

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/16/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Arby's Brands, LLC		05/16/2006	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Arby's Restaurant Group, Inc.
Street Address:	1155 Perimeter Center West, Suite 1200
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30338
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Serial Number:	73549669	T.J. CINNAMONS
Serial Number:	73563600	THE ORIGINAL GOURMET CINNAMON ROLL
Serial Number:	73563628	THE ORIGINAL GOURMET CINNAMON ROLL
Serial Number:	74675545	HOME OF THE ORIGINAL T.J. CINNAMONS SINCE 1984 GOURMET CINNAMON ROLL
Serial Number:	75576209	PASTA CONNECTION
Serial Number:	75577532	TWO GREAT TASTES UNDER ONE ROOF!
Serial Number:	75603691	T.J. CINNAMONS
Serial Number:	75631212	THE PERFECT COMBINATION
Serial Number:	75687429	T.J. CINNAMONS MOCHA CHILL
Serial Number:	75713863	PASTA CONNECTION
Serial Number:	78081222	T.J. CINNAMONS GOURMET COFFEES

OP \$365.00 73549669

Serial Number:	78146255	T.J. CINNAMONS CINNAMON TWIST
Serial Number:	78228323	T.J. CINNAMONS CHOCOLATE TWIST
Serial Number:	78445543	T.J. CINNAMONS RASPBERRY TWIST

CORRESPONDENCE DATA

Fax Number: (512)536-4598
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 512.474.5201
Email: aotrademark@fulbright.com
Correspondent Name: Alicia Morris Groos
Address Line 1: 600 Congress Avenue, Suite 2400
Address Line 4: AUSTIN, TEXAS 78701

ATTORNEY DOCKET NUMBER:	10107021/ARBY:547
NAME OF SUBMITTER:	Alicia Morris Groos
Signature:	/Alicia Morris Groos/
Date:	06/28/2006

Total Attachments: 2
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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ARBY'S BRANDS, LLC", A DELAWARE LIMITED LIABILITY COMPANY,
"ARBY'S FINANCE, LLC", A DELAWARE LIMITED LIABILITY COMPANY,
"ARBY'S HOLDINGS, LLC", A DELAWARE LIMITED LIABILITY
COMPANY,

"ARHC, LLC", A DELAWARE LIMITED LIABILITY COMPANY,
WITH AND INTO "ARBY'S RESTAURANT GROUP, INC." UNDER THE NAME OF "ARBY'S RESTAURANT GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF MAY, A.D. 2006, AT 4:52 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3803478 8100M

060465160



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4750501

DATE: 05-17-06

TRADEMARK
REEL: 003338 FRAME: 0425

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:26 PM 05/16/2006
FILED 04:52 PM 05/16/2006
SRV 060465160 - 3803478 FILE

CERTIFICATE OF MERGER
OF
ARBY'S BRANDS, LLC,
ARBY'S FINANCE, LLC,
ARBY'S HOLDINGS, LLC, AND
ARHC, LLC
WITH AND INTO
ARBY'S RESTAURANT GROUP, INC.

It is hereby certified that:

1. The name and jurisdiction of formation or organization of the constituent entities that are to merge are:

- (i) Arby's Brands, LLC, a Delaware limited liability company ("Brands");
- (ii) Arby's Finance, LLC, a Delaware limited liability company ("Finance");
- (iii) Arby's Holdings, LLC, a Delaware limited liability company ("Holdings");
- (iv) ARHC, LLC, a Delaware limited liability company ("ARHC"); and
- (v) Arby's Restaurant Group, Inc., a Delaware corporation (ARG).

2. Brands, Finance, Holdings, and ARHC shall be merged with and into ARG, and ARG will be the surviving corporation.

3. An Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed, and acknowledged by each of the constituent entities in accordance with the provisions of Section 264 of the Delaware General Corporation Law and Section 18-209 of the Delaware Limited Liability Act.

4. The name of the surviving corporation shall be Arby's Restaurant Group, Inc. (the "Surviving Corporation").


5. The Certificate of Incorporation of the Surviving Corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of the Surviving Corporation until amended or otherwise modified pursuant to the provisions of the General Corporation Law of the State of Delaware.

6. The executed Merger Agreement is on file at the principal office of the Surviving Corporation, the address of which is 1155 Perimeter Center West, Suite 1200, Atlanta, Georgia 30338.

7. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder or member, as the case may be, of any of the constituent entities.

IN WITNESS WHEREOF, ARG has caused this Certificate of Merger to be executed in its name by its duly authorized officers as of the 16th day of May 2006.

ARBY'S RESTAURANT GROUP, INC.

By: 
Nils H. Okeson, General Counsel