

7/27/05

08-03-2005

Form PTO-1594

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

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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):

Arby's Holdings, LLC

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation—State _____
- Other Limited Liability Company, Delaware

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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other Release of Lien on Trademarks

Execution Date: July 25, 2005

2. Name and address of receiving party(ies)

Name: Arby's LLC

Internal

Address: _____

Street Address: 1000 Corporate Drive

City: Ft. Lauderdale State: FL Zip: 33334-3651

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation – State _____
- Other Limited Liability Company, Delaware

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

See attached

B. Trademark Registration No.(s)

See attached

Additional number(s) attached? Yes No

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

Name: Carolyn Casselman, Esq.

Internal Address: _____

Paul, Weiss, Rifkind, Wharton & Garrison LLP

Street Address: _____

1285 Avenue of the Americas

City: New York State: NY Zip: 10019-6064

6. Total number of applications and registrations involved: 48

7. Total fee (37 CFR 3.41) \$ 1,215.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Carolyn Casselman, Esq.

Name of Person Signing

Signature

7/26/05

Date

Total number of pages including cover sheet, attachments, and documents: 9

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

08/02/2005 JYALLAH2 00000004 0842177

01 FC:0521
02 FC:0522

(40.00 OP
175.00 OP)

TRADEMARK
REEL: 003199 FRAME: 0631

TRADEMARKS

<u>Trademark</u>	<u>Registration No.</u>
1. ARBY'S SAUCE	0842177
2. HORSEY SAUCE	0851991
3. RB ROAST BEEF SANDWICH IS DELICIOUS & Design	0858385
4. RB ROAST BEEF SANDWICH IS DELICIOUS & Design	0889787
5. ARBY'S	0890565
6. ARBY'S	0890631
7. ARBY-Q	1018115
8. ARBY'S	1065886
9. ARBY'S & Design	1081230
10. ADVENTURE MEAL	1279135
11. GO WEST IT'S BETTER OUT HERE	1909055
12. ARBY-Q	1920035
13. ARBY-Q	1930031
14. CUSTOM COMBO	1966006
15. NEIGHBORS IN NEED	1995605
16. ROAST CHICKEN SANTA FE	1997686
17. ARBY'S ROAST TOWN	2003663
18. ARBY'S PREMIUM ROASTED ALL-TIME FAVORITES & Design	2018200
19. AUTHENTIC PREMIUM ARBY'S ROAST TOWN & Design	2036071
20. ARBY'S ROCKIN' HAT RANCH	2048724
21. ARBY'S & Design	2071096
22. ARBY'S ROCKIN' HAT RANCH & Design	2082963
23. ARBY'S ALL-TIME FAVORITES	2119720
24. BIG MONTANA	2122092
25. SIDEKICKERS	2189934
26. GIANT SIZE IT!	2197660
27. ARBY'S CHARITY TOUR THE ARBY'S FOUNDATION & Design	2202147
28. THEY'VE GOT THE TOYS, WE'VE GOT THE TASTE	2209714
29. FOR REAL ADULT TASTE, CHOOSE A REAL ADULT PLACE	2213452
30. LOVE FOOD? THINK ARBY'S	2223257
31. WE'VE GOT THE TASTE	2224781
32. JALAPENO BITES (Stylized)	2254562
33. 5 BUCK VALUE ROUNDUP	2281975
34. SELECT CHICKEN MENU	2289672
35. TANGY SOUTHWEST SAUCE	2293792
36. BRONCO BERRY SAUCE	2299866
37. LOVE CHICKEN? THINK ARBY'S	2324812
38. ONE BITE GUARANTEE	2324813
39. ARBY'S FOUNDATION & Design	2356028
40. THE ONE BITE GUARANTEE	2388148
41. SPICY THREE PEPPER	2443595
42. ARBY'S IN THE MORNING WAKE UP YOUR TASTE	2490702
43. ARBY'S COMBO EXTRAS	2514618

44. MARKET FRESH	2619643
45. ARBY'S MARKET FRESH & Design	2720357
46. ARBY'S MARKET FRESH	2815992
47. CREATING ARBY'S FANATICS & Design	75567353
48. SATISFY YOUR GROWN-UP TASTES	76078379

Release of Lien on Trademarks (U.S.)
(Initial Contribution)

This Release of Lien on Trademarks (the "Release"), dated as of July 25, 2005 is made by Arby's Holdings, LLC, a Delaware limited liability company ("Secured Party"), in favor of Arby's LLC, a Delaware limited liability company ("Grantor").

WHEREAS, Grantor entered into a Contribution Agreement by and between Grantor and the Secured Party, dated as of November 21, 2000, pursuant to which it agreed to enter into a Notice of Grant of Security Interest in Trademarks (U.S.) (the "Security Agreement"), which Security Agreement was recorded in the United States Patent and Trademark Office as of January 16, 2001 at Reel 2222, Frame 0340, pursuant to which Grantor granted to the Secured Party a security interest in and lien on all right, title and interest of the Grantor in certain trademarks, including the trademark registrations and applications set forth on Schedule A attached hereto (the "Released Trademarks");

WHEREAS, the Grantor now wishes the Secured Party to release any and all interest it may have in the Released Trademarks, and the Secured Party has agreed to do so.

NOW, THEREFORE, in exchange for good and valuable consideration, the receipt of which is hereby acknowledged, the Secured Party does hereby release, relinquish and discharge its security interest in, to and under the Released Trademarks.

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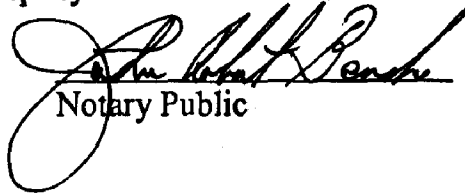
IN WITNESS WHEREOF, the Secured Party has caused this Release to be duly executed and delivered by its officer thereunto duly authorized as of the date hereinabove set forth.

ARBY'S HOLDINGS, LLC

By: Stuart Rosen
Name: Stuart I. Rosen
Title: Senior Vice President and
Secretary

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

On the 25th day of July, 2005 before me and personally came Stuart I. Rosen, to me known, who, being by me duly sworn, did depose and say that he resides at 1000 Corporate Drive, Fort Lauderdale, FL; that he is Senior Vice President and Secretary of Arby's Holdings, LLC; that he signed his name thereto on behalf of said company; and that he acknowledged said instrument to be the free act and deed of said company.


Notary Public

[Notarial Seal]

JOHN ROBERT BENDER
Notary Public, State of New York
No. 41-4819622
Qualified in Nassau County
Commission Expires 1-31-07

SCHEDULE A

ARBY'S TRADEMARKS

A. Federal Registrations

<u>Trademark</u>	<u>Registration No.</u>
ARBY'S SAUCE	0842177
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RB ROAST BEEF SANDWICH IS DELICIOUS & Design	0858385
RB ROAST BEEF SANDWICH IS DELICIOUS & Design	0889787
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ARBY'S COMBO EXTRAS	2514618
MARKET FRESH	2619643
ARBY'S MARKET FRESH & Design	2720357
ARBY'S MARKET FRESH	2815992

B. Federal Applications

Trademark

CREATING ARBY'S FANATICS & Design
SATISFY YOUR GROWN-UP TASTES

Application No.

75567353
76078379

C. State Registrations

Trademark

R.B. ROAST BEEF SANDWICHES
ARBY'S ROAST BEEF SANDWICH

Registration No.

Ohio 5379
West Virginia 24717