

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM860156

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
QDOBA FRANCHISOR LLC		11/28/2023	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	CITIBANK, N.A.		
<b>Street Address:</b>	388 Greenwich Street		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10013		
<b>Entity Type:</b>	National Banking Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 25</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4994684	CHOOSE FLAVOR	
<b>Registration Number:</b>	2876701		
<b>Registration Number:</b>	4830983	KNOCKOUT TACOS	
<b>Registration Number:</b>	2831477	NAKED BURRITO	
<b>Registration Number:</b>	2462773	QDOBA	
<b>Registration Number:</b>	4819478	QDOBA MEXICAN EATS	
<b>Registration Number:</b>	4833275	QDOBA MEXICAN EATS	
<b>Registration Number:</b>	2452146	QDOBA MEXICAN GRILL	
<b>Registration Number:</b>	2574316	QDOBA MEXICAN GRILL	
<b>Registration Number:</b>	4227729	QDOBA MEXICAN GRILL	
<b>Registration Number:</b>	4964072	QDOBA	
<b>Registration Number:</b>	4344272	QUESOFY	
<b>Registration Number:</b>	5571847	UNITED BY FLAVOR	
<b>Registration Number:</b>	5784766	QTEXT	
<b>Registration Number:</b>	5974017	QDOBA STANDS FOR FLAVOR	
<b>Registration Number:</b>	6154219	BIG FLAVORS. BOLD RETURNS.	
<b>Registration Number:</b>	6667168	Q-GO-BOX	
<b>Registration Number:</b>	6447460	BOO-GO	
<b>Registration Number:</b>	6885816	MAKING THE WORLD A MORE FLAVORFUL PLACE	
<b>TRADEMARK</b>			

OP \$640.00 4994684

Property Type	Number	Word Mark
Serial Number:	88131298	Q-CASH
Serial Number:	90795249	PURE GOLD BY QDOBA
Serial Number:	97335149	IN CHEESE WE CRUST
Serial Number:	97442715	QUESOPOCKET
Serial Number:	97468653	LOADED GOLD QUESOS
Serial Number:	98233725	BOOGO

**CORRESPONDENCE DATA**

**Fax Number:** 9497609502  
*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:** 9497600404  
**Email:** efilings@knobbe.com  
**Correspondent Name:** KNOBBE MARTENS OLSON & BEAR LLP  
**Address Line 1:** 2040 Main Street, 14th Floor  
**Address Line 2:** c/o Steven J. Nataupsky  
**Address Line 4:** Irvine, CALIFORNIA 92614

<b>ATTORNEY DOCKET NUMBER:</b>	QDOBA.227GEN
<b>NAME OF SUBMITTER:</b>	Steven J. Nataupsky
<b>SIGNATURE:</b>	/Steven J. Nataupsky/
<b>DATE SIGNED:</b>	12/11/2023

**Total Attachments: 13**  
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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 November 28, 2023, by QDOBA FRANCHISOR LLC, a Delaware limited liability company located at 350 Camino De La Reina, Suite 400, San Diego, California 92108 (“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 November 28, 2023, by and among Grantor, Qdoba Funding Holdco LLC, a Delaware limited liability company, and Qdoba Company Restaurants LLC, a Delaware limited liability company, each as a Guarantor, in favor of the Trustee (as amended, 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 November 28, 2023, by and among Qdoba 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.

*[Remainder of this page intentionally left blank]*

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.

QDOBA FRANCHISOR LLC, as Grantor

By: 

