

01-26-2001

FORM PTO-1618A  
Expires 06/30/99  
OMB 0651-0027



U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK

101595018

1.16.01

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

#### Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

#### Conveyance Type

- Assignment  License
  - Security Agreement  Nunc Pro Tunc Assignment
  - Merger  Change of Name
  - Other
- Effective Date  
Month Day Year

#### Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date  
Month Day Year

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

#### Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual  General Partnership  Limited Partnership
- Corporation  Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

- Citizenship/State of Incorporation/Organization

#### FOR OFFICE USE ONLY

01/25/2001 AAHMED1 00000167 75567353

01 FC:481  
02 FC:482

40.00 DP  
1175.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK  
REEL: 002219 FRAME: 0594

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

512-474-5201

Name

Richard Groos, Esq.

Address (line 1)

Fulbright & Jaworski, L.L.P.

Address (line 2)

600 Congress Avenue - Suite 2400

Address (line 3)

Austin, Texas 78701

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

7

**Trademark Application Number(s) or Registration Number(s)**

Mark If additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

75567353

76078377

76081229

0842177

0889787

1018115

76071642

76078378

76138124

0851991

0890565

1065886

76078373

76078379

0858385

0890631

1081230

**Number of Properties**

Enter the total number of properties involved.

#

48

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

1215.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

50-1212/ARBY:487

Authorization to charge additional fees:

Yes

No

**Statement and Signature**

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Richard J. Groos, Esq.

Signature

Date Signed

Name of Person Signing

RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY

**Conveying Party**

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Execution Date  
Month Day Year

Name

Formerly

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Other

Citizenship State of Incorporation/Organization

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Registration Number(s)

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1279135	2003663	2122092
1909055	2018200	2189934
1920035	2036071	2197660
1930031	2048724	2202147
1966006	2071096	2209714
1995605	2082963	2213452
1997686	2119720	2223257

RECORDATION FORM COVER SHEET  
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2224781	2324813	<input type="text"/>
2254562	2356028	<input type="text"/>
2281975	2388148	<input type="text"/>
2289672	<input type="text"/>	<input type="text"/>
2293792	<input type="text"/>	<input type="text"/>
2299866	<input type="text"/>	<input type="text"/>
2324812	<input type="text"/>	<input type="text"/>

Collateral Assignment of Security Interest in Trademarks (U.S.)  
(Indenture)

COLLATERAL ASSIGNMENT OF SECURITY INTEREST IN TRADEMARKS (the "Assignment"), dated as of November 21, 2000, made by ARBY'S FRANCHISE TRUST, a statutory Delaware business trust (the "Issuer"), in favor of BNY MIDWEST TRUST COMPANY, a Bank of New York Company, an Illinois banking corporation, as indenture trustee (the "Indenture Trustee").

WHEREAS, the Issuer has entered into the Indenture (the "Indenture"), dated as of the date hereof, with the Indenture Trustee and Ambac Assurance Corporation, a Wisconsin stock insurance corporation (the "Insurer"), pursuant to which the Issuer has issued its Notes (the "Notes") on the terms and in the amounts described therein. Pursuant to the Indenture, as security for the indebtedness represented by the Notes, the Issuer granted to the Indenture Trustee on behalf of the Noteholders, the Trust Estate, which includes, among other things, the Franchise Assets (capitalized terms used herein and not otherwise defined shall have the meanings ascribed thereto in the Indenture);

WHEREAS, the Franchise Assets include, among other things, the License and Security Agreement (U.S. and Canada), dated as of the date hereof (the "License Agreement"), between the Issuer, as licensee, and Arby's IP Holder Trust, a statutory Delaware business trust, as licensor (the "Licensor"). Pursuant to the License Agreement, the Issuer was granted a license to use certain intellectual property of the Licensor, including the United States trademarks and service marks set forth on Schedule 1 attached hereto (collectively, the "Trademarks");

WHEREAS, pursuant to the License Agreement, the Licensor granted, assigned and conveyed to the Issuer a security interest in, and lien on, the Trademarks and the goodwill of the business symbolized by the Trademarks and all products and proceeds of the foregoing (collectively, the "Trademark Collateral"); and

WHEREAS, pursuant to the Indenture, the Issuer agreed to execute and deliver to the Indenture Trustee this Collateral Assignment for purposes of filing the same with the United States Patent and Trademark Office (the "PTO") to confirm, evidence and perfect the Indenture Trustee's security interest in the Issuer's rights in and to the License Agreement granted pursuant to the Indenture, to the extent it is possible to do so by filing in the PTO.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and subject to the terms and conditions of

the Indenture, the Issuer hereby collaterally grants, assigns and conveys to the Indenture Trustee a security interest in, and lien, on the Issuer's rights in and to the License Agreement, in each case, now existing or hereafter acquired.

