

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM665012

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Release of Security Interest in Trademark Collateral at Reel/Frame No. 6711/0318		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Morgan Stanley Senior Funding, Inc., as Collateral Agent		08/03/2021	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Whatabrands LLC		
<b>Street Address:</b>	300 Concord Plaza Dr.		
<b>City:</b>	San Antonio		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	78216		
<b>Entity Type:</b>	Limited Liability Company: TEXAS		
<b>PROPERTY NUMBERS Total: 65</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
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:	0990311	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:	0992085	W	
Registration Number:	4850344	W	

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Property Type	Number	Word Mark
Registration Number:	4921569	W
Registration Number:	4921570	WWWWW
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:	0652137	WHATABURGER
Registration Number:	0891082	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

Property Type	Number	Word Mark
Registration Number:	4354975	WHATAPIE
Registration Number:	2534527	WHATAPLACE! WHATATASTE!
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:	049270-0189
NAME OF SUBMITTER:	Rhonda DeLeon
SIGNATURE:	/Rhonda DeLeon/
DATE SIGNED:	08/04/2021

#### Total Attachments: 8

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**RELEASE OF SECURITY INTEREST IN TRADEMARK COLLATERAL**

This **RELEASE OF SECURITY INTEREST IN TRADEMARK COLLATERAL**, dated as of August 3, 2021 (this "Release"), is made by MORGAN STANLEY SENIOR FUNDING, INC., as collateral agent for the Secured Parties (together with its successors and permitted assigns in such capacity, the "Collateral Agent") in favor of WHATABRANDS LLC., a Texas limited liability company (the "Pledgor"). Capitalized terms used but not defined herein having the meanings assigned to them in the Security Agreement.

**WITNESSETH**

WHEREAS, Pledgor and Collateral Agent are parties to that certain 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");

WHEREAS, pursuant to the Security Agreement, the Pledgor executed the Notice of Grant of Security Interest in Trademarks, dated as of August 2, 2019 (the "Notice") and recorded with the U.S. Patent and Trademark Office on August 2, 2019 at Reel/Frame No. 6711/0318, pursuant to which the Pledgor granted to the Collateral Agent, its successors and permitted assigns, for the benefit of the Secured Parties, a continuing security interest in all of Pledgor's right, title and interest in, to and under the Trademark Collateral (as defined in the Notice).

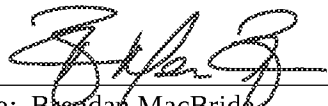
WHEREAS, the Pledgor has requested that the Collateral Agent release its security interest in all right, title and interest in, to and under the Trademark Collateral.

NOW, THEREFORE, in consideration of the foregoing, the Collateral Agent hereby DISCHARGES, TERMINATES and RELEASES, without recourse, representation or warranty, its security interest in all right, title and interest in, to and under the Trademark Collateral, including the trademark registrations and applications set forth in Schedule I attached hereto and incorporated herein by reference, and agrees that all the security interest in the Trademark Collateral is hereby discharged, terminated and released. The undersigned hereby transfers and assigns to the Pledgor, without recourse, representation or warranty, any and all right, title and interest that the Collateral Agent may have obtained in, to and under the Trademark Collateral under the Security Agreement and the Notice.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Collateral Agent has caused this Release to be duly executed and delivered as of the date first written above.

**MORGAN STANLEY SENIOR FUNDING, INC.,  
as Collateral Agent**






By:   
Name: Brenda MacBride  
Title: Authorized Signatory




SCHEDULE I  
to  
RELEASE OF SECURITY INTEREST IN TRADEMARK COLLATERAL

**TRADEMARKS**




U.S. Trademark Registrations

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

No.	Mark	Reg. No.	Reg. Date
			
17.	<p data-bbox="516 478 706 506"><b>W (STYLIZED)</b></p> 	4,850,344	Nov. 10, 2015
18.	<p data-bbox="516 764 706 791"><b>W (STYLIZED)</b></p> 	4,921,569	March 22, 2016
19.	<p data-bbox="467 1050 755 1077"><b>WWWWW (STYLIZED)</b></p> 	4,921,570	March 22, 2016
20.	<p data-bbox="516 1335 706 1362"><b>W (STYLIZED)</b></p> 	4,850,346	November 10, 2015

No.	Mark	Reg. No.	Reg. Date
21.	<b>W WHATABURGER &amp; DESIGN</b> 	1,011,928	May 27, 1975
22.	<b>W WHATABURGER SERVES &amp; DESIGN</b>  <b>Color is claimed as a feature of the mark.</b>	3,926,573	Mar. 1, 2011
23.	<b>WE DON'T START WITHOUT YOU</b>	1,101,041	Aug. 29, 1978
24.	<b>WHAT A PIZZA!</b>	2,066,960	June 3, 1997
25.	<b>WHATA LOTTA HOT</b>	2,424,846	Jan. 30, 2001
26.	<b>WHATABLENDER</b>	2,846,139	May 25, 2004
27.	<b>WHATABURGER</b>	2,335,590	Mar. 28, 2000
28.	<b>WHATABURGER</b>	2,757,109	Aug. 26, 2003
29.	<b>WHATABURGER</b>	4,921,566	Mar. 22, 2016
30.	<b>WHATABURGER</b>	4,921,567	Mar. 22, 2016
31.	<b>WHATABURGER</b>	4,921,568	Mar. 22, 2016
32.	<b>WHATABURGER</b>	4,845,240	Nov. 3, 2015
33.	<b>WHATABURGER</b>	652,137	Sept. 24, 1957
34.	<b>WHATABURGER (STYLIZED)</b> 	891,082	May 12, 1970



No.	Mark	Reg. No.	Reg. Date
35.	WHATABURGER (STYLIZED) 	1,011,927	May 27, 1975
36.	WHATABURGER FIELD	3,188,132	Dec. 19, 2006
37.	WHATABURGER FIELD CORPUS CHRISTI & DESIGN 	3,188,136	Dec. 19, 2006
38.	WHATABURGER FIELD CORPUS CHRISTI & DESIGN 	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




<b>No.</b>	<b>Mark</b>	<b>Reg. No.</b>	<b>Reg. Date</b>
48.	<b>WHATAFRIES</b>	4,452,561	December 17, 2013
49.	<b>WHATAFRY</b>	4,466,567	January 14, 2014
50.	<b>WHATAGUY</b>	2,418,380	January 2, 2001
51.	<b>WHATAKIDS</b>	2,372,372	August 1, 2000
52.	<b>WHATAKIDS</b>	2,432,191	February 27, 2001
53.	<b>WHATAMEAL</b>	1,116,918	April 24, 1979
54.	<b>WHATAPACK</b>	5,299,698	October 3, 2017
55.	<b>WHATAPALS</b>	3,376,301	January 29, 2008
56.	<b>WHATAPIE</b>	4,354,975	June 18, 2013
57.	<b>WHATAPLACE! WHATATASTE!</b>	2,534,527	January 29, 2002
58.	<b>WHATASAUCE</b>	5,438,077	April 3, 2018
59.	<b>WHATASIZE</b>	3,185,230	December 19, 2006
60.	<b>WHATASTORE</b>	4,438,441	November 26, 2013
61.	<b>WHATASTORE</b>	5,062,880	October 18, 2016
62.	<b>WHATATACO</b>	4,343,258	May 28, 2013
63.	<b>WHATATACO</b>	4,350,886	June 11, 2013

No.	Mark	Reg. No.	Reg. Date
64.	WHATAWING	5,822,530	July 30, 2019
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
2.	W (STYLIZED) 	1972039	06/20/2019			Canada	Whatabrands, LLC
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