

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM671574

| | |
|------------------------------|-------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | SECURITY INTEREST |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-------------------------------|----------|----------------|--|
| YTC ENTERPRISES, LLC | | 08/16/2021 | Limited Liability Company: DELAWARE |
| TACO CABANA, INC | | 08/16/2021 | Corporation: DELAWARE |
| CABANA GRILL, INC. | | 08/16/2021 | Corporation: DELAWARE |
| TP ACQUISITION CORP. | | 08/16/2021 | Corporation: TEXAS |
| T.C. MANAGEMENT, INC. | | 08/16/2021 | Corporation: DELAWARE |
| CABANA BEVCO LLC | | 08/16/2021 | Limited Liability Company: TEXAS |
| TPAQ HOLDING CORPORATION | | 08/16/2021 | Corporation: DELAWARE |
| TC BEVCO LLC | | 08/16/2021 | Limited Liability Company: TEXAS |
| CABANA BEVERAGES, INC. | | 08/16/2021 | Corporation: TEXAS |
| TEXAS TACO CABANA, L.P. | | 08/16/2021 | Limited Partnership: |
| CABANA CLUB OF PASADENA, INC. | | 08/16/2021 | Corporation: TEXAS |

RECEIVING PARTY DATA

| | |
|------------------------|---------------------------------|
| Name: | Midcap Financial Trust |
| Street Address: | 7255 Woodmont Avenue, Suite 300 |
| City: | Bethesda |
| State/Country: | MARYLAND |
| Postal Code: | 20814 |
| Entity Type: | As Security Agent: DELAWARE |

PROPERTY NUMBERS Total: 18

| Property Type | Number | Word Mark |
|-----------------------------|---------|--|
| Registration Number: | 6381701 | TC PANTRY |
| Registration Number: | 6367932 | TACO CABANA PANTRY |
| Registration Number: | 6367931 | TACO CABANA PANTRY FROM OUR KITCHEN TO Y |
| Registration Number: | 6028049 | TACO CABANA |
| Registration Number: | 5999648 | THE ORIGINAL TACO CABANA MEXICAN PATIO C |
| Registration Number: | 5999647 | THE ORIGINAL TACO CABANA MEXICAN PATIO C |

TRADEMARK

| Property Type | Number | Word Mark |
|----------------------|---------|--|
| Registration Number: | 6140410 | CABANA BOWL |
| Registration Number: | 5950683 | TC TIME! |
| Registration Number: | 5956165 | IT'S TC TIME! |
| Registration Number: | 5956164 | MY TC |
| Registration Number: | 5267891 | THE ORIGINAL MEXICAN HOT SAUCE |
| Registration Number: | 4104353 | THE ORIGINAL TACO CABANA MEXICAN PATIO C |
| Registration Number: | 4104355 | TACO CABANA RAPIDO |
| Registration Number: | 2199595 | CABANA KIDS |
| Registration Number: | 2243432 | CABANA KIDS |
| Registration Number: | 1581970 | TACO CABANA |
| Registration Number: | 1726537 | THE ORIGINAL TACO CABANA MEXICAN PATIO C |
| Registration Number: | 1978245 | THE ORIGINAL TACO CABANA TEX-MEX PATIO C |

CORRESPONDENCE DATA

Fax Number: 6023826070

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: 602-82-6000

Email: sschahn@swlaw.com

Correspondent Name: Snell & Wilmer L.L.P.

Address Line 1: 400 E. Van Buren St.

Address Line 4: Phoenix, ARIZONA 85004-2202

| | |
|--------------------------------|-------------------|
| ATTORNEY DOCKET NUMBER: | 75105.00004 |
| NAME OF SUBMITTER: | Scott A. Schahn |
| SIGNATURE: | /Scott A. Schahn/ |
| DATE SIGNED: | 08/31/2021 |

Total Attachments: 8
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TRADEMARK SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT dated as of August 16, 2021 (this “Agreement”), among each of the signatories hereto (collectively, the “Grantors”) and MIDCAP FINANCIAL TRUST, as Agent (in such capacity, the “Agent”).

