

01-26-2001

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



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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 Change of Name

Other _____

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name Arby's Inc.

Execution Date
Month Day Year
11 21 2000

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Arby's Holdings, LLC

DBA/AKA/TA _____

Composed of _____

Address (line 1) 1000 Corporate Drive

Address (line 2) _____

Address (line 3) Fort Lauderdale
City

Florida
State/Country

33334-3651
Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other Limited Liability Company

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 Delaware

FOR OFFICE USE ONLY

01/25/2001 AAHMED1 00000160 75577531

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

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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: 0649

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="24007627"/>	<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:

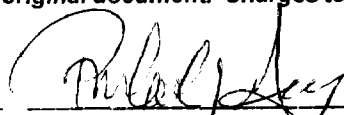
Yes

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, Inc., a Delaware corporation ("Arby's") 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

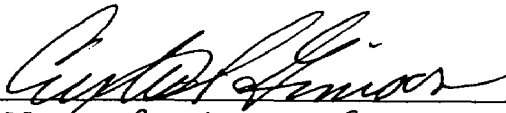
<u>Trademark</u>	<u>Registration or Application No.</u>	<u>Intent-to-Use</u>
1. P.T. NOODLES & Design	2067960	
2. P.T. NOODLE'S	2079950	
3. PASTA CONNECTION	2318543	
4. PASTA CONNECTION & Design	2350008	
5. TWO GREAT TASTES UNDER ONE ROOF!	2400762	
6. GREAT TASTES COME IN TWOS	75577531	ITU

; and

WHEREAS, Arby's Holdings LLC, a Delaware limited liability company ("Assignee"), 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, Arby's 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 Arby'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, INC.

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

Dated effective as of: November 21, 2000

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

Diana Rocco
Notary Public

My Commission Expires: _____

DIANA ROCCO
Notary Public, State of New York
No. 0196047009
Qualified in Westchester County
Commission Expires August 21, 2002