

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM665014

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		08/03/2021	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: 64			
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:	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	
Registration Number:	4921569	W	
Registration Number:	4921570	WWWWW	
TRADEMARK			

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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:	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:	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!
Registration Number:	5438077	WHATASAUCE

Property Type	Number	Word Mark
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: 9

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Notice of Grant of Security Interest in Trademarks

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS, dated as of August 3, 2021 (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 3, 2021 (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. The 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.

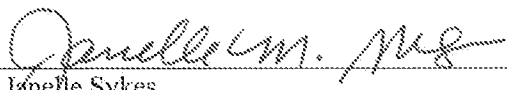
SECTION 4. **Counterparts.** This Notice may be executed in two or more counterparts, each of which shall constitute an original, but all of which, when taken together, shall constitute but one contract. Delivery of an executed counterpart to this Notice by facsimile or other electronic transmission 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: Janelle Sykes
Title: Executive Vice President, Chief Financial Officer
& Treasurer

[Signature Page to Notice of Grant of Security Interest in Trademarks]

MORGAN STANLEY SENIOR FUNDING, INC.,
as Collateral Agent

By: 
Name: Brendan MacBride
Title: Authorized Signatory

[Signature Page to Notice of Grant of Security Interest in Trademarks]

TRADEMARK
REEL: 007379 FRAME: 0161

Schedule I
to Notice of Grant of Security Interest in Trademarks



Trademarks Owned by Whatabrands LLC


U.S. Trademark Registrations


No.	Mark Name	Grantor	Status	Application Date	Application Number	Registration Date	Registration Number
1.	A 	Whatabrands LLC	Registered	May 18, 1999	75708781	January 2, 2001	2418394
2.	ACTION PACK	Whatabrands LLC	Registered	March 11, 2005	78585779	April 18, 2006	3082173
3.	BREAKFAST ON A BUN	Whatabrands LLC	Registered	January 29, 1999	75630682	June 13, 2000	2357071
4.	BREAKFAST ON A BUN B.O.B.	Whatabrands LLC	Registered	January 29, 1999	75630693	May 9, 2000	2348378
5.	GREAT PRIDE. GREAT TASTE	Whatabrands LLC	Registered	June 15, 2011	85347234	November 19, 2013	4436922
6.	GREAT PRIDE. GREAT TASTE.	Whatabrands LLC	Registered	June 15, 2011	85347250	November 19, 2013	4436923
7.	GREAT PRIDE. GREAT TASTE.	Whatabrands LLC	Registered	June 15, 2011	85347261	November 19, 2013	4436924
8.	JUST LIKE YOU LIKE IT	Whatabrands LLC	Registered	December 29, 2000	76187857	October 15, 2002	2636816
9.	JUSTABURGER	Whatabrands LLC	Registered	July 25, 1973	72462850	August 6, 1974	990311
10.	LEAN & MEAN	Whatabrands LLC	Registered	August 4, 2000	76103883	February 18, 2003	2687851
11.	LIL 'W	Whatabrands LLC	Registered	June 4, 2002	76417748	April 19, 2005	2942500
12.	LIVE LARGE	Whatabrands LLC	Registered	August 4, 2000	76103526	August 14, 2001	2477965
13.	REAL FOOD. REAL FRESH. FOR REAL FOLKS	Whatabrands LLC	Registered	July 11, 2008	77519834	April 26, 2011	3951235
14.	THE EXTINGUISHER	Whatabrands LLC	Registered	December 20, 2010	85201729	May 14, 2013	4335291
15.	THICK & HEARTY BURGER	Whatabrands LLC	Registered	October 22, 1999	75829597	August 22, 2000	2380151
16.	W	Whatabrands LLC	Registered	November 29, 1972	72442463	August 27, 1974	992785

TRADEMARK

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17.	W 	Whatabrands LLC	Registered	March 24, 2015	86574573	November 10, 2015	4850344	
18.	W 	Whatabrands LLC	Registered	March 24, 2015	86574587	March 22, 2016	4921569	
19.	W/W/W/W 	Whatabrands LLC	Registered	March 24, 2015	86574604	March 22, 2016	4921570	
20.	W 	Whatabrands LLC	Registered	March 24, 2015	86574630	November 10, 2015	4850346	
21.	W WHATABURGER 	Whatabrands LLC	Registered	November 29, 1972	72442465	May 27, 1975	1011928	
22.	W WHATABURGER SERVES 	Whatabrands LLC	Registered	October 23, 2009	77856341	March 1, 2011	3926573	