Name: Justin Chenard

Title: Chief Accounting Officer,  
Treasurer & Secretary

*Signature Page in Notice of Grant of Security Interest in Trademarks*



**Schedule 1  
Trademarks**


#	Country	Mark	Serial Number/ Filing Date	Registration Number/ Registration Date	Applicant or Registrant
1.	Australia (International Registration)	QDOBA	Appl. No. 1563942 Filing Date 5/24/2013	Reg. No. 1563942 Reg. Date 1/7/2014	Qdoba Franchisor LLC
2.	Canada	BIG FLAVORS. BOLD RETURNS.	Appl. No. 1971879 Filing Date 6/19/2019		Qdoba Franchisor LLC
3.	Canada	BOO-GO	Appl. No. 2097370 Filing Date 4/6/2021	Reg. No. TMA1187387 Reg. Date 6/28/2023	Qdoba Franchisor LLC
4.	Canada	CHOOSE FLAVOR	Appl. No. 1758820 Filing Date 12/10/2015	Reg. No. TMA954984 Reg. Date 11/10/2016	Qdoba Franchisor LLC
5.	Canada	IN CHEESE WE CRUST	Appl. No. 2210850 Filing Date 9/21/2022		Qdoba Franchisor LLC
6.	Canada	LOADED GOLD QUESOS	Appl. No. 2225969 Filing Date 12/2/2022		Qdoba Franchisor LLC
7.	Canada	MAKING THE WORLD A MORE FLAVORFUL PLACE	Appl. No. 2138800 Filing Date 10/7/2021		Qdoba Franchisor LLC

#	Country	Mark	Serial Number/ Filing Date	Registration Number/ Registration Date	Applicant or Registrant
8.	Canada	NAKED BURRITO	Appl. No. 1322281 Filing Date 10/31/2006	Reg. No. TMA752528 Reg. Date 11/9/2009	Qdoba Franchisor LLC
9.	Canada	Q-CASH	Appl. No. 1950190 Filing Date 3/7/2019	Reg. No. TMA1199532 Reg. Date 9/25/2023	Qdoba Franchisor LLC
10.	Canada	Q-GO-BOX	Appl. No. 1978644 Filing Date 8/1/2019		Qdoba Franchisor LLC
11.	Canada	QDOBA	Appl. No. 1322275 Filing Date 10/31/2006	Reg. No. TMA752530 Reg. Date 11/9/2009	Qdoba Franchisor LLC
12.	Canada		Appl. No. 1769933 Filing Date 2/29/2016	Reg. No. TMA982995 Reg. Date 10/17/2017	Qdoba Franchisor LLC
13.	Canada	QDOBA MEXICAN EATS	Appl. No. 1716085 Filing Date 2/20/2015	Reg. No. TMA951003 Reg. Date 9/30/2016	Qdoba Franchisor LLC
14.	Canada		Appl. No. 1716079 Filing Date 2/20/2015	Reg. No. TMA948362 Reg. Date 9/6/2016	Qdoba Franchisor LLC
15.	Canada	QDOBA MEXICAN GRILL	Appl. No. 1322278 Filing Date 10/31/2006	Reg. No. TMA752529 Reg. Date 11/9/2009	Qdoba Franchisor LLC



#	Country	Mark	Serial Number/ Filing Date	Registration Number/ Registration Date	Applicant or Registrant
16.	Canada		Appl. No. 1519234 Filing Date 3/15/2011	Reg. No. TMA848897 Reg. Date 4/18/2013	Qdoba Franchisor LLC
17.	Canada		Appl. No. 1322497 Filing Date 11/1/2006	Reg. No. TMA752527 Reg. Date 11/9/2009	Qdoba Franchisor LLC
18.	Canada	QDOBA REWARDS	Appl. No. 1519236 Filing Date 3/15/2011	Reg. No. TMA848898 Reg. Date 4/18/2013	Qdoba Franchisor LLC
19.	Canada	QDOBA STANDS FOR FLAVOR	Appl. No. 1963428 Filing Date 5/16/2019	Reg. No. TMA1137920 Reg. Date 8/12/2022	Qdoba Franchisor LLC
20.	Canada	QUESOFY	Appl. No. 1623962 Filing Date 4/25/2013	Reg. No. TMA900698 Reg. Date 4/9/2015	Qdoba Franchisor LLC
21.	Canada	QUESOPOCKET	Appl. No. 2225970 Filing Date 12/2/2022		Qdoba Franchisor LLC
22.	Canada	UNITED BY FLAVOR	Appl. No. 1882355 Filing Date 2/9/2018	Reg. No. TMA1060488 10/24/2019	Qdoba Franchisor LLC
23.	Canada		Appl. No. 1519233 Filing Date 3/15/2011	Reg. No. TMA848896 Reg. Date 4/18/2013	Qdoba Franchisor LLC




