

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM535071

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Whatabrands LLC		08/02/2019	Limited Liability Company: TEXAS
RECEIVING PARTY DATA			
Name:	Morgan Stanley Senior Funding, Inc., as Collateral Agent		
Street Address:	1300 Thames Street, 4th Floor		
City:	Baltimore		
State/Country:	MARYLAND		
Postal Code:	21231		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 65			
Property Type	Number	Word Mark	
Registration Number:	2418394	A	
Registration Number:	3082173	ACTION PACK	
Registration Number:	2357071	BREAKFAST ON A BUN	
Registration Number:	2348378	BREAKFAST ON A BUN B.O.B.	
Registration Number:	4436922	GREAT PRIDE. GREAT TASTE.	
Registration Number:	4436923	GREAT PRIDE. GREAT TASTE.	
Registration Number:	4436924	GREAT PRIDE. GREAT TASTE.	
Registration Number:	2636816	JUST LIKE YOU LIKE IT	
Registration Number:	990311	JUSTABURGER	
Registration Number:	2687851	LEAN & MEAN	
Registration Number:	2942500	LIL' W	
Registration Number:	2477965	LIVE LARGE	
Registration Number:	3951235	REAL FOOD. REAL FRESH. FOR REAL FOLKS.	
Registration Number:	4335291	THE EXTINGUISHER	
Registration Number:	2380151	THICK & HEARTY BURGER	
Registration Number:	992085	W	
Registration Number:	4850344	W	
Registration Number:	4921569	W	
Registration Number:	4921570	WWWWW	
TRADEMARK			

OP \$1640.00 2418394

Property Type	Number	Word Mark
Registration Number:	4850346	W
Registration Number:	1011928	W WHATABURGER
Registration Number:	3926573	W WHATABURGER SERVES
Registration Number:	1101041	WE DON'T START WITHOUT YOU
Registration Number:	2066960	WHAT A PIZZA!
Registration Number:	2424846	WHATA LOTTA HOT
Registration Number:	2846139	WHATABLENDER
Registration Number:	2335590	WHATABURGER
Registration Number:	2757109	WHATABURGER
Registration Number:	4921566	WHATABURGER
Registration Number:	4921567	WHATABURGER
Registration Number:	4921568	WHATABURGER
Registration Number:	4845240	WHATABURGER
Registration Number:	652137	WHATABURGER
Registration Number:	891082	WHATABURGER
Registration Number:	1011927	WHATABURGER
Registration Number:	3188132	WHATABURGER FIELD
Registration Number:	3188136	WHATABURGER FIELD CORPUS CHRISTI
Registration Number:	4592132	WHATABURGER FIELD CORPUS CHRISTI
Registration Number:	1014196	WHATABURGER JR.
Registration Number:	1206344	WHATACATCH
Registration Number:	2160285	WHATACHICK'N
Registration Number:	4222047	WHATACHICK'N
Registration Number:	4465568	WHATACHICK'N
Registration Number:	4905446	WHATACHIPS
Registration Number:	2519854	WHATACOMIX
Registration Number:	5386940	WHATADOG
Registration Number:	5396713	WHATADOG
Registration Number:	4452561	WHATAFRIES
Registration Number:	4466567	WHATAFRY
Registration Number:	2418380	WHATAGUY
Registration Number:	2372372	WHATAKIDS
Registration Number:	2432191	WHATAKIDS
Registration Number:	1116918	WHATAMEAL
Registration Number:	5299698	WHATAPACK
Registration Number:	3376301	WHATAPALS
Registration Number:	4354975	WHATAPIE
Registration Number:	2534527	WHATAPLACE! WHATATASTE!

Property Type	Number	Word Mark
Registration Number:	5438077	WHATASAUCE
Registration Number:	3185230	WHATASIZE
Registration Number:	4438441	WHATASTORE
Registration Number:	5062880	WHATASTORE
Registration Number:	4343258	WHATATACO
Registration Number:	4350886	WHATATACO
Registration Number:	5822530	WHATAWING
Registration Number:	2066885	WOW! WHAT A PIZZA!

