

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM384195

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST
<b>SEQUENCE:</b>	5

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Taco Bell IP Holder, LLC		05/11/2016	Limited Liability Company: DELAWARE

## RECEIVING PARTY DATA

<b>Name:</b>	Citibank, N.A.
<b>Street Address:</b>	388 Greenwich Street
<b>Internal Address:</b>	14th Floor
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10013
<b>Entity Type:</b>	National Association: UNITED STATES

## PROPERTY NUMBERS Total: 77

Property Type	Number	Word Mark
Registration Number:	4465403	\$1 CRAVINGS MENU
Registration Number:	4488588	A.M. CRUNCHWRAP
Registration Number:	1322737	
Registration Number:	1330236	
Registration Number:	4295975	
Registration Number:	4682267	
Registration Number:	2006124	
Registration Number:	2105502	
Registration Number:	2154680	
Registration Number:	3629938	
Registration Number:	3788520	BELLHEDZ
Registration Number:	3736968	
Registration Number:	1050189	BURRITO SUPREME
Registration Number:	4243475	CANTINA BELL
Registration Number:	4390785	CANTINA BOWL
Registration Number:	4909527	CANTINA POWER MENU
Registration Number:	3108135	CRUNCHWRAP

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	3102200	CRUNCHWRAP SUPREME
Registration Number:	4764861	DOLLAR CRAVINGS MENU
Registration Number:	2090212	DOUBLE DECKER
Registration Number:	2860026	DOUBLE DECKER
Registration Number:	3949229	
Registration Number:	3108838	DRIVE-THRU DIET
Registration Number:	1597700	ENCHIRITO
Registration Number:	3735825	FEED THE BEAT
Registration Number:	4126588	FIRST MEAL
Registration Number:	4369646	FOURTHME4L
Registration Number:	2470151	GORDITA BAJA
Registration Number:	2323258	GORDITA SUPREME
Registration Number:	4651267	HAPPIER HOUR
Registration Number:	4238926	HAPPIER HOUR
Registration Number:	2191334	HOME ORIGINALS
Registration Number:	4033843	ICEQUAKE BLENDERS
Registration Number:	4243633	LIVE MÁS
Registration Number:	4397009	LIVE MÁS
Registration Number:	4393196	LIVE MÁS
Registration Number:	4468046	LOADED GRILLERS
Registration Number:	1528496	MEXIMELT
Registration Number:	1615940	MEXIMELT
Registration Number:	1691822	MEXIMELT
Registration Number:	1451431	NACHOS BELLGRANDE
Registration Number:	4064425	OPEN LATE
Registration Number:	3999918	PURPLECARD
Registration Number:	3914479	QUAD STEAK
Registration Number:	1551516	SOFT TACO SUPREME
Registration Number:	2031945	SOFT TACO SUPREME
Registration Number:	4465884	SOMETIMES YOU GOTTA LIVE MÁS
Registration Number:	3880957	
Registration Number:	4780421	TACO BELL
Registration Number:	0879582	TACO BELL
Registration Number:	0820073	TACO BELL
Registration Number:	1874786	TACO BELL
Registration Number:	1924335	TACO BELL
Registration Number:	2150396	TACO BELL
Registration Number:	2114014	TACO BELL

Property Type	Number	Word Mark
Registration Number:	3676436	TACO BELL
Registration Number:	2105501	TACO BELL
Registration Number:	4873041	TACO BELL
Registration Number:	3880952	TACO BELL
Registration Number:	3501311	TACO BELL
Registration Number:	4382469	TACO BELL LIVE MAS
Registration Number:	4923059	TACO BELL LIVE MAS
Registration Number:	1322738	TACO BELL
Registration Number:	4102936	TACO BELL
Registration Number:	2816454	TACO BELL
Registration Number:	1322739	TACO BELL
Registration Number:	0846432	TACO BELL
Registration Number:	0856207	TACO BELL
Registration Number:	1920011	TACO SUPREME
Registration Number:	3891593	TAKE HOME TACO BAR
Registration Number:	3913143	TAKE HOME TACO BAR
Registration Number:	1765386	THE BELL
Registration Number:	3020149	THINK OUTSIDE THE BUN
Registration Number:	3020103	THINK OUTSIDE THE BUN TACO BELL
Registration Number:	4009427	TV TAILGATE
Registration Number:	2202207	YOU'LL LOVE IT OR WE'LL EAT IT
Serial Number:	86787497	TA.CO