#	Country	Mark	Serial Number/ Filing Date	Registration Number/ Registration Date	Applicant or Registrant
24.	Canada		Appl. No. 1322494 Filing Date 11/1/2006	Reg. No. TMA754366 Reg. Date 12/2/2009	Qdoba Franchisor LLC
25.	Canada		Appl. No. 2152422 Filing Date 12/8/2021		Qdoba Franchisor LLC
26.	China (International Registration)	QDOBA	Appl. No. 1120684 Filing Date 4/23/2012	Reg. No. 1120684 Reg. Date 4/23/2012	Qdoba Franchisor LLC
27.	European Union (International Registration)	QDOBA	Appl. No. 1120684 Filing Date 4/23/2012	Reg. No. 1120684 Reg. Date 4/23/2012	Qdoba Franchisor LLC
28.	European Union (International Registration)	QDOBA MEXICAN GRILL	Appl. No. 1122648 Filing Date 4/23/2012	Reg. No. 1122648 Reg. Date 4/23/2012	Qdoba Franchisor LLC
29.	Japan (International Registration)	QDOBA	Appl. No. 1120684 Filing Date 4/23/2012	Reg. No. 1120684 Reg. Date 4/23/2012	Qdoba Franchisor LLC
30.	Japan (International Registration)	QDOBA MEXICAN GRILL	Appl. No. 1122648 Filing Date 5/25/2023		Qdoba Franchisor LLC

#	Country	Mark	Serial Number/ Filing Date	Registration Number/ Registration Date	Applicant or Registrant
31.	Korea (International Registration)	QDOBA	Appl. No. 1120684 Filing Date 4/23/2012	Reg. No. 1120684 Reg. Date 4/23/2012	Qdoba Franchisor LLC
32.	Korea (International Registration)	QDOBA MEXICAN GRILL	Appl. No. 1122648 Filing Date 5/25/2023		Qdoba Franchisor LLC
33.	India	QDOBA	Appl. No. 4400682 Filing Date 1/7/2020	Reg. No. 4400682 Reg. Date 9/10/2020	Qdoba Franchisor LLC
34.	India		Appl. No. 4400683 Filing Date 1/7/2020	Reg. No. 4400683 Reg. Date 9/11/2020	Qdoba Franchisor LLC
35.	New Zealand	QDOBA MEXICAN GRILL	Appl. No. 957169 Filing Date 4/12/2012	Reg. No. 957169 Reg. Date 10/16/2012	Qdoba Franchisor LLC
36.	United Kingdom	QDOBA	Appl. No. UK00801 120684 Filing Date 4/23/2012	Reg. No. UK00801120684 Reg. Date 5/24/2013	Qdoba Franchisor LLC
37.	United Kingdom	QDOBA MEXICAN GRILL	Appl. No. UK00801 122648 Filing Date 4/23/2012	Reg. No. UK00801122648 Reg. Date 6/11/2023	Qdoba Franchisor LLC

#	Country	Mark	Serial Number/ Filing Date	Registration Number/ Registration Date	Applicant or Registrant
38.	USA	BIG FLAVORS. BOLD RETURNS.	88/300,106 2/13/2019	6,154,219 9/15/2020	Qdoba Franchisor LLC
39.	USA	BOO-GO	90/311,226 11/10/2020	6,447,460 8/10/2021	Qdoba Franchisor LLC
40.	USA	BOOGO	98/233,725 10/20/2023		Qdoba Franchisor LLC
41.	USA	CHOOSE FLAVOR	86/661,441 6/12/2015	4,994,684 7/5/2016	Qdoba Franchisor LLC
42.	USA	IN CHEESE WE CRUST	97/335,149 3/28/2022		Qdoba Franchisor LLC
43.	USA	KNOCKOUT TACOS	86/548,616 2/27/2015	4,830,983 10/13/2015	Qdoba Franchisor LLC
44.	USA	LOADED GOLD QUESOS	97/468,653 6/21/2022		Qdoba Franchisor LLC
45.	USA	MAKING THE WORLD A MORE FLAVORFUL PLACE	90/634,782 4/9/2021	6,885,816 10/25/2022	Qdoba Franchisor LLC



