

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM653734

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST
SEQUENCE:	7

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ZAXBY'S SPE FRANCHISOR LLC		06/11/2021	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	CITIBANK, N.A., as Trustee
Street Address:	388 Greenwich Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10013
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 52

Property Type	Number	Word Mark
Registration Number:	5465736	BBQ
Registration Number:	2811812	BUFFALO FINGERZ
Registration Number:	4805305	CHICKENFLAGE
Registration Number:	5801334	CRAVELICIOUS
Registration Number:	6136397	
Registration Number:	6135907	
Registration Number:	4804112	
Registration Number:	4090478	
Registration Number:	5336446	FRIENDS. FAMILY. FLAVOR.
Registration Number:	5465733	HOT HONEY MUSTARD
Registration Number:	5249867	INDESCRIBABLY GOOD
Registration Number:	5613554	INSANE
Registration Number:	5618138	INSANE
Registration Number:	2728280	KIDDIE CHEESE
Registration Number:	2596276	KIDDIE FINGER
Registration Number:	3783618	KIDZ NIBBLER
Registration Number:	4840020	LZ
Registration Number:	4835204	LZ

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	6009545	NIBBLERZ
Registration Number:	5465731	NUCLEAR
Registration Number:	5465732	ORIGINAL
Registration Number:	6262255	SAUCENALITY
Registration Number:	5814861	SOUTHERN TLC
Registration Number:	5991912	SOUTHERN TLC WITH MAYO TOMATO · LETTUCE·
Registration Number:	6015472	SOUTHWEST CHIPOTLE FILLET SANDWICH
Registration Number:	6350218	SPICY ZAX SAUCE
Registration Number:	5465734	SWEET & SPICY
Registration Number:	5465735	TERIYAKI
Registration Number:	6350280	THE CHICKEN SANDWICH WAR AIN'T OVER YET
Registration Number:	4650547	THE OFFICIAL CHICKEN OF SPORTS FANZ
Registration Number:	5905197	THE ZENSATION
Registration Number:	3402748	THE ZENSATION
Registration Number:	5465730	TONGUE TORCH
Registration Number:	2653300	TONGUE TORCH
Registration Number:	2720810	ZALADS
Registration Number:	2752555	ZAPPETIZERS
Registration Number:	3562678	ZAX KIDZ
Registration Number:	2870574	ZAX PAK
Registration Number:	2563243	ZAX SAUCE
Registration Number:	2529454	ZAX SNAK
Serial Number:	88792544	ZAXBY'S
Serial Number:	88818264	ZAXBY'S
Registration Number:	5055428	ZAXBY'S
Registration Number:	4805330	ZAXBY'S
Registration Number:	4619980	ZAXBY'S
Registration Number:	4568225	ZAXBY'S
Registration Number:	2487337	ZAXBY'S
Registration Number:	5195746	ZAXBY'S FANZ OF FLAVOR
Registration Number:	2868595	ZAXBY'S REAL CHICKEN
Registration Number:	3159709	ZESTABLE DIP
Registration Number:	4894408	ZUZY
Registration Number:	5271620	ZUZY

CORRESPONDENCE DATA

Fax Number: 6462192353

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.

TRADEMARK

REEL: 007325 FRAME: 0870

Phone: 212 373 2488
Email: mamcdonough@paulweiss.com, mmcguire@paulweiss.com
Correspondent Name: Marissa A. McDonough
Address Line 1: 1285 Avenue of the Americas
Address Line 2: Paul Weiss Rifkind Wharton & Garrison LLP
Address Line 4: New York, NEW YORK 10019-6064

ATTORNEY DOCKET NUMBER: 023381-001

NAME OF SUBMITTER: Marissa A. McDonough

SIGNATURE: /Marissa A. McDonough/

DATE SIGNED: 06/14/2021

Total Attachments: 8

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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 11, 2021, by ZAXBY'S SPE FRANCHISOR LLC, a Delaware limited liability company located at 1040 Founders Boulevard, Athens, Georgia 30606 ("Grantor"), in favor of CITIBANK, N.A., a national banking association ("Citibank"), as trustee located at 388 Greenwich Street, New York, New York 10013 ("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 Guarantee and Collateral Agreement, dated as of June 11, 2021, by and among the Grantor, Zaxby's SPE Holdco LLC, a Delaware limited liability company, Zaxby's Properties LLC, a Delaware limited liability company, Zaxby's Company Restaurants LLC, a Delaware limited liability company, each as a Guarantor, in favor of the Trustee (as amended, restated, amended and restated, 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 relating 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 Base Indenture, dated as of June 11, 2021, by and among Zaxby's Funding LLC, a Delaware limited liability company, and Citibank, as Trustee and Securities Intermediary (as amended, restated, amended and restated, modified or supplemented from time to time, the "Indenture") and Section 3.5(b) 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 United States Patent and Trademark Office ("USPTO") 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 (as defined below) 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 USPTO pursuant to 15 U.S.C. Section 1051(b) prior to the filing and acceptance 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 as the grant and/or enforcement of the security interest will not cause such application 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 (and, if applicable, perfection) 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 USPTO 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 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.