CORRESPONDENCE DATA

Fax Number: 2138918763
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: rhonda.deleon@lw.com
Correspondent Name: Latham & Watkins LLP
Address Line 1: 355 South Grand Avenue
Address Line 4: Los Angeles, CALIFORNIA 90071-1560

ATTORNEY DOCKET NUMBER:	042742-0125
NAME OF SUBMITTER:	Rhonda DeLeon
SIGNATURE:	/Rhonda DeLeon/
DATE SIGNED:	08/02/2019

Total Attachments: 10

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Form of Notice of Grant of Security Interest in Trademarks

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS, dated as of August 2, 2019 (this “**Notice**”), made by WHATABRANDS LLC, a Texas limited liability company (the “**Pledgor**”), in favor of Morgan Stanley Senior Funding, Inc., as Collateral Agent (as defined below).

Reference is made to the Security Agreement, dated as of August 2, 2019 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “**Security Agreement**”), among Sunrise Group Holdings LLC, a Delaware limited liability company (“**Holdings**”), Whatabrands LLC, a Texas limited liability company (the “**Borrower**”), each Subsidiary of the Borrower from time to time party thereto and Morgan Stanley Senior Funding, Inc., as collateral agent for the Secured Parties referred to therein (together with its successors and permitted assigns in such capacity, the “**Collateral Agent**”).

SECTION 1. Terms. Capitalized terms used in this Notice and not otherwise defined herein have the meanings specified in the Security Agreement. The rules of construction specified in Section 1.1(b) of the Security Agreement also apply to this Notice.

SECTION 2. Grant of Security Interest. As security for the payment and performance, as applicable, in full of the Secured Obligations, the Pledgor pursuant to the Security Agreement did, and hereby does, grant to the Collateral Agent, its successors and permitted assigns, for the benefit of the Secured Parties, a continuing security interest in all of such Pledgor’s right, title and interest in, to and under any and all of the following assets now owned or at any time hereafter acquired by such Pledgor or in which such Pledgor now has or at any time in the future may acquire any right, title or interest (collectively, but excluding any Excluded Property, the “**Trademark Collateral**”):

all Trademarks in the United States of America, including those listed on Schedule I;

provided, however, that the foregoing pledge, assignment and grant of security interest will not cover any “intent-to-use” applications for trademark or service mark registrations filed pursuant to Section 1(b) of the Lanham Act, 15 U.S.C. §1051, unless and until an Amendment to Allege Use or a Statement of Use under Section 1(c) or 1(d) of the Lanham Act has been filed and deemed in conformance with Section 1(a) of the Lanham Act or examined and accepted by the United States Patent and Trademark Office, to the extent, if any, that any assignment of an “intent-to-use” application prior thereto would violate the Lanham Act or any other Excluded Property.

SECTION 3. Security Agreement. The security interests granted to the Collateral Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Collateral Agent pursuant to the Security Agreement. Each Pledgor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the Trademark Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Notice and the Security Agreement, the terms of the Security Agreement shall govern.


SECTION 4. **Counterparts.** This Notice may be executed in two or more counterparts, each of which shall constitute an original, but all of which, when taken together, shall constitute but one contract. Delivery of an executed counterpart to this Notice by facsimile or other electronic transmission shall be as effective as delivery of a manually signed original.

SECTION 5. **Governing Law.** THIS NOTICE AND ANY CLAIMS, CONTROVERSY, DISPUTE OR CAUSES OF ACTION (WHETHER IN CONTRACT OR TORT OR OTHERWISE) BASED UPON, ARISING OUT OF OR RELATING TO THIS NOTICE AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HEREUNDER, INCLUDING BUT NOT LIMITED TO THE VALIDITY, INTERPRETATION, CONSTRUCTION, BREACH, ENFORCEMENT OR TERMINATION HEREOF AND THEREOF, AND WHETHER ARISING IN CONTRACT OR TORT OR OTHERWISE, SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAWS OF THE STATE OF NEW YORK WITHOUT REGARD TO PRINCIPLES OF CONFLICTS OF LAWS THEREOF (OTHER THAN NEW YORK GENERAL OBLIGATIONS LAW SECTION 5-1401 AND SECTION 5-1402).