23.	WE DON'T START WITHOUT YOU	Whatabrands LLC	Registered	November 11, 1977	73148151	August 29, 1978	1101041
24.	WHAT A PIZZA!	Whatabrands LLC	Registered	April 22, 1996	75099722	June 3, 1997	2066960
25.	WHAT A LOTTA HOT	Whatabrands LLC	Registered	September 16, 1999	75802439	January 30, 2001	2424846
26.	WHATABLENDER	Whatabrands LLC	Registered	December 6, 2002	76473190	May 25, 2004	2846139
27.	WHATABURGER	Whatabrands LLC	Registered	April 5, 1999	75674147	March 28, 2000	2335590
28.	WHATABURGER	Whatabrands LLC	Registered	October 31, 2001	76332382	August 26, 2003	2757109
29.	WHATABURGER	Whatabrands LLC	Registered	March 24, 2015	86574431	March 22, 2016	4921566
30.	WHATABURGER	Whatabrands LLC	Registered	March 24, 2015	86574450	March 22, 2016	4921567
31.	WHATABURGER	Whatabrands LLC	Registered	March 24, 2015	86574467	March 22, 2016	4921568
32.	WHATABURGER	Whatabrands LLC	Registered	March 24, 2015	86574514	November 3, 2015	4845240
33.	WHATABURGER	Whatabrands LLC	Registered	June 7, 1954	71667794	September 24, 1957	652137
34.	WHATABURGER (Stylized) WHATABURGER	Whatabrands LLC	Registered	February 20, 1968	72291496	May 12, 1970	891082
35.	WHATABURGER (Stylized) WHATABURGER	Whatabrands LLC	Registered	November 29, 1972	72442464	May 27, 1975	1011927
36.	WHATABURGER FIELD	Whatabrands LLC	Registered	March 31, 2005	78598999	December 19, 2006	3188132
37.	WHATABURGER FIELD CORPUS CHRISTI	Whatabrands LLC	Registered	April 1, 2005	78599894	December 19, 2006	3188136
38.	WHATABURGER FIELD CORPUS CHRISTI 	Whatabrands LLC	Registered	December 23, 2013	86151142	August 26, 2014	4592132

								
39.	WHATABURGER JR.	Whatabrands LLC	Registered	November 26, 1973	73007283	June 24, 1975	1014196	
40.	WHATACATCH	Whatabrands LLC	Registered	August 10, 1979	73226971	August 24, 1982	1206344	
41.	WHATACHICK'N	Whatabrands LLC	Registered	March 24, 1997	75261844	May 26, 1998	2160285	
42.	WHATACHICK'N	Whatabrands LLC	Registered	May 17, 2012	85628206	October 9, 2012	4222047	
43.	WHATACHICK'N	Whatabrands LLC	Registered	May 24, 2013	85941875	January 14, 2014	4465568	
44.	WHATACHIPS	Whatabrands LLC	Registered	January 30, 2013	85836278	February 23, 2016	4905446	
45.	WHATACOMIX	Whatabrands LLC	Registered	January 2, 2001	76188399	December 18, 2001	2519854	
46.	WHATADOG	Whatabrands LLC	Registered	September 2, 2014	86383416	January 23, 2018	5386940	
47.	WHATADOG	Whatabrands LLC	Registered	September 2, 2014	86383427	February 6, 2018	5396713	
48.	WHATAFRIES	Whatabrands LLC	Registered	January 30, 2013	85836295	December 17, 2013	4452561	
49.	WHATAGUY	Whatabrands LLC	Registered	May 6, 1999	75698642	January 2, 2001	2418380	
50.	WHATAKIDS	Whatabrands LLC	Registered	March 5, 1999	75654525	August 1, 2000	2372372	
51.	WHATAKIDS	Whatabrands LLC	Registered	February 22, 1999	75647561	February 27, 2001	2432191	
52.	WHATAMEAL	Whatabrands LLC	Registered	January 20, 1978	73155977	April 24, 1979	1116918	
53.	WHATAPACK	Whatabrands LLC	Registered	December 28, 2016	87283310	October 3, 2017	5299698	
54.	WHATAPALS	Whatabrands LLC	Registered	November 24, 2004	76621979	January 29, 2008	3376301	
55.	WHATAPIE	Whatabrands LLC	Registered	March 7, 2012	85563252	June 18, 2013	4354975	
56.	WHATAPLACE! WHATATASTE!	Whatabrands LLC	Registered	March 10, 1999	75657290	January 29, 2002	2534527	
57.	WHATASAUCE	Whatabrands LLC	Registered	September 7, 2017	87600092	April 3, 2018	5438077	
58.	WHATASIZE	Whatabrands LLC	Registered	January 7, 2005	76627124	December 19, 2006	3185230	
59.	WHATASTORE	Whatabrands LLC	Registered	August 20, 2012	85707928	November 26, 2013	4438441	

60.	WHATASTORE	Whatabrands LLC	Registered	March 2, 2016	86925640	October 18, 2016	5062880
61.	WHATATACO	Whatabrands LLC	Registered	September 22, 2011	85429864	May 28, 2013	4343258
62.	WHATATACO	Whatabrands LLC	Registered	September 22, 2011	85429871	June 11, 2013	4350886
63.	WHATAWING	Whatabrands LLC	Registered	December 1, 2017	87705368	July 30, 2019	5822530
64.	WOW! WHAT A PIZZA!	Whatabrands LLC	Registered	April 22, 1996	75093719	June 3, 1997	2066885

U.S. Trademark Applications

None.