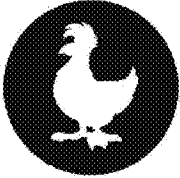


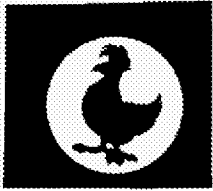
ZAXBY'S SPE FRANCHISOR
LLC, as Grantor





By: _____
Name: Blake Bailey
Title: Chief Financial Officer

[Zaxby's – Signature Page for Notice of Grant of Security Interest in Trademarks]




TRADEMARK
REEL: 007325 FRAME: 0874



**Schedule 1
Trademarks**

Mark	Country	Serial No./ Filing Date	Reg. No./ Reg. Date
BBQ 	United States	87347416 23-FEB-2017	5465736 08-MAY-2018
BUFFALO FINGERZ	United States	78163447 12-SEP-2002	2811812 03-FEB-2004
CHICKENFLAGE	United States	86357880 05-AUG-2014	4805305 01-SEP-2015
CRAVELICIOUS	United States	87749956 10-JAN-2018	5801334 09-JUL-2019
<i>Design Only</i> 	United States	88818266 03-MAR-2020	6136397 25-AUG-2020
<i>Design Only</i> 	United States	88792547 11-FEB-2020	6135907 25-AUG-2020
<i>Design Only</i> 	United States	86525178 05-FEB-2015	4804112 01-SEP-2015
<i>Design Only</i> 	United States	85335260 01-JUN-2011	4090478 24-JAN-2012

Mark	Country	Serial No./ Filing Date	Reg. No./ Reg. Date
FRIENDS. FAMILY. FLAVOR.	United States	87140058 16-AUG-2016	5336446 14-NOV-2017
HOT HONEY MUSTARD 	United States	87347400 23-FEB-2017	5465733 08-MAY-2018
INDESCRIBABLY GOOD	United States	87251695 30-NOV-2016	5249867 25-JUL-2017
INSANE	United States	87751372 11-JAN-2018	5613554 20-NOV-2018
INSANE 	United States	87347444 23-FEB-2017	5618138 27-NOV-2018
KIDDIE CHEESE	United States	76107064 11-AUG-2000	2728280 17-JUN-2003
KIDDIE FINGER	United States	76107065 11-AUG-2000	2596276 16-JUL-2002
KIDZ NIBBLER	United States	77751746 04-JUN-2009	3783618 04-MAY-2010
LZ 	United States	86502957 14-JAN-2015	4840020 27-OCT-2015
LZ	United States	86501068 12-JAN-2015	4835204 20-OCT-2015
NIBBLERZ	United States	88431375 15-MAY-2019	6009545 10-MAR-2020
 NUCLEAR	United States	87347358 23-FEB-2017	5465731 08-MAY-2018

Mark	Country	Serial No./ Filing Date	Reg. No./ Reg. Date
ORIGINAL 	United States	87347365 23-FEB-2017	5465732 08-MAY-2018
SAUCENALITY	United States	87749950 10-JAN-2018	6262255 02-FEB-2021
SOUTHERN SWEET & SMOKY 	United States	88007361 20-JUN-2018	
SOUTHERN TLC	United States	88000878 14-JUN-2018	5814861 23-JUL-2019
SOUTHERN TLC WITH MAYO TOMATO · LETTUCE · CHICKEN 	United States	88007356 20-JUN-2018	5991912 18-FEB-2020
SOUTHWEST CHIPOTLE FILLET SANDWICH	United States	88377562 09-APR-2019	6015472 17-MAR-2020
SPICY ZAX SAUCE	United States	90094818 05-AUG-2020	6350218 11-MAY-2021
SWEET & SPICY 	United States	87347406 23-FEB-2017	5465734 08-MAY-2018
TERIYAKI 	United States	87347415 23-FEB-2017	5465735 08-MAY-2018

Mark	Country	Serial No./ Filing Date	Reg. No./ Reg. Date
THE CHICKEN SANDWICH WAR AIN'T OVER YET	United States	90196584 21-SEP-2020	6350280 11-MAY-2021
THE OFFICIAL CHICKEN OF SPORTS FANZ	United States	86975466 15-NOV-2013	4650547 02-DEC-2014
THE ZENSATION	United States	88276106 25-JAN-2019	5905197 05-NOV-2019
THE ZENSATION	United States	77137598 22-MAR-2007	3402748 25-MAR-2008
TONGUE TORCH 	United States	87347349 23-FEB-2017	5465730 08-MAY-2018
TONGUE TORCH	United States	76111170 11-AUG-2000	2653300 26-NOV-2002
ZALADS	United States	76373369 22-FEB-2002	2720810 03-JUN-2003
ZAPPETIZERS	United States	76456336 07-OCT-2002	2752555 19-AUG-2003
ZAX KIDZ	United States	78939870 28-JUL-2006	3562678 13-JAN-2009
ZAX PAK	United States	78205272 21-JAN-2003	2870574 03-AUG-2004
ZAX SAUCE	United States	76107551 11-AUG-2000	2563243 23-APR-2002
ZAX SNAK	United States	76107505 11-AUG-2000	2529454 15-JAN-2002
ZAXBY'S	United States	88818264 03-MAR-2020	
ZAXBY'S	United States	88792544 11-FEB-2020	
ZAXBY'S 	United States	86568318 18-MAR-2015	5055428 04-OCT-2016
ZAXBY'S 	United States	86372055 20-AUG-2014	4805330 01-SEP-2015

Mark	Country	Serial No./ Filing Date	Reg. No./ Reg. Date
ZAXBY'S	United States	86141573 12-DEC-2013	4619980 14-OCT-2014
ZAXBY'S	United States	86141621 12-DEC-2013	4568225 15-JUL-2014
ZAXBY'S	United States	76107372 11-AUG-2000	2487337 11-SEP-2001
ZAXBY'S FANZ OF FLAVOR	United States	87232490 10-NOV-2016	5195746 02-MAY-2017
ZAXBY'S REAL CHICKEN 	United States	76490599 19-FEB-2003	2868595 03-AUG-2004
ZESTABLE DIP	United States	78210479 04-FEB-2003	3159709 17-OCT-2006
ZUZY	United States	86504542 15-JAN-2015	4894408 02-FEB-2016
 ZUZY	United States	86562983 13-MAR-2015	5271620 22-AUG-2017