**CORRESPONDENCE DATA**

Fax Number: 3127069125

*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: 3127018623

Email: IPDocket@mayerbrown.com

Correspondent Name: Richard M. Assmus

Address Line 1: P.O. Box 2828

Address Line 4: Chicago, ILLINOIS 60690-2828

<b>ATTORNEY DOCKET NUMBER:</b>	15496680
<b>NAME OF SUBMITTER:</b>	Richard M. Assmus
<b>SIGNATURE:</b>	/rma/
<b>DATE SIGNED:</b>	05/12/2016

**Total Attachments: 8**  
source=5 -- 049. Notice of Grant of Security Interest in Trademarks (Executed) (720493002\_1)#page1.tif  
source=5 -- 049. Notice of Grant of Security Interest in Trademarks (Executed) (720493002\_1)#page2.tif

source=5 -- 049. Notice of Grant of Security Interest in Trademarks (Executed) (720493002\_1)#page3.tif  
source=5 -- 049. Notice of Grant of Security Interest in Trademarks (Executed) (720493002\_1)#page4.tif  
source=5 -- 049. Notice of Grant of Security Interest in Trademarks (Executed) (720493002\_1)#page5.tif  
source=5 -- 049. Notice of Grant of Security Interest in Trademarks (Executed) (720493002\_1)#page6.tif  
source=5 -- 049. Notice of Grant of Security Interest in Trademarks (Executed) (720493002\_1)#page7.tif  
source=5 -- 049. Notice of Grant of Security Interest in Trademarks (Executed) (720493002\_1)#page8.tif

**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 May 11, 2016, by TACO BELL IP HOLDER, LLC, a Delaware limited liability company located at 1 Glen Bell Way, Irvine, CA 92618 (“Grantor”), in favor of CITIBANK, N.A., a national banking association (“Citibank”), as trustee, located at 388 Greenwich Street, 14th Floor, New York, NY 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 May 11, 2016, by and among (i) Grantor, (ii) TACO BELL FRANCHISOR HOLDINGS, LLC, a Delaware limited liability company, (iii) TACO BELL FRANCHISOR, LLC, a Delaware limited liability company, (iv) TACO BELL FRANCHISE HOLDER 1, LLC, a Delaware limited liability company, each as a Guarantor, and (v) the Trustee (as amended, 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 3.7(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 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 PTO pursuant to 15 USC Section 1051(b) prior to the filing of a statement of use or amendment to allege use pursuant to 15 USC Section 1051(c) or (d), provided that at such time that the grant and/or enforcement of the security interest will not cause such Trademark 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 Base Indenture, dated as of May 11, 2016, by and among Taco Bell Funding, LLC, a Delaware limited liability company, as Issuer, and Citibank, as Trustee and Securities Intermediary (as amended, supplemented or otherwise modified from time to time, the "Indenture").

1. The parties intend that this Notice is for recordation 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).

[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.

