

01-26-2001

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



101594750

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

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)

- Individual General Partnership Limited Partnership

- Corporation Association

Other

Citizenship/State of Incorporation/Organization

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)

FOR OFFICE USE ONLY

01/25/001 AAHMED1 00000165 75567353
40.00 DP
1175.00 DP
01 FC: 81
02 FC: 82

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: 002220 FRAME: 0399

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.



Name of Person Signing

Signature

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

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Individual General Partnership Limited Partnership Corporation Association

Other

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DBA/AKA/TA

Composed of

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Address (line 3)

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State/Country

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Corporation Association

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Registration Number(s)

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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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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"/>

Notice of Grant of Security Interest in Trademarks (U.S.)
(IP Contribution)

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS (the "Notice"), dated as of November 21, 2000, made by ARBY'S HOLDINGS, LLC, a Delaware limited liability company ("Grantor"), in favor of ARBY'S IP HOLDER TRUST, a Delaware statutory business trust ("Secured Party").

WHEREAS, pursuant to the Contribution Agreement, dated as of the date hereof, between Arby's, Inc., a Delaware corporation ("Arby's"), and Grantor (the "Initial Contribution Agreement"), Arby's granted, assigned and conveyed to Grantor certain intellectual property owned by Arby's (the "Arby's IP"), including certain United States trademarks and service marks and the associated registrations and applications for registration set forth in Schedule 1 attached hereto (collectively, the "Trademarks"), and the goodwill of the business symbolized by the Trademarks and all products and proceeds of the foregoing (collectively with the Trademarks, the "Trademark Collateral"); and

WHEREAS, pursuant to the IP Contribution Agreement, dated as of the date hereof, between Grantor and Secured Party (the "IP Contribution Agreement"), Grantor granted, assigned and conveyed to Secured Party the Arby's IP; and

WHEREAS, the IP Contribution Agreement provides that if a court of competent jurisdiction were to hold that the contribution of the Arby's IP thereunder did not constitute a valid contribution or transfer of the Arby's IP as set forth in the IP Contribution Agreement, but instead constituted a loan, then the IP Contribution Agreement would create a security interest (within the meaning of Articles 8 and 9 of the Uniform Commercial Code as in effect in all applicable jurisdictions) in favor of the Secured Party in all of Grantor's right, title and interest in, to and under, the Arby's IP and all products and proceeds of the Arby's IP, as more particularly described in the IP Contribution Agreement, to secure such a loan in the aggregate value of the Arby's IP; and

WHEREAS, pursuant to the IP Contribution Agreement, Grantor agreed to execute and deliver to Secured Party this Notice for purposes of filing the same with the United States Patent and Trademark Office (the "PTO") to confirm, evidence and perfect the security interest in the Trademark Collateral granted pursuant to the IP Contribution Agreement;


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 IP Contribution Agreement, the Grantor hereby grants, assigns and conveys to Secured Party a security interest in, and lien, on the Trademark Collateral, in each case, now existing or hereafter acquired.

The Grantor hereby acknowledges the sufficiency and completeness of this Notice to create the security interest in the Trademark Collateral and to grant the same to the Secured Party, and the Grantor hereby requests the PTO to file and record the same together with the annexed Schedule 1.

The Grantor and the Secured Party hereby acknowledge and agree that the security interest in the Trademark Collateral may only be terminated in accordance with the terms of the IP Contribution Agreement.

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

ARBY'S HOLDINGS, LLC

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

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On the 21 day of November, 2000, before me the undersigned, personally appeared Curtis Gimson, 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.

Diana Rocco

Notary Public

DIANA ROCCO
Notary Public, State of New York
No. 01RO6047009
Qualified in Westchester 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