

01-02-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings



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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Burger King Brands, Inc.

12-13-02

- Individual(s) Association General Partnership Limited Partnership Corporation-State Delaware Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: as of December 13, 2002

2. Name and address of receiving party(ies)

Name: Diageo PLC

Internal Address: SEE ATTACHED SCHEDULE

Street Address:

City: State: Zip:

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other Public Company - England and Wales

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

TRADEMARK RECEIVED 2002 DEC 13 P M US PATENT & TRADEMARK OFFICE TRADEMARK FEE PROCESS

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) SEE ATTACHED SCHEDULE 1A

B. Trademark Registration No.(s) SEE ATTACHED SCHEDULE 1A

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Joshua R. Bressler, Esq.

Internal Address: Sullivan & Cromwell

Street Address: 125 Broad Street

City: New York State: NY Zip: 10004

6. Total number of applications and registrations involved:

104

7. Total fee (37 CFR 3.41) \$ 2,615.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Joshua R. Bressler Name of Person Signing

Signature

12/13/2002 Date

Total number of pages including cover sheet, attachments, and document: 12

12/31/2002 LNUELLER 00000147 76359931

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

01 FC:0521 40.00 02 FC:0522 2575.00

TRADEMARK REEL: 002637 FRAME: 0494

SCHEDULE

2. Name and address of receiving party:

Diageo PLC
8 Henrietta Place
London
W1G 0NB
United Kingdom

SCHEDULE 1A

(TRADEMARK REGISTRATIONS AND APPLICATIONS)

U.S. Trademark Applications		
No.	Trademark	Application Number
1.	EGG'WICH	76/359,931
2.	SIZE IT YOUR WAY	76/136,808
3.	BK4	76/269,971
4.	BK4U	76/269,972
5.	PANCAKE-MINIS	75/813,256
6.	VIRTUAL FUN CENTER	76/105,919
7.	YOU GOT IT!	76/352,054
8.	BURGER KING CRESCENT DESIGN	75/706,235
9.	BURGER-LOVER	75/821,569
10.	KING SUPREME	76/422,121
11.	@ BURGER KING	76/364,723
12.	BK REWARDS	76/364,724
13.	@ BK YOU GOT IT!	76/456,380
14.	BURGER KING AND SANDWICH IN CRESCENT DESIGN "COLOR"	76/468,010
15.	BURGER LOVER	76/418,996
16.	@ BK YOU GOT IT!	76/433,601
17.	BK VEGGIE	76/421,658
18.	AT BURGER KING YOU GOT IT!	76/352,053

U.S. Registered Trademarks		
No.	Trademark	Registration Number
1.	WHOPPER	899,775
2.	HAVE IT YOUR WAY (STYLIZED)	1,081,348
3.	HAVE IT YOUR WAY BURGER KING AND DESIGN	1,057,976
4.	IT TAKES TWO HANDS TO HANDLE A WHOPPER (STYLIZED)	1,225,544
5.	KING COMBO (STYLIZED)	1,370,409
6.	KING OF THE MALL	946,978
7.	SPOONERS SOFT SERVE (STYLIZED)	1,267,318
8.	THE GREAT AMERICAN HAMBURGER	983,518
9.	TAKE A SMILE AND PASS IT AROUND	1,095,539
10.	WE WOULDN'T HAVE IT ANY OTHER WAY	1,095,538
11.	WHERE KIDS ARE KING	989,152
12.	KING ON A SANDWICH DESIGN	714,249
13.	WHOPPER JUNIOR	980,068
14.	MAKE IT SPECIAL (STYLIZED)	1,181,600