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

ARBY'S FRANCHISE TRUST

By: WILMINGTON TRUST COMPANY, not  
in its individual capacity but solely as  
Trustee

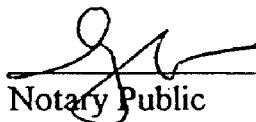
By:   
Name: W. CHRIS SPONENBERG  
Title: ASSISTANT VICE PRESIDENT

STATE OF NEW YORK )

: ss.:

COUNTY OF NEW YORK )

On the 21 day of November, 2000, before me the undersigned, personally appeared N. Chris Sporenberg, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

  
\_\_\_\_\_  
Notary Public

EMILY ABRAHAMS  
Notary Public, State of New York  
No. 01AB6046819  
Qualified in New York County  
Commission Expires August 21, 2002



ARBY'S TRADEMARKSA. Federal Registrations

<u>Trademark</u>	<u>Registration No.</u>
ARBY'S SAUCE	0842177
HORSEY SAUCE	0851991
RB ROAST BEEF SANDWICH IS DELICIOUS & Design	0858385
RB ROAST BEEF SANDWICH IS DELICIOUS & Design	0889787
ARBY'S	0890565
ARBY'S	0890631
ARBY-Q	1018115
ARBY'S	1065886
ARBY'S & Design	1081230
ADVENTURE MEAL	1279135
GO WEST IT'S BETTER OUT HERE	1909055
ARBY-Q	1920035
ARBY-Q	1930031
CUSTOM COMBO	1966006
NEIGHBORS IN NEED	1995605
ROAST CHICKEN SANTA FE	1997686
ARBY'S ROAST TOWN	2003663
ARBY'S PREMIUM ROASTED ALL-TIME FAVORITES & Design	2018200
AUTHENTIC PREMIUM ARBY'S ROAST TOWN & Design	2036071
ARBY'S ROCKIN' HAT RANCH	2048724

Arby's Trademarks (Cont.)

<u>Trademark (cont.)</u>	<u>Registration No.</u>
ARBY'S & Design	2071096
ARBY'S ROCKIN' HAT RANCH & Design	2082963
ARBY'S ALL-TIME FAVORITES	2119720
BIG MONTANA	2122092
SIDEKICKERS	2189934
GIANT SIZE IT!	2197660
ARBY'S CHARITY TOUR THE ARBY'S FOUNDATION & Design	2202147
THEY'VE GOT THE TOYS, WE'VE GOT THE TASTE	2209714
FOR REAL ADULT TASTE, CHOOSE A REAL ADULT PLACE	2213452
LOVE FOOD? THINK ARBY'S	2223257
WE'VE GOT THE TASTE	2224781
JALAPENO BITES (Stylized)	2254562
5 BUCK VALUE ROUNDUP	2281975
SELECT CHICKEN MENU	2289672
TANGY SOUTHWEST SAUCE	2293792
BRONCO BERRY SAUCE	2299866
LOVE CHICKEN? THINK ARBY'S	2324812
ONE BITE GUARANTEE	2324813
ARBY'S FOUNDATION & Design	2356028
THE ONE BITE GUARANTEE	2388148

B. Federal Applications

<u>Trademark</u>	<u>Application No.</u>
CREATING ARBY'S FANATICS & Design	75567353
ARBY'S COMBO EXTRAS	76071642
SPICY THREE PEPPER	76078373
ARBY'S MARKET FRESH	76078377
MARKET FRESH	76078378
SATISFY YOUR GROWN-UP TASTES	76078379

Arby's Trademarks (Cont.)

Trademark (cont.)

Application No.

ARBY'S MARKET FRESH & Design

76081229

ARBY'S IN THE MORNING

WAKE UP YOUR TASTE

76138124

C. State Registrations

Trademark

Registration No.

R.B. ROAST BEEF SANDWICHES

Ohio 5379

ARBY'S ROAST BEEF SANDWICH

West Virginia 24717