[Signature Pages Follow]

IN WITNESS WHEREOF, the parties hereto have duly executed this Notice as of the day and year first above written.

WHATABRANDS LLC

By: 

Name: Edward E. Nelson, Jr.

Title: President, Chief Financial Officer, and Treasurer

MORGAN STANLEY SENIOR FUNDING, INC.,
as Collateral Agent



By: _____


Name: Ethan Plater






Title: Authorized Signatory




Schedule I
to Notice of Grant of Security Interest in Trademarks



Trademarks Owned by Whatabrands LLC

U.S. Trademark Registrations

No.	Mark	Reg. No.	Reg. Date
1.	A 	2,418,394	Jan. 2, 2001
2.	ACTION PACK	3,082,173	Apr. 18, 2006
3.	BREAKFAST ON A BUN	2,357,071	June 13, 2000
4.	BREAKFAST ON A BUN B.O.B.	2,348,378	May 9, 2000
5.	GREAT PRIDE. GREAT TASTE	4,436,922	Nov. 19, 2013
6.	GREAT PRIDE. GREAT TASTE.	4,436,923	Nov. 19, 2013
7.	GREAT PRIDE. GREAT TASTE.	4,436,924	Nov. 19, 2013
8.	JUST LIKE YOU LIKE IT	2,636,816	Oct. 15, 2002
9.	JUSTABURGER	990,311	Aug. 6, 1974
10.	LEAN & MEAN	2,687,851	Feb. 18, 2003
11.	LIL 'W	2,942,500	Apr. 19, 2005
12.	LIVE LARGE	2,477,965	Aug. 14, 2001
13.	REAL FOOD. REAL FRESH. FOR REAL FOLKS	3,951,235	Apr. 26, 2011
14.	THE EXTINGUISHER	4,335,291	May 14, 2013
15.	THICK & HEARTY BURGER	2,380,151	Aug. 22, 2000
16.	W (STYLIZED)	992,085	Aug. 27, 1974

No.	Mark	Reg. No.	Reg. Date
			
17.	<p data-bbox="472 478 665 510">W (STYLIZED)</p> 	4,850,344	Nov. 10, 2015
18.	<p data-bbox="472 781 665 812">W (STYLIZED)</p> 	4,921,569	March 22, 2016
19.	<p data-bbox="423 1083 714 1115">WWWWW (STYLIZED)</p> 	4,921,570	March 22, 2016
20.	<p data-bbox="472 1386 665 1417">W (STYLIZED)</p> 	4,850,346	November 10, 2015

No.	Mark	Reg. No.	Reg. Date
21.	<p data-bbox="370 279 760 306">W WHATABURGER & DESIGN</p> 	1,011,928	May 27, 1975
22.	<p data-bbox="321 609 818 636">W WHATABURGER SERVES & DESIGN</p>  <p data-bbox="334 894 802 921">Color is claimed as a feature of the mark.</p>	3,926,573	Mar. 1, 2011
23.	<p data-bbox="350 959 786 987">WE DON'T START WITHOUT YOU</p>	1,101,041	Aug. 29, 1978
24.	<p data-bbox="464 1022 672 1050">WHAT A PIZZA!</p>	2,066,960	June 3, 1997
25.	<p data-bbox="435 1085 701 1113">WHATA LOTTA HOT</p>	2,424,846	Jan. 30, 2001
26.	<p data-bbox="451 1148 685 1176">WHATABLENDER</p>	2,846,139	May 25, 2004
27.	<p data-bbox="457 1211 678 1239">WHATABURGER</p>	2,335,590	Mar. 28, 2000
28.	<p data-bbox="457 1274 678 1302">WHATABURGER</p>	2,757,109	Aug. 26, 2003
29.	<p data-bbox="457 1337 678 1365">WHATABURGER</p>	4,921,566	Mar. 22, 2016
30.	<p data-bbox="457 1400 678 1428">WHATABURGER</p>	4,921,567	Mar. 22, 2016
31.	<p data-bbox="457 1463 678 1491">WHATABURGER</p>	4,921,568	Mar. 22, 2016
32.	<p data-bbox="457 1526 678 1554">WHATABURGER</p>	4,845,240	Nov. 3, 2015
33.	<p data-bbox="457 1589 678 1617">WHATABURGER</p>	652,137	Sept. 24, 1957
34.	<p data-bbox="380 1652 756 1680">WHATABURGER (STYLIZED)</p> 	891,082	May 12, 1970
35.	<p data-bbox="380 1858 756 1885">WHATABURGER (STYLIZED)</p>	1,011,927	May 27, 1975