Reference is made to (a) the Credit Agreement dated as of August 16, 2021 (as amended, supplemented or otherwise modified from time to time, the “Credit Agreement”), among YTC ENTERPRISES, LLC, a Delaware limited liability company, TACO CABANA, INC., a Delaware corporation, CABANA GRILL, INC., a Delaware corporation, TP ACQUISITION CORP., a Texas corporation, T.C. MANAGEMENT, INC., a Delaware corporation, CABANA BEVCO LLC, a Texas limited liability company, TPAQ HOLDING CORPORATION, a Delaware corporation, TC BEVCO LLC, a Texas limited liability company, CABANA BEVERAGES, INC., a Texas corporation, TEXAS TACO CABANA, L.P., a Texas limited partnership, and CABANA CLUB OF PASADENA, INC., a Texas corporation (individually and collectively, “Borrower”), the lenders from time to time party thereto (the “Lenders”) and the Agent and (b) the Collateral Agreement dated as of August 16, 2021 (as amended, supplemented or otherwise modified from time to time, the “Collateral Agreement”), among Borrower, the other grantors from time to time party thereto, and the Agent. The Lenders have agreed to extend credit to the Borrower subject to the terms and conditions set forth in the Credit Agreement. Each Grantor is an Affiliate of the Borrower and is willing to execute and deliver this Agreement in order to induce the Lenders to make additional Loans and as consideration for Loans previously made and Letters of Credit previously issued. Accordingly, the parties hereto agree as follows:

1. Terms. Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Collateral Agreement or the Credit Agreement, as applicable. The rules of construction specified in Section 1.1 of the Collateral Agreement also apply to this Agreement.

2. Grant of Security Interest. As security for the payment or performance, as the case may be, in full of the Secured Obligations, each Grantor hereby grants to the Agent, its successors and assigns, for the benefit of the Secured Parties, a security interest (the “Security Interest”) in all of each such Grantor’s right, title and interest in, to and under the Trademarks now owned or at any time hereafter acquired by such Grantor (including all goodwill associated therewith), including those listed on Schedule I (the “Trademark Collateral”).

3. Collateral Agreement. The Security Interest granted to the Agent herein is granted in furtherance, and not in limitation, of the security interests granted to the Agent pursuant to the Collateral Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Agent with respect to the Trademark Collateral are more fully set forth in the Collateral 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 Agreement and the Collateral Agreement, the terms of the Collateral Agreement shall govern.

4. Termination. Upon the full performance of the Secured Obligations (other than indemnity obligations under the Loan Documents that are not then due and payable or for which any events or claims that would give rise thereto are not pending), the security interest granted

herein shall terminate and the Agent shall execute, acknowledge, and deliver to the Grantors an instrument in writing in recordable form releasing the collateral pledge, grant, assignment, lien and security interest in the Trademark Collateral under this Agreement.

5. Counterparts. This Agreement may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original but all of which when taken together shall constitute a single contract. Delivery of an executed signature page to this Agreement by facsimile or other electronic transmission shall be effective as delivery of a manually signed counterpart of this Agreement.

[SIGNATURE PAGES FOLLOW]

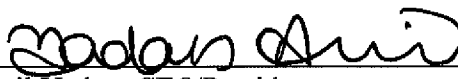
IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

GRANTOR(S):


YTC ENTERPRISES, LLC, a Delaware limited liability company

By: 
Anil Yadav, Manager


TACO CABANA, INC., a Delaware corporation

By: 
Anil Yadav, CEO/President

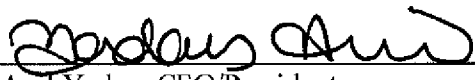
CABANA GRILL, INC., a Delaware corporation

By: 
Anil Yadav, CEO/President


TP ACQUISITION CORP., a Texas corporation

By: 
Anil Yadav, CEO/President

T.C. MANAGEMENT, INC., a Delaware corporation

By: 
Anil Yadav, CEO/President

CABANA BEVCO LLC, a Texas limited liability company

By: 
Anil Yadav, Manager

TPAQ HOLDING CORPORATION, a Delaware corporation

By: Anil Yadav
Anil Yadav, CEO/President

TC BEVCO LLC, a Texas limited liability company

By: Anil Yadav
Anil Yadav, Manager

CABANA BEVERAGES, INC., a Texas corporation

By: Anil Yadav
Anil Yadav, CEO/President

TEXAS TACO CABANA, L.P., a Texas limited partnership

By: T.C. MANAGEMENT, INC., a Delaware corporation, its General Partner

By: Anil Yadav
Anil Yadav, CEO/President

CABANA CLUB OF PASADENA, INC., a Texas corporation

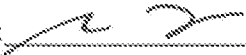
By: Anil Yadav
Anil Yadav, CEO/President

AGENT:

