TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Release of Lien on Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Diageo PLC		07/13/2005	PLC:

RECEIVING PARTY DATA

Name:	Burger King Brands, Inc.
Street Address:	5 Blue Lagoon Drive
City:	Miami
State/Country:	FLORIDA
Postal Code:	33126
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 106

Property Type	Number	Word Mark
Registration Number:	2636676	SIZE IT YOUR WAY
Registration Number:	2630966	BK4
Registration Number:	2658458	BK4U
Registration Number:	2641523	PANCAKE-MINIS
Registration Number:	2665241	VIRTUAL FUN CENTER
Serial Number:	76352054	YOU GOT IT!
Serial Number:	75706235	
Serial Number:	75821569	BURGER-LOVER
Serial Number:	76422121	KING SUPREME
Serial Number:	76364723	@ BURGER KING YOU GOT IT!
Serial Number:	76364724	BK REWARDS
Serial Number:	76456380	@ BK YOU GOT IT!
Serial Number:	76468010	BURGER KING
Serial Number:	76418996	BURGER LOVER

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Serial Number:	76433601	
Registration Number:	2702440	BK VEGGIE
Serial Number:	76352053	AT BURGER KING YOU GOT IT!
Registration Number:	899775	WHOPPER
Registration Number:	1081348	HAVE IT YOUR WAY
Registration Number:	1057976	HAVE IT YOUR WAY BURGER KING
Registration Number:	1225544	IT TAKES TWO HANDS TO HANDLE A WHOPPER
Registration Number:	1370409	KING COMBO
Registration Number:	946978	KING OF THE MALL
Registration Number:	1267318	SPOONERS SOFT SERVE
Registration Number:	983518	THE GREAT AMERICAN HAMBURGER
Registration Number:	1095539	TAKE A SMILE AND PASS IT AROUND
Registration Number:	989152	WHERE KIDS ARE KING
Registration Number:	714249	
Registration Number:	980068	WHOPPER JUNIOR
Registration Number:	1181600	MAKE IT SPECIAL
Registration Number:	1065059	BUTANOX
Registration Number:	1261240	SIR SHAKE-A-LOT
Registration Number:	1267317	SPOONERS SOFT SERVE
Registration Number:	1709430	BURGER-LOVER
Registration Number:	1451533	A.M. EXPRESS
Registration Number:	872256	WHALER
Registration Number:	528808	B-K ROOT BEER
Registration Number:	1283706	AREN'T YOU HUNGRY?
Registration Number:	1116195	THE BURGER KING
Registration Number:	1076177	BURGER KING
Registration Number:	961014	BURGER KING
Registration Number:	901311	BURGER KING
Registration Number:	1057250	BURGER KING
Registration Number:	1215732	BURGER KING
Registration Number:	1196182	BURGER KING
Registration Number:	961016	HAVE IT YOUR WAY
Registration Number:	955425	
Registration Number:	1785694	CHICKEN TENDERS
Registration Number:	1802390	BURGER KING

Registration Number:	1982277	BK BIG FISH
Registration Number:	1960344	BREAKFAST BUDDY
Registration Number:	2004052	BURGER KING KIDS CLUB
Registration Number:	1358259	CROISSANDWICHES
Registration Number:	1497911	CROISSANDWICH
Registration Number:	861438	YUMBO
Registration Number:	1699908	BURGER BUDDIES
Registration Number:	2445010	BURGER KING
Registration Number:	2428846	BURGER KING
Registration Number:	2448856	HOME KEEPER
Registration Number:	2448248	BURGER KING
Registration Number:	2449826	BURGER KING
Registration Number:	2449825	BURGER KING
Registration Number:	2449837	BURGER KING
Registration Number:	2445009	BURGER KING
Registration Number:	2445014	BURGER KING
Registration Number:	1062368	WHOPPER JR.
Registration Number:	2445008	BURGER KING
Registration Number:	2428859	BURGER KING
Registration Number:	2445005	BURGER KING
Registration Number:	2479712	TASTE THE CHANGE
Registration Number:	2467816	XX X-TREME
Registration Number:	2467817	TREAT YOURSELF COOL
Registration Number:	2479714	XX X-TREME
Registration Number:	2479698	GOT THE URGE
Registration Number:	869775	BURGER KING
Registration Number:	2479717	XX X-TREME
Registration Number:	2445006	BURGER KING
Registration Number:	2215904	BACON WHOPPER
Registration Number:	2310680	
Registration Number:	2189809	BURGER BUCKS
Registration Number:	2186883	BIG KING
Registration Number:	2154925	BURGER KING
Registration Number:	2187487	DOUBLE WHOPPER
Registration Number:	2150854	DRINK IT YOUR WAY

