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



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

103054255

To the Honorable Commissioner of Patents and Trademarks. Please receive the enclosed original documents or copy thereof.

1. Name of conveying party(ies): BNY Midwest Trust Company
[] Individual(s) [] Association
[] General Partnership [] Limited Partnership
[X] Corporation-State Illinois
[] Other
Additional name(s) of conveying party(ies) attached? [] Yes [X] No

2. Name and address of receiving party(ies)
Name: Arby's Franchise Trust
Internal
Address:
Street Address: 1000 Corporate Drive
City: Ft. Lauderdale State: FL Zip: 3651
[] Individual(s) citizenship
[] Association
[] General Partnership
[] Limited Partnership
[] Corporation - State
[X] Other Statutory Trust, Delaware
If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [X] No
Additional name(s) & address(es) attached? [] Yes [X] No

JUL 27 2005

3. Nature of conveyance:
[] Assignment [] Merger
[] Security Agreement [] Change of Name
[X] Other Release of Lien on Trademarks
Execution Date: July 25, 2005

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
See attached
Additional number(s) attached? [X] Yes [] No

B. Trademark Registration No.(s)
See attached

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
[X] 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
Date 7/26/05

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

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TRADEMARK REEL: 003209 FRAME: 0955

SCHEDULE A

ARBY'S TRADEMARKS

A. 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 & 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
SPICY THREE PEPPER	2443595
ARBY'S IN THE MORNING WAKE UP YOUR TASTE	2490702
ARBY'S COMBO EXTRAS	2514618
MARKET FRESH	2619643
ARBY'S MARKET FRESH & Design	2720357
ARBY'S MARKET FRESH	2815992

B. Federal Applications

<u>Trademark</u>	<u>Application No.</u>
CREATING ARBY'S FANATICS & Design	75567353
SATISFY YOUR GROWN-UP TASTES	76078379

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C. State Registrations

Trademark

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

Registration No.

Ohio 5379
West Virginia 24717

Release of Lien on Trademarks (U.S.)
(Indenture)

This Release of Lien on Trademarks (the "Release"), dated as of July 25, 2005 is made by BNY Midwest Trust Company, an Illinois banking corporation, as indenture trustee ("Indenture Trustee"), in favor of Arby's Franchise Trust, a Delaware statutory trust ("Grantor").

WHEREAS, Grantor entered into an indenture ("Indenture"), dated as of November 21, 2000, among Grantor, Ambac Assurance Corporation, a Wisconsin stock insurance corporation, and the Indenture Trustee, pursuant to which it agreed to enter into the Collateral Assignment of Security Interest in Trademarks (U.S.), dated as of November 21, 2000 and recorded in the United States Patent and Trademark Office as of January 16, 2001 at Reel 2219, Frame 0594, pursuant to which Grantor granted to the Indenture Trustee 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 Indenture has been satisfied and discharged in accordance with its terms;

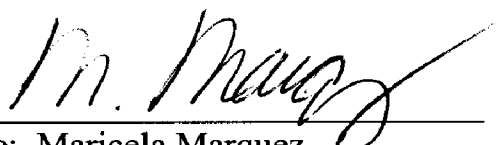
WHEREAS, Grantor has requested that the Indenture Trustee release any and all interest it may have in the Released Trademarks, and the Indenture Trustee has agreed to do so.

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

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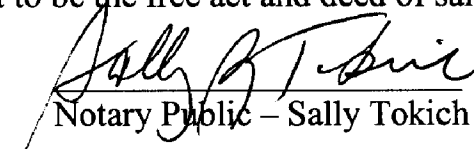
IN WITNESS WHEREOF, the Indenture Trustee has caused this Release to be duly executed and delivered by its officer thereunto duly authorized as of the date hereinabove set forth.

BNY MIDWEST TRUST COMPANY,
as Indenture Trustee

By: 
Name: Maricela Marquez
Title: Assistant Vice President

STATE OF Illinois)
) ss:
COUNTY OF Cook)

On the 25th day of July, 2005 before me and personally came Maricela Marquez, to me known, who, being by me duly sworn, did depose and say that she resides at 2 North LaSalle St., Ste 1020, Chicago, IL 60602; that she is Assistant Vice President of BNY Midwest Trust Company, the bank described in and which executed the above instrument; that she signed her name thereto on behalf of said bank; and that she acknowledged said instrument to be the free act and deed of said bank.


Notary Public - Sally Tokich

