

01-26-2001

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



101594749

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
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

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

FOR OFFICE USE ONLY

01/25/2001 AAHMED1 00000164 75279106

01 FC:481
02 FC:482

40.00 DF
1500.00 DF

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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: 002220 FRAME: 0370

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)

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:

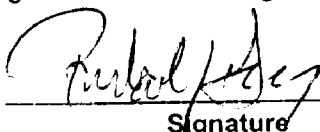
Yes

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

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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Execution Date
Month Day Year

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Other

Citizenship State of Incorporation/Organization

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Trademark Application Number(s)

Registration Number(s)

76071642	76112220	
76078373	76117753	
76078377	76121315	
76078378	76128097	
76078379	76138124	
76079420		
76081229		

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
CONTINUATION
TRADEMARKS ONLY**

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Trademark Application Number(s)

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Registration Number(s)

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"/>

Trademark Assignment

WHEREAS, Arby's Holdings, LLC, a Delaware corporation ("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"):

<u>Trademark</u>	<u>Registration or Application No.</u>	<u>Intent-to-Use</u>
1. VALUE ROUNDUP	75279106	Intent-to-Use
2. 6 BUCK VALUE ROUNDUP	75279108	Intent-to-Use
3. Design Mark	75296189	Intent-to-Use
4. ARBY'S IN THE MORNING	75556432	Intent-to-Use
5. CREATING ARBY'S FANATICS & Design	75567353	
6. GREAT TASTE ENDURES	75762093	Intent-to-Use
7. SEE US . . . NOW THAT YOUR TASTES HAVE GROWN UP	75924065	Intent-to-Use
8. NOW THAT YOUR TASTES HAVE GROWN UP	75924067	Intent-to-Use
9. DRIVE-THRU TO EXCELLENCE IT'S TIME TO GET F.A.S.T.E.R.	76036628	Intent-to-Use
10. ARBY'S COMBO EXTRAS	76071642	
11. SPICY THREE PEPPER	76078373	
12. ARBY'S MARKET FRESH	76078377	
13. MARKET FRESH	76078378	
14. SATISFY YOUR GROWN-UP TASTES	76078379	
15. 2 FOR \$2 MIX 'N MATCH MENU	76079420	Intent-to-Use
16. ARBY'S MARKET FRESH & Design	76081229	
17. DAILY DEAL MENU	76112220	Intent-to-Use

<u>Trademark</u>	<u>Registration or Application No.</u>	<u>Intent-to-Use</u>
18. A FRESH TAKE ON FAST FOOD	76117753	Intent-to-Use
19. SPICY BACON' JACK	76121315	Intent-to-Use
20. SIMPLY MORE	76128097	Intent-to-Use
21. THE ONE BITE GUARANTEE	2388148	
22. ARBY'S SAUCE	0842177	
23. HORSEY SAUCE	0851991	
24. RB ROAST BEEF SANDWICH IS DELICIOUS & Design	0858385	
25. RB ROAST BEEF SANDWICH IS DELICIOUS & Design	0889787	
26. ARBY'S	0890565	
27. ARBY'S	0890631	
28. ARBY-Q	1018115	
29. ARBY'S	1065886	
30. ARBY'S & Design	1081230	
31. ADVENTURE MEAL	1279135	
32. GO WEST IT'S BETTER OUT HERE	1909055	
33. ARBY-Q	1920035	
34. ARBY-Q	1930031	
35. CUSTOM COMBO	1966006	
36. NEIGHBORS IN NEED	1995605	
37. ROAST CHICKEN SANTA FE	1997686	
38. ARBY'S ROAST TOWN	2003663	
39. ARBY'S PREMIUM ROASTED ALL-TIME FAVORITES & Design	2018200	

<u>Trademark</u>	<u>Registration or Application No.</u>	<u>Intent-to-Use</u>
40. AUTHENTIC PREMIUM ARBY'S ROAST TOWN & Design	2036071	
41. ARBY'S ROCKIN' HAT RANCH	2048724	
42. ARBY'S & Design	2071096	
43. ARBY'S ROCKIN' HAT RANCH & Design	2082963	
44. ARBY'S ALL-TIME FAVORITES	2119720	
45. BIG MONTANA	2122092	
46. SIDEKICKERS	2189934	
47. GIANT SIZE IT!	2197660	
48. ARBY'S CHARITY TOUR THE ARBY'S FOUNDATION & Design	2202147	
49. THEY'VE GOT THE TOYS, WE'VE GOT THE TASTE	2209714	
50. FOR REAL ADULT TASTE, CHOOSE A REAL ADULT PLACE	2213452	
51. LOVE FOOD? THINK ARBY'S	2223257	
52. WE'VE GOT THE TASTE	2224781	
53. JALAPENO BITES (Stylized)	2254562	
54. 5 BUCK VALUE ROUNDUP	2281975	
55. SELECT CHICKEN MENU	2289672	
56. TANGY SOUTHWEST SAUCE	2293792	
57. BRONCO BERRY SAUCE	2299866	
58. LOVE CHICKEN? THINK ARBY'S	2324812	
59. ONE BITE GUARANTEE	2324813	
60. ARBY'S FOUNDATION & Design	2356028	

Trademark

Registration or
Application No.

Intent-to-Use

61. ARBY'S IN THE MORNING
WAKE UP YOUR TASTE

76/138124

62. R.B. ROAST BEEF
SANDWICHES

Ohio State 5379

63. ARBY'S ROAST BEEF
SANDWICH

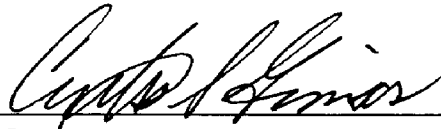
West Virginia 24717

; and

WHEREAS, Arby's IP Holder Trust ("IP Holder" or "Assignee"), a statutory Delaware business trust, 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 sells, assigns and transfers 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: 11/21/2000

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



Notary Public

My Commission Expires: _____

EMILY ABRAHAMS
Notary Public, State of New York
No. 01AB0046819
Qualified in New York County
Commission Expires August 31, 2002