TACO BELL IP HOLDER, LLC, as Grantor

By: Larry Gathoff  
Name: Larry Gathoff  
Title: Authorized Signatory

**Schedule 1  
Trademarks**

<b>Mark</b>	<b>App. No.</b>	<b>App. Date</b>	<b>Reg. No.</b>	<b>Reg. Date</b>	<b>Status</b>
\$1 CRAVINGS MENU	85934889	17-May-2013	4465403	14-Jan-2014	Registered
A.M. CRUNCHWRA P	86022185	29-Jul-2013	4488588	25-Feb-2014	Registered
Bell Design #2	73483934	06-Jun-1984	1322737	26-Feb-1985	Registered
Bell Design #2 (in color)	73490186	16-Jul-1984	1330236	09-Apr-1985	Registered
Bell Design (with Mission Window)	85019885	21-Apr-2010	4295975	26-Feb-2013	Registered
Bell Design No. 6	86373850	21-Aug-2014	4682267	03-Feb-2015	Registered
Bell Design No. 6	75007805	18-Oct-1995	2006124	08-Oct-1996	Registered
Bell Design No. 6	75190609	31-Oct-1996	2105502	14-Oct-1997	Registered
Bell Design No. 6	75198110	14-Nov-1996	2154680	05-May-1998	Registered
Bell Design No. 6 (in color)	77476663	16-May-2008	3629938	02-Jun-2009	Registered
BELLHEDZ	77715993	17-Apr-2009	3788520	11-May-2010	Registered
BONG (Sound Mark)	77805701	17-Aug-2009	3736968	12-Jan-2010	Registered
BURRITO SUPREME	73069855	24-Nov-1975	1050189	12-Oct-1976	Registered
CANTINA BELL	85498992	19-Dec-2011	4243475	13-Nov-2012	Registered
CANTINA BOWL	85680622	18-Jul-2012	4390785	27-Aug-2013	Registered
CANTINA POWER MENU	86321359	26-Jun-2014	4909527	01-Mar-2016	Registered



Mark	App. No.	App. Date	Reg. No.	Reg. Date	Status
CRUNCHWRA P	78556098	28-Jan-2005	3108135	20-Jun-2006	Registered
CRUNCHWRA P SUPREME	78556132	28-Jan-2005	3102200	06-Jun-2006	Registered
DOLLAR CRAVINGS MENU	85594246	11-Apr- 2012	4764861	30-Jun-2015	Registered
DOUBLE DECKER	75033357	15-Dec- 1995	2090212	19-Aug-1997	Registered
DOUBLE DECKER	78190971	04-Dec- 2002	2860026	06-Jul-2004	Registered
Drive Thru Open Design	85026702	29-Apr- 2010	3949229	19-Apr-2011	Registered
DRIVE-THRU DIET	78529490	08-Dec- 2004	3108838	27-Jun-2006	Registered
ENCHIRITO	73831363	16-Oct-1989	1597700	22-May-1990	Registered
FEED THE BEAT	77579341	26-Sep- 2008	3735825	12-Jan-2010	Registered
FIRST MEAL & Design	85224620	24-Jan-2011	4126588	10-Apr-2012	Registered
FOURTHMEA L Logo	85588905	04-Apr- 2012	4369646	16-Jul-2013	Registered
GORDITA BAJA	75587119	12-Nov- 1998	2470151	17-Jul-2001	Registered
GORDITA SUPREME	75516818	10-Jul-1998	2323258	29-Feb-2000	Registered
HAPPIER HOUR	85897539	08-Apr- 2013	4651267	09-Dec-2014	Registered
HAPPIER HOUR	85415558	06-Sep- 2011	4238926	06-Nov-2012	Registered
HOME ORIGINALS	75182288	16-Oct-1996	2191334	22-Sep-1998	Registered
ICEQUAKE BLENDERS	85136940	23-Sep- 2010	4033843	04-Oct-2011	Registered
LIVE MAS (with accent over "A")	85543233	15-Feb- 2012	4243633	13-Nov-2012	Registered

Mark	App. No.	App. Date	Reg. No.	Reg. Date	Status
LIVE MAS (with accent over "A")	85543239	15-Feb- 2012	4397009	03-Sep-2013	Registered
LIVE MAS (with accent over "A")	85543240	15-Feb- 2012	4393196	27-Aug-2013	Registered
LOADED GRILLERS	85886300	26-Mar- 2013	4468046	14-Jan-2014	Registered
MEXIMELT	73731582	31-May- 1988	1528496	07-Mar-1989	Registered
MEXIMELT	74008826	08-Dec- 1989	1615940	02-Oct-1990	Registered
MEXIMELT	74190785	01-Aug- 1991	1691822	09-Jun-1992	Registered
NACHOS BELLGRAND E	73461251	16-Jan-1984	1451431	04-Aug-1987	Registered
OPEN LATE & Design (Bell design)	85121947	02-Sep- 2010	4064425	29-Nov-2011	Registered
PURPLECARD	77961508	17-Mar- 2010	3999918	19-Jul-2011	Registered
QUAD STEAK	85078737	06-Jul-2010	3914479	01-Feb-2011	Registered
SOFT TACO SUPREME	73698650	02-Dec- 1987	1551516	08-Aug-1989	Registered
SOFT TACO SUPREME	75028599	06-Dec- 1995	2031945	21-Jan-1997	Registered
SOMETIMES YOU GOTTA LIVE MAS	85950524	04-Jun-2013	4465884	14-Jan-2014	Registered
Sunray Design (2009 Breakfast Logo)	77780223	14-Jul-2009	3880957	23-Nov-2010	Registered
TA.CO with Mission Window Design	86787497	14-Oct-2015			Pending
TACO BELL	86339768	17-Jul-2014	4780421	28-Jul-2015	Registered
TACO BELL	72305764	22-Aug- 1968	0879582	28-Oct-1969	Registered

