

01-26-2001



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

101594504

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

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  Effective Date  
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached  
Execution Date  
Month Day Year  
11 21 2000

Name

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  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.)
- Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

01/25/2001 AHMED1 00000161 75577531

FOR OFFICE USE ONLY

01 FC:481 40.00 OP  
02 FC:482 125.00 OP

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: 0644

**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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

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

**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)		
<input type="text" value="75577531"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2067960"/>	<input type="text" value="2350008"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2079950"/>	<input type="text" value="2400762"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2318543"/>	<input type="text"/>	<input type="text"/>

**Number of Properties**

Enter the total number of properties involved. #

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41): \$

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: #

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.



1/9/00

Name of Person Signing

Signature

Date Signed

## Trademark Assignment

WHEREAS, Arby's Holdings, LLC., a Delaware limited liability company ("Holdings" or "Assignor") is the owner of the following United States federal and state trademark applications and registrations for the goods and/or services identified therein (the "Marks"):

### Pasta Connection


<u>Trademark</u>	<u>Registration or Application No.</u>	<u>Intent-to-Use</u>
1. P.T. NOODLES & Design	2067960	
2. P.T. NOODLE'S	2079950	
3. PASTA CONNECTION	2318543	
4. PASTA CONNECTION & Design	2350008	
5. TWO GREAT TASTES UNDER ONE ROOF!	2400762	
6. GREAT TASTES COME IN TWOS	75577531	ITU

; and

WHEREAS, Arby's Brands, LLC ("Brands" or "Assignee"), a Delaware corporation, desires to acquire the Marks and the above-referenced applications and/or registrations therefor;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Holdings hereby has sold, assigned and transferred and does hereby sell, assign and transfer to Assignee all right, title and interest in and to each of the Marks, together with the goodwill of the business symbolized by the Marks, the applications and registrations therefor, and that portion of Assignor's business in connection with which it has a *bona fide* intent to use those marks that are the subject of currently pending applications that were filed on an intent-to-use basis.

ARBY'S HOLDINGS LLC.

By:   
Name: Curtis S. Gimson  
Title: Senior Vice President

Dated effective as of: 11/21/00

SUBSCRIBED and SWORN to before me  
this 21 of November, 2000

*Diana Rocco*  
Notary Public

My Commission Expires: \_\_\_\_\_

DIANA ROCCO  
Notary Public, State of New York  
No. 01RO6047009  
Qualified in Westchester County  
Commission Expires August 21, 2002