United States	Registered	Jul 3, 2009	77/774,031	Feb 22, 2011	3921631	Luby's Fuddruckers Restaurants LLC
CRAVE STATION	United States	Pending	Dec 18, 2017	87/725,387			Luby's Fuddruckers Restaurants LLC
CREATE YOUR CRAVE	United States	Pending	Sep 28, 2018	88/136,817			Luby's Fuddruckers Restaurants LLC
DO THE ROO	United States	Registered	Jul 2, 2009	77/773,471	Jul 19, 2011	3998709	Luby's Fuddruckers Restaurants LLC
FUDD CLUCKERS	United States	Registered	Aug 31, 2011	85/411,973	Jul 5, 2016	4993607	Luby's Fuddruckers Restaurants LLC
FUDDRUCKERS	United States	Registered	Aug 31, 1982	73/382,882	Sep 25, 1984	1298164	Luby's Fuddruckers Restaurants LLC
FUDDRUCKERS WORLD'S GREATEST HAMBURGERS & 2017 DESIGN	United States	Allowed	Dec 18, 2017	87/725,284			Luby's Fuddruckers Restaurants LLC

Schedule A to Trademark Security Agreement

UNITED STATES TRADEMARK APPLICATIONS & REGISTRATIONS							
TRADEMARK	COUNTRY	STATUS	DATE FILED	APP NO	REG DATE	REG NO	OWNER
FUDDRUCKERS WORLD'S GREATEST HAMBURGERS & DESIGN (Bottle Cap)	United States	Registered	Nov 2, 1998	75/581,332	Jan 25, 2000	2311292	Luby's Fuddruckers Restaurants LLC
FUDDS	United States	Registered	Jun 22, 2012	85/658,698	Nov 20, 2012	4246135	Luby's Fuddruckers Restaurants LLC
FUDDS CLUB	United States	Registered	Aug 23, 2011	85/405,228	May 15, 2012	4141842	Luby's Fuddruckers Restaurants LLC
FUDDS EXOTIC BURGERS	United States	Registered	Apr 21, 2010	85/019,441	May 17, 2011	3960901	Luby's Fuddruckers Restaurants LLC
FUDDS FAVORITES	United States	Registered	Mar 27, 2010	85/000,105	Aug 31, 2010	3841789	Luby's Fuddruckers Restaurants LLC
GO KITCHEN	United States	Allowed	Jan 30, 2017	87/317,715			Luby's Fuddruckers Restaurants LLC
KOO KOO ROO & DESIGN	United States	Registered	May 9, 1994	74/520,858	Apr 18, 1995	1890023	Luby's Fuddruckers Restaurants LLC
KOO KOO ROO & DESIGN	United States	Registered	Dec 19, 1988	73/770,031	Mar 6, 1990	1586199	Luby's Fuddruckers Restaurants LLC
KOO KOO ROO	United States	Registered	May 9, 1994	74/520,859	Mar 14, 1995	1884141	Luby's Fuddruckers Restaurants LLC
KOO KOO ROO CHICKEN BISTRO	United States	Registered	Aug 18, 2008	77/549,163	Oct 27, 2009	3703059	Luby's Fuddruckers Restaurants LLC
LIFE IS DELICIOUS...TAKE A BITE!	United States	Registered	Jul 7, 2009	77/776,073	Aug 10, 2010	3830480	Luby's Fuddruckers Restaurants LLC
LIFE UNFRIED	United States	Registered	Apr 1, 2008	77/436,629	Oct 28, 2008	3524094	Luby's Fuddruckers Restaurants LLC
LU ANN	United States	Registered	Oct 10, 1974	73/034,222	Dec 7, 1976	1054102	Luby's Fuddruckers Restaurants LLC
LUBY'S & DESIGN	United States	Registered	Jun 10, 1982	73/368,944	May 3, 1983	1236864	Luby's Fuddruckers Restaurants LLC
LUBY'S	United States	Registered	Jan 22, 1973	72/446,483	Sep 4, 1973	967837	Luby's Fuddruckers Restaurants LLC
LUBY'S CAFETERIA	United States	Registered	May 11, 2004	78/417,058	Aug 23, 2005	2987473	Luby's Fuddruckers Restaurants LLC
LUBY'S GOOD FOOD TO GO & DESIGN	United States	Registered	Sep 17, 1998	75/554,866	Sep 12, 2000	2384690	Luby's Fuddruckers Restaurants LLC
LUBY'S TO GO! & DESIGN	United States	Registered	Nov 30, 1998	75/596,852	Jun 11, 2002	2579143	Luby's Fuddruckers Restaurants LLC

Schedule A to Trademark Security Agreement

UNITED STATES TRADEMARK APPLICATIONS & REGISTRATIONS							
TRADEMARK	COUNTRY	STATUS	DATE FILED	APP NO	REG DATE	REG NO	OWNER
MAKING THE WORLD A BURGER PLACE	United States	Registered	Apr 12, 2012	85/595,881	Mar 18, 2014	4498651	Luby's Fuddruckers Restaurants LLC
MISCELLANEOUS DESIGN (Chicken Head/Face)	United States	Registered	Feb 15, 1991	74/139,399	Oct 20, 1992	1726462	Luby's Fuddruckers Restaurants LLC
MISCELLANEOUS DESIGN	United States	Registered	Feb 15, 1991	74/139,393	Jun 9, 1992	1691761	Luby's Fuddruckers Restaurants LLC
MISCELLANEOUS DESIGN (Livin' Smart Logo)	United States	Registered	Jan 30, 2012	85/529,015	Nov 6, 2012	4239276	Luby's Fuddruckers Restaurants LLC
ORIGINAL SKINLESS FLAME BROILED CHICKEN	United States	Registered	Aug 31, 2009	77/816,562	May 25, 2010	3795288	Luby's Fuddruckers Restaurants LLC
PERK CAFE · COFFEE · CONVERSATION	United States	Registered	Feb 9, 2012	85/538,557	Jun 9, 2015	4752204	Luby's Fuddruckers Restaurants LLC
PERK CAFE · COFFEE · CONVERSATION	United States	Registered	Feb 9, 2012	85/982,378	Oct 28, 2014	4629484	Luby's Fuddruckers Restaurants LLC
STEALTH HEALTH	United States	Registered	Oct 28, 2010	85/163,375	Jul 26, 2011	4003952	Luby's Fuddruckers Restaurants LLC
TASTES LIKE TEXAS FEELS LIKE HOME	United States	Registered	Oct 10, 2003	78/312,287	Sep 21, 2004	2886719	Luby's Fuddruckers Restaurants LLC
TORO TACOS	United States	Registered	Mar 16, 2017	87/374,116	Aug 14, 2018	5541931	Luby's Fuddruckers Restaurants LLC
TRICKED OUT NACHOS	United States	Registered	Aug 23, 2011	85/405,241	Apr 24, 2012	4131692	Luby's Fuddruckers Restaurants LLC
WE'RE LEADING THE BURGER REVOLUTION	United States	Registered	Jul 17, 2012	85/679,242	Sep 17, 2013	4404515	Luby's Fuddruckers Restaurants LLC
WORLD'S GREATEST CUSTARD	United States	Registered	Feb 23, 2018	87/809,312	Nov 27, 2018	5619377	Luby's Fuddruckers Restaurants LLC
WORLD'S GREATEST HAMBURGERS	United States	Registered	Apr 21, 1997	75/278,264	Jun 29, 1999	2256324	Luby's Fuddruckers Restaurants LLC