MIDCAP FINANCIAL TRUST

By: Apollo Capital Management, L.P., its
investment manager

By: Apollo Capital Management GP,
LLC, its general partner




By:  (SEAL)
Name: Maurice Amsellem
Title: Authorized Signatory

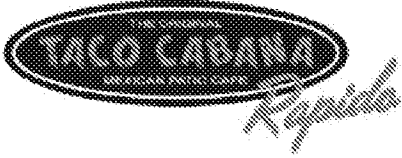
Signature Page to Trademark Security Agreement



4813-8576-1367

TRADEMARK
REEL: 007410 FRAME: 0137

SCHEDULE I

| | Trademark | Owner | Application No. | Filing Date | Registration No. | Registration Date |
|----|---|--|-----------------|-------------|------------------|-------------------|
| 1. | TC PANTRY | Texas Taco Cabana, L.P. T.C. Management, Inc., a Delaware corporation | 88876104 | 04/17/2020 | 6381701 | 06/08/2021 |
| 2. | TACO CABANA PANTRY | Texas Taco Cabana, L.P. T.C. Management, Inc., a Delaware Corporation | 88915807 | 05/14/2020 | 6367932 | 06/01/2021 |
| 3. |  | Texas Taco Cabana, L.P. T.C. Management, Inc., a Delaware corporation | 88915708 | 03/14/2020 | 6367931 | 06/01/2021 |
| 4. | TACO CABANA | Texas Taco Cabana, L.P. T.C. Management, Inc., a Delaware corporation | 88607220 | 09/06/2019 | 6028049 | 04/07/2020 |
| 5. |  | Texas Taco Cabana, L.P. T.C. Management, Inc., a Delaware corporation | 88046153 | 07/20/2018 | 5999648 | 03/03/2020 |
| 6. |  | Texas Taco Cabana, L.P. T.C. Management, Inc., a Delaware corporation | 88046151 | 07/20/2018 | 5999647 | 03/03/2020 |

| | Trademark | Owner | Application No. | Filing Date | Registration No. | Registration Date |
|-----|---|--|-----------------|-------------|------------------|-------------------|
| 7. | CABANA BOWL | Texas Taco Cabana, L.P. T.C. Management, Inc., a Delaware corporation | 88777497 | 01/29/2020 | 6140410 | 09/01/2020 |
| 8. | TC TIME! | Texas Taco Cabana, L.P. T.C. Management, Inc., a Delaware corporation | 87674802 | 11/07/2017 | 5950683 | 12/31/2019 |
| 9. | IT'S TC TIME! | Texas Taco Cabana, L.P. T.C. Management, Inc., a Delaware corporation | 87674794 | 11/07/2017 | 5956165 | 01/07/2020 |
| 10. | MY TC | Texas Taco Cabana, L.P. T.C. Management, Inc., a Delaware corporation | 87674790 | 11/07/2017 | 5956164 | 01/07/2020 |
| 11. | THE ORIGINAL MEXICAN HOT SAUCE | Texas Taco Cabana, L.P. T.C. Management, Inc., a Delaware corporation | 87014145 | 04/26/2016 | 5267891 | 08/15/2017 |
| 12. |  | Texas Taco Cabana, L.P. T.C. Management, Inc., general partner, a Delaware corporation | 85234033 | 02/04/2011 | 4104353 | 02/28/2012 |

| | Trademark | Owner | Application No. | Filing Date | Registration No. | Registration Date |
|-----|---|--|-----------------|-------------|------------------|-------------------|
| 13. | TACO CABANA RAPIDO | Texas Taco Cabana, L.P. T.C. Management, Inc., general partner, a Delaware corporation | 85234080 | 02/04/2011 | 4104355 | 02/28/2012 |
| 14. | CABANA KIDS | Texas Taco Cabana, L.P. composed of Taco Cabana Management, Inc | 75311747 | 06/19/1997 | 2199595 | 10/27/1998 |
| 15. | CABANA KIDS | Texas Taco Cabana, L.P. composed of Taco Cabana Management, Inc | 75277352 | 04/18/1997 | 2243432 | 05/04/1999 |
| 16. | TACO CABANA | Texas Taco Cabana, L.P. composed of Taco Cabana Management Inc | 73748887 | 08/29/1988 | 1581970 | 2/6/1990 |
| 17. |  | Texas Taco Cabana, L.P. | 74238347 | 01/17/1992 | 1726537 | 10/20/1992 |
| 18. |  | Texas Taco Cabana, L.P. composed of Taco Cabana Management Inc | 74680206 | 05/26/1995 | 1978245 | 6/4/1996 |