U.S. Registered Trademarks		
No.	Trademark	Registration Number
15.	MAKE IT SPECIAL, MAKE IT BURGER KING (STYLIZED)	1,165,059
16.	SIR SHAKE-A-LOT (STYLIZED)	1,261,240
17.	SPOONERS SOFT SERVE	1,267,317
18.	BURGER-LOVER	2,452,997
19.	BURGER-LOVER (STYLIZED)	1,709,430
20.	A.M. EXPRESS	1,451,533
21.	WHALER	872,256
22.	B-K ROOT BEER AND DESIGN	528,808
23.	AREN'T YOU HUNGRY?	1,283,706
24.	THE BURGER KING & KING DESIGN	1,116,195
25.	BURGER KING WORDMARK (FANCIFUL)	1,076,177
26.	BURGER KING LOGO	961,014
27.	BURGER KING LOGO	901,311
28.	BURGER KING LONG (BUN HALVES I)	1,057,250
29.	BURGER KING AND SANDWICH DESIGN	1,215,732
30.	BURGER KING (STYLIZED)	1,196,182
31.	HAVE IT YOUR WAY	961,016
32.	BK BROILER	1,699,908
33.	SHORT KING DESIGN	955,425
34.	CHICKEN TENDERS	1,785,694
35.	BURGER KING AND SANDWICH DESIGN	1,802,390
36.	BK BIG FISH	1,982,277
37.	BREAKFAST BUDDY	1,960,344
38.	BURGER KING KIDS CLUB AND SANDWICH DESIGN	2,004,052
39.	CROSSANDWICHES	1,358,259
40.	CROSSANDWICH	1,497,911
41.	CROSSANDWICH	1,550,398
42.	YUMBO	861,438
43.	BURGER BUDDIES	1,699,908
44.	BURGER KING AND SANDWICH IN CRESCENT DESIGN	2,445,010
45.	BURGER KING AND SANDWICH IN CRESCENT DESIGN	2,428,846
46.	BURGER KING AND SANDWICH IN CRESCENT DESIGN	2,428,856
47.	BURGER KING AND SANDWICH IN CRESCENT DESIGN	2,448,248
48.	BURGER KING AND SANDWICH IN CRESCENT DESIGN	2,449,826
49.	BURGER KING AND SANDWICH IN CRESCENT DESIGN	2,449,825
50.	BURGER KING AND SANDWICH IN CRESCENT DESIGN	2,449,837
51.	BURGER KING AND SANDWICH IN CRESCENT DESIGN	2,445,009

U.S. Registered Trademarks		
No.	Trademark	Registration Number
52.	BURGER KING AND SANDWICH IN CRESCENT DESIGN	2,445,014
53.	WHOPPER JR.	1,062,368
54.	BURGER KING AND SANDWICH IN CRESCENT DESIGN	2,445,008
55.	BURGER KING AND SANDWICH IN CRESCENT DESIGN	2,428,859
56.	BURGER KING AND SANDWICH IN CRESCENT DESIGN	2,445,005
57.	TASTE THE CHANGE	2,479,712
58.	TREAT YOURSELF COOL	2,467,817
59.	XX X-TREME AND DESIGN	2,467,816
60.	XX X-TREME AND DESIGN	2,479,714
61.	GOT THE URGE	2,479,698
62.	BURGER KING	869,775
63.	XX X-TREME AND DESIGN	2,479,717
64.	BURGER KING AND SANDWICH IN CRESCENT DESIGN	2,445,006
65.	BACON WHOPPER	2,215,904
66.	CROWN DESIGN	2,310,680
67.	BURGER BUCKS	2,189,809
68.	BIG KING	2,186,883
69.	BURGER KING AND SANDWICH IN BOX DESIGN	2,154,925
70.	DOUBLE WHOPPER	2,187,487
71.	DRINK IT YOUR WAY	2,150,854
72.	DRINK IT YOUR WAY	2,150,855
73.	GET YOUR BURGER'S WORTH	2,183,773
74.	BURGER KING AND SANDWICH IN CRESCENT DESIGN	2,427,469
75.	BURGER KING AND SANDWICH DESIGN	2,262,585
76.	BURGER KING AND SANDWICH IN CRESCENT DESIGN	2,428,858
77.	IT JUST TASTES BETTER	2,374,317
78.	IT JUST TASTES BETTER	2,374,319
79.	AS INDIVIDUAL AS YOU ARE	2,356,167
80.	TASTE RULES	2,269,249
81.	HOME OF FLAME BROILING	2,283,409
82.	KING OF FRIES	2,326,394
83.	CRESCENT DESIGN	2,466,398
84.	TREAT YOURSELF COOL	2,535,870
85.	BURGER LOVER	2,452,997
86.	GET YOUR BREAKFAST'S WORTH	2,183,772

ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, BURGER KING BRANDS, INC. (the "Assignor") has made certain agreements in the Pledge and Security Agreement (as defined below) and related documents with respect to the trademarks and service marks and applications and registrations thereof listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Scheduled Trademarks");

WHEREAS, the Assignor, has entered into a Pledge and Security Agreement, dated December 13, 2002 (the "Pledge and Security Agreement"), in favor of DIAGEO PLC, as the secured party (the "Assignee"); and

WHEREAS, pursuant to the Pledge and Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the goodwill of the business symbolized by the Scheduled Trademarks, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement or other violation thereof and any and all damages arising from past, present and future violations thereof (the "Scheduled Trademark Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Pledge and Security Agreement).

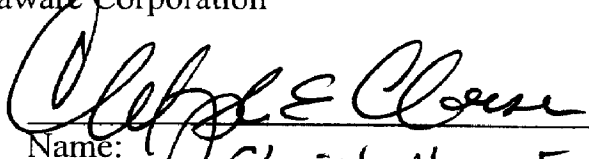
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee a continuing security interest in the Scheduled Trademark Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Scheduled Trademark Collateral are more fully set forth in the Pledge and Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Assignment for Security to be duly executed by its officer thereunto duly authorized as of December 13, 2002.

BURGER KING BRANDS, INC.,
a Delaware Corporation

By:



Name:

Title:

Christopher E. Clouser
President

AFFIDAVIT OF CORPORATE SIGNING AUTHORITY
AND CERTIFICATE OF ACKNOWLEDGEMENT

STATE OF NEW YORK)

CITY OF NEW YORK)

TO WIT:)

I, CHRISTOPHER E. CLOUSER, of the City of New York, in the State of New York, **MAKE OATH AND SAY:**

1. I am an officer or director or duly authorized signatory of BURGER KING BRANDS, INC., a Delaware corporation (the "Corporation"), named in the within or annexed instrument.
2. I am authorized by the Corporation to execute the within instrument.

SWORN BEFORE ME at the City of New York, in the State of New York, this 13th day of December, 2002



A Notary Public in and for the State of New York

PAUL R. KHAN
Notary Public, State of New York
No. 01KH6013690
Qualified in New York County
Commission Expires Sept 28, 2006

AFFIDAVIT OF EXECUTION
AND CERTIFICATE OF ACKNOWLEDGEMENT

STATE OF NEW YORK)
CITY OF NEW YORK)
TO WIT:)

I PAUL R. KHAN, of the City of New York in the State of New York, a Notary Public in and for the State of New York, **MAKE OATH AND SAY:**

3. I was personally present and did see CHRISTOPHER E. CLAUSER, who is personally known to me to be the duly authorized signatory of BURGER KING BRANDS, INC., a Delaware corporation (the "Corporation"), duly sign and execute the foregoing instrument for the purposes named therein.

4. That the instrument was executed at the City of New York, in the State of New York, and that I am the subscribing witness thereto.

5. That I know the said CHRISTOPHER E. CLAUSER and he/she is in my belief of the full age of twenty-one years.

SWORN BEFORE ME at the City of New York in the State of New York, this 13th day of December, 2002

Paul R. Khan

A Notary Public in and for the State of New York

PAUL R. KHAN
Notary Public, State of New York
No. 61K16013690
Qualified in New York County
Expiration Date - Sept. 29, 2006

SCHEDULE 1A TO ASSIGNMENT FOR SECURITY

(TRADEMARK REGISTRATIONS AND APPLICATIONS)

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8.	BURGER KING CRESCENT DESIGN	75/706,235
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