No.	Mark	Reg. No.	Reg. Date
	WHATABURGER		
36.	WHATABURGER FIELD	3,188,132	Dec. 19, 2006
37.	<p style="text-align: center;">WHATABURGER FIELD CORPUS CHRISTI & DESIGN</p> 	3,188,136	Dec. 19, 2006
38.	<p style="text-align: center;">WHATABURGER FIELD CORPUS CHRISTI & DESIGN</p> 	4,592,132	Aug. 26, 2014
39.	WHATABURGER JR.	1,014,196	June 24, 1975
40.	WHATACATCH	1,206,344	Aug. 24, 1982
41.	WHATACHICK'N	2,160,285	May 26, 1998
42.	WHATACHICK'N	4,222,047	Oct. 9, 2012
43.	WHATACHICK'N	4,465,568	January 14, 2014
44.	WHATACHIPS	4,905,446	February 23, 2016
45.	WHATACOMIX	2,519,854	December 18, 2001
46.	WHATADOG	5,386,940	January 23, 2018
47.	WHATADOG	5,396,713	February 6, 2018
48.	WHATAFRIES	4,452,561	December 17, 2013




No.	Mark	Reg. No.	Reg. Date
49.	WHATAFRY	4,466,567	January 14, 2014
50.	WHATAGUY	2,418,380	January 2, 2001
51.	WHATAKIDS	2,372,372	August 1, 2000
52.	WHATAKIDS	2,432,191	February 27, 2001
53.	WHATAMEAL	1,116,918	April 24, 1979
54.	WHATAPACK	5,299,698	October 3, 2017
55.	WHATAPALS	3,376,301	January 29, 2008
56.	WHATAPIE	4,354,975	June 18, 2013
57.	WHATAPLACE! WHATATASTE!	2,534,527	January 29, 2002
58.	WHATASAUCE	5,438,077	April 3, 2018
59.	WHATASIZE	3,185,230	December 19, 2006
60.	WHATASTORE	4,438,441	November 26, 2013
61.	WHATASTORE	5,062,880	October 18, 2016
62.	WHATATACO	4,343,258	May 28, 2013
63.	WHATATACO	4,350,886	June 11, 2013
64.	WHATAWING	5,822,530	July 30, 2019

No.	Mark	Reg. No.	Reg. Date
65.	WOW! WHAT A PIZZA!	2,066,885	June 3, 1997

U.S. Trademark Applications

None.

Foreign Trademark Applications and Registrations

No.	Mark	Serial No.	Filing Date	Reg. No.	Reg. Date	Country	Owner
1.	WHATABURGER	1972012	06/20/2019			Canada	Whatabrands, LLC ¹
2.	W (STYLIZED) 	1972039	06/20/2019			Canada	Whatabrands, LLC ²
3.		1128163	10/19/2010	1252861	11/18/2011	MEXICO	Whatabrands LLC
4.	W WHATABURGER (STYLIZED) 	1128164	10/19/2010	1252862	11/18/2011	MEXICO	Whatabrands LLC
5.	WHATABURGER	1254752	3/05/2012	1306674	8/24/2012	MEXICO	Whatabrands LLC

¹ Name change paperwork to be filed to delete comma in name.

² Name change paperwork to be filed to delete comma in name.