Registration Number:	2150855	DRINK IT YOUR WAY
Registration Number:	2183773	GET YOUR BURGER'S WORTH
Registration Number:	2427469	BURGER KING
Registration Number:	2262585	BURGER KING
Registration Number:	2428858	BURGER KING
Registration Number:	2374317	IT JUST TASTES BETTER
Registration Number:	2374319	IT JUST TASTES BETTER
Registration Number:	2356167	AS INDIVIDUAL AS YOU ARE
Registration Number:	2269249	TASTE RULES
Registration Number:	2283409	HOME OF FLAME BROILING
Registration Number:	2326394	KING OF FRIES
Registration Number:	2466398	C
Registration Number:	2535870	TREAT YOURSELF COOL
Registration Number:	2452997	BURGER-LOVER
Registration Number:	2183772	GET YOUR BREAKFAST'S WORTH
Registration Number:	1095538	WE WOULDN'T HAVE IT ANY OTHER WAY
Registration Number:	1699280	BK BROILER
Registration Number:	1550398	CROISSAN'WICH
Registration Number:	1165059	MAKE IT SPECIAL, MAKE IT BURGER KING
Serial Number:	72098428	
Serial Number:	76359931	EGG'WICH
Registration Number:	2428856	BURGER KING

CORRESPONDENCE DATA

Fax Number: (202)728-0744

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 2027216405

Email: christine.wilson@t-t.com

Correspondent Name: Thomson & Thomson

Address Line 1: 1750 K Street, NW

Address Line 2: Suite 200

Address Line 4: Washington, DISTRICT OF COLUMBIA 20006

NAME OF SUBMITTER:	CHRISTINE WILSON
Signature:	/CHRISTINE WILSON/
Date:	07/19/2005

Total Attachments: 4
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Release of Lien on Trademarks

WHEREAS, by a certain Pledge and Security Agreement dated as of December 13, 2002 made by Burger King Brands, Inc. ("**Burger King Brands**") in favor of Diageo plc ("**Diageo**"), Burger King Brands granted to Diageo a security interest in and lien on those certain trademarks owned by Burger King Brands and set forth on Schedule A hereto;

WHEREAS, Diageo desires to release its security interest in and lien on the trademarks set forth on Schedule A hereto;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Diageo does hereby release its security interest in and lien on the trademarks set forth on Schedule A hereto and reassigns to Burger King Brands all right, title and interest of Diageo in and to such trademarks.