Mark	App. No.	App. Date	Reg. No.	Reg. Date	Status
TACO BELL	72223746	19-Jul-1965	0820073	06-Dec-1966	Registered
TACO BELL	74383935	29-Apr-1993	1874786	17-Jan-1995	Registered
TACO BELL	74595903	07-Nov-1994	1924335	03-Oct-1995	Registered
TACO BELL	75198111	14-Nov-1996	2150396	14-Apr-1998	Registered
TACO BELL	75190608	31-Oct-1996	2114014	18-Nov-1997	Registered
TACO BELL	77684266	05-Mar-2009	3676436	01-Sep-2009	Registered
TACO BELL & Bell Design # 6 version 2	75190607	31-Oct-1996	2105501	14-Oct-1997	Registered
TACO BELL & Bell Design No. 7 (in Color)	86479005	12-Dec-2014	4873041	22-Dec-2015	Registered
TACO BELL & Sunray Design (2009 Breakfast Logo)	77779842	13-Jul-2009	3880952	23-Nov-2010	Registered
TACO BELL (in color)	77385078	31-Jan-2008	3501311	16-Sep-2008	Registered
TACO BELL and Bell Design #7 with LIVE MAS (with accent over "A") Horizontal	85667019	02-Jul-2012	4382469	13-Aug-2013	Registered
TACO BELL and Bell Design #7 with LIVE MAS (with accent over "A") Vertical	85667020	02-Jul-2012	4923059	22-Mar-2016	Registered
TACO BELL and Bell Design No. 2 in 1984 Logo	73483935	06-Jun-1984	1322738	26-Feb-1985	Registered
TACO BELL and Bell Design No. 7	85063552	15-Jun-2010	4102936	21-Feb-2012	Registered

Mark	App. No.	App. Date	Reg. No.	Reg. Date	Status
TACO BELL and Bell Design No. 7 (in Color)	76474274	04-Dec- 2002	2816454	24-Feb-2004	Registered
TACO BELL in 1984 Logo Dist. Lettering	73483936	06-Jun-1984	1322739	26-Feb-1985	Registered
TACO BELL within Pole Sign Design No. 1	72275965	13-Jul-1967	0846432	19-Mar-1968	Registered
TACO BELL within Tumbling Blocks Design	72279691	05-Sep- 1967	0856207	03-Sep-1968	Registered
TACO SUPREME	74475962	03-Jan-1994	1920011	19-Sep-1995	Registered
TAKE HOME TACO BAR	77967694	24-Mar- 2010	3891593	14-Dec-2010	Registered
TAKE HOME TACO BAR & Design	77969848	26-Mar- 2010	3913143	01-Feb-2011	Registered
THE BELL	74213058	17-Oct-1991	1765386	13-Apr-1993	Registered
THINK OUTSIDE THE BUN	78438355	21-Jun-2004	3020149	29-Nov-2005	Registered
THINK OUTSIDE THE BUN with TACO BELL and Bell Design No. 7	78428509	02-Jun-2004	3020103	29-Nov-2005	Registered
TV TAILGATE	85216041	12-Jan-2011	4009427	09-Aug-2011	Registered
YOU'LL LOVE IT OR WE'LL EAT IT	75276072	16-Apr- 1997	2202207	03-Nov-1998	Registered