#	Country	Mark	Serial Number/ Filing Date	Registration Number/ Registration Date	Applicant or Registrant
46.	USA	NAKED BURRITO	76/471,448 11/20/2002	2,831,477 4/13/2004	Qdoba Franchisor LLC
47.	USA		90/795,249 6/25/2021		Qdoba Franchisor LLC
48.	USA	Q-CASH	88/131,298 9/25/2018		Qdoba Franchisor LLC
49.	USA	Q-GO-BOX	88/340,693 3/14/2019	6,667,168 3/8/2022	Qdoba Franchisor LLC
50.	USA	QDOBA	75/841,758 11/5/1999	2,462,773 6/19/2001	Qdoba Franchisor LLC
51.	USA		86/772,766 9/29/2015	4,964,072 5/24/2016	Qdoba Franchisor LLC
52.	USA	QDOBA MEXICAN EATS	86/372,604 8/20/2014	4,819,478 9/22/2015	Qdoba Franchisor LLC

#	Country	Mark	Serial Number/ Filing Date	Registration Number/ Registration Date	Applicant or Registrant
53.	USA		86/372,563 8/20/2014	4,833,275 10/13/2015	Qdoba Franchisor LLC
54.	USA	QDOBA MEXICAN GRILL	75/841,760 11/5/1999	2,452,146 5/15/2001	Qdoba Franchisor LLC
55.	USA		75/922,440 2/18/2000	2,574,316 5/28/2002	Qdoba Franchisor LLC
56.	USA		85/496,188 12/15/2011	4,227,729 10/16/2012	Qdoba Franchisor LLC
57.	USA	QDOBA STANDS FOR FLAVOR	88/281,507 1/29/2019	5,974,017 1/28/2020	Qdoba Franchisor LLC
58.	USA	QTEXT	87/820,052 3/5/2018	5,784,766 6/25/2019	Qdoba Franchisor LLC
59.	USA	QUESOFY	85/770,754 11/2/2012	4,344,272 5/28/2013	Qdoba Franchisor LLC
60.	USA	QUESOPOCKET	97/442715 6/3/2022		Qdoba Franchisor LLC

#	Country	Mark	Serial Number/ Filing Date	Registration Number/ Registration Date	Applicant or Registrant
61.	USA	UNITED BY FLAVOR	87/564,193 8/10/2017	5,571,847 9/25/2018	Qdoba Franchisor LLC
62.	USA		76/537,807 8/15/2003	2,876,701 8/24/2004	Qdoba Franchisor LLC
63.	WO (International Registration)	QDOBA	Appl. No. 1120684 Filing Date 4/23/2012	Reg. No. 1120684 Reg. Date 4/23/2012	Qdoba Franchisor LLC
64.	WO (International Registration)	QDOBA MEXICAN GRILL	Appl. No. 1122648 Filing Date 4/23/2012	Reg. No. 1122648 Reg. Date 4/23/2012	Qdoba Franchisor LLC

U.S. State Marks

Mark	Jurisdiction	App. No./ App. Date	Reg. No./ Reg. Date	Status	Applicant or Registrant
IN CHEESE WE CRUST	State Puerto Rico	Appl. No. A-250554-30-0 9/27/2022		Pending	Qdoba Franchisor LLC
LOADED GOLD QUESOS	State Puerto Rico	Appl. No. A-251341-30-0 12/13/2022		Pending	Qdoba Franchisor LLC
QDOBA	State Puerto Rico	Appl. No. 245674-43-0 10/11/2021	Reg. No. 228051 6/23/2022	Registered	Qdoba Franchisor LLC
QDOBA MEXICAN EATS	State Puerto Rico	Appl. No. A-245675-43-0 10/11/2021	Reg. No. 228542 8/19/2022	Registered	Qdoba Franchisor LLC

Mark	Jurisdiction	App. No./ App. Date	Reg. No./ Reg. Date	Status	Applicant or Registrant
	State Puerto Rico	Appl. No. A-245678-43-0 10/11/2021	Reg. No. 228543 8/19/2022	Registered	Qdoba Franchisor LLC
QUESOPOCKET	State Puerto Rico	Appl. No. A-251343-30-0 12/13/2022		Pending	Qdoba Franchisor LLC
	State Puerto Rico	Appl. No. 245677-43-0 10/11/2021	Reg. No. 228053 6/23/2022	Registered	Qdoba Franchisor LLC