Date: July 13, 2005

DIAGEO PLC

By: _____
Name: SUSANNE BUNN
Title: COMPANY SECRETARY

(NY) 04019/002/CLOSING/trademarks.release.doc

Schedule A

Trade Marks or Trade Names	Registration/Application Number	Secured Party
EGG'WICH	7635991*	Diageo PLC
SIZE IT YOUR WAY	2636676	Diageo PLC
BK4	2630966	Diageo PLC
BK4U	2658458	Diageo PLC
PANCAKE-MINIS	2641523	Diageo PLC
VIRTUAL FUN CENTER	2665241	Diageo PLC
YOU GOT IT!	76352054*	Diageo PLC
	75706235*	Diageo PLC
BURGER-LOVER	75821569*	Diageo PLC
KING SUPREME	76422121*	Diageo PLC
@ BURGER KING YOU GOT IT!	76364723*	Diageo PLC
BK REWARDS	76364724*	Diageo PLC
@ BK YOU GOT IT!	76456380*	Diageo PLC
BURGER KING	76468010*	Diageo PLC
BURGER LOVER	76418996*	Diageo PLC
	76433601*	Diageo PLC
BK VEGGIE	2702440	Diageo PLC
AT BURGER KING YOU GOT IT!	76352053*	Diageo PLC
WHOPPER	0899775	Diageo PLC
HAVE IT YOUR WAY	1081348	Diageo PLC
HAVE IT YOUR WAY BURGER KING	1057976	Diageo PLC
IT TAKES TWO HANDS TO HANDLE A WHOPPER	1225544	Diageo PLC
KING COMBO	1370409	Diageo PLC
KING OF THE MALL	0946978	Diageo PLC
SPOONERS SOFT SERVE	1267318	Diageo PLC
THE GREAT AMERICAN HAMBURGER	0983518	Diageo PLC
TAKE A SMILE AND PASS IT AROUND	1095539	Diageo PLC
WHERE KIDS ARE KING	0989152	Diageo PLC
KING ON A SANDWICH	0714249	Diageo PLC
WHOPPER JUNIOR	0980068	Diageo PLC
MAKE IT SPECIAL	1181600	Diageo PLC
MAKE IT SPECIAL, MAKE IT BURGER KING	1065059	Diageo PLC
SIR SHAKE-A-LOT	1261240	Diageo PLC
SPOONERS SOFT SERVE	1267317	Diageo PLC
BURGER-LOVER	1709430	Diageo PLC
A.M. EXPRESS	1451533	Diageo PLC
WHALER	0872256	Diageo PLC
B-K ROOT BEER	0528808	Diageo PLC
AREN'T YOU HUNGRY?	1283706	Diageo PLC
THE BURGER KING	1116195	Diageo PLC
BURGER KING	1076177	Diageo PLC
BURGER KING	0961014	Diageo PLC
BURGER KING	0901311	Diageo PLC
BURGER KING	1057250	Diageo PLC
BURGER KING	1215732	Diageo PLC
BURGER KING	1196182	Diageo PLC
HAVE IT YOUR WAY	0961016	Diageo PLC
SHORT KING DESIGN	0955425	Diageo PLC

Trade Marks or Trade Names	Registration/Application Number	Secured Party
CHICKEN TENDERS	1785694	Diageo PLC
BURGER KING	1802390	Diageo PLC
BK BIG FISH	1982277	Diageo PLC
BREAKFAST BUDDY	1960344	Diageo PLC
BURGER KING KIDS CLUB	2004052	Diageo PLC
CROISSANDWICHES	1358259	Diageo PLC
CROISSANDWICH	1497911	Diageo PLC
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YUMBO	0861438	Diageo PLC
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BURGER KING	2449837	Diageo PLC
BURGER KING	2445009	Diageo PLC
BURGER KING	2445014	Diageo PLC
WHOPPER JR.	1062368	Diageo PLC
BURGER KING	2445008	Diageo PLC
BURGER KING	2428859	Diageo PLC
BURGER KING	2445005	Diageo PLC
TASTE THE CHANGE	2479712	Diageo PLC
XX X-TREME	2467816	Diageo PLC
TREAT YOURSELF COOL	2467817	Diageo PLC
XX X-TREME	2479714	Diageo PLC
GOT THE URGE	2479698	Diageo PLC
BURGER KING	0869775	Diageo PLC
XX X-TREME	2479717	Diageo PLC
BURGER KING	2445006	Diageo PLC
BACON WHOPPER	2215904	Diageo PLC
CROWN DESIGN	2310680	Diageo PLC
BURGER BUCKS	2189809	Diageo PLC
BIG KING	2186883	Diageo PLC
BURGER KING	2154925	Diageo PLC
DOUBLE WHOPPER	2187487	Diageo PLC
DRINK IT YOUR WAY	2150854	Diageo PLC
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GET YOUR BURGER'S WORTH	2183773	Diageo PLC
BURGER KING	2427469	Diageo PLC
BURGER KING	2262585	Diageo PLC
BURGER KING	2428858	Diageo PLC
IT JUST TASTES BETTER	2374317	Diageo PLC
IT JUST TASTES BETTER	2374319	Diageo PLC
AS INDIVIDUAL AS YOU ARE	2356167	Diageo PLC
TASTE RULES	2269249	Diageo PLC
HOME OF FLAME BROILING	2283409	Diageo PLC
KING OF FRIES	2326394	Diageo PLC
CRESCENT DESIGN	2466398	Diageo PLC
TREAT YOURSELF COOL	2535870	Diageo PLC

Trade Marks or Trade Names	Registration/Application Number	Secured Party
BURGER-LOVER	2452997	Diageo PLC
GET YOUR BREAKFAST'S WORTH	2183772	Diageo PLC
WE WOULDN'T HAVE IT ANY OTHER WAY	1095538	Diageo PLC
BK BROILER	1699280	Diageo PLC

* Indicates Application Number