

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Certificate of Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
RTM, Inc.		12/18/2007	CORPORATION: GEORGIA
RECEIVING PARTY DATA			
Name:	RTM, LLC		
Street Address:	1155 Perimeter Center West		
Internal Address:	Suite 1200		
City:	Atlanta		
State/Country:	GEORGIA		
Postal Code:	30338		
Entity Type:	LIMITED LIABILITY COMPANY: GEORGIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2311506	DREAM BIG. WORK HARD. GET IT DONE. PLAY FAIR. HAVE FUN. MAKE A DIFFERENCE.	
CORRESPONDENCE DATA			
Fax Number:	(404)881-7777		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	404-881-7000		
Email:	betsy.perkins@alston.com		
Correspondent Name:	Ginabeth Hutchison		
Address Line 1:	1201 West Peachtree Street		
Address Line 2:	c/o Alston & Bird LLP		
Address Line 4:	Atlanta, GEORGIA 30309-3424		
ATTORNEY DOCKET NUMBER:	046183/307943		
NAME OF SUBMITTER:	Ginabeth B. Hutchison		
Signature:	/Ginabeth B. Hutchison/		

TRADEMARK

900111384

REEL: 003816 FRAME: 0768

OP \$40.00 2311506

Date:

07/16/2008

Total Attachments: 3

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STATE OF GEORGIA

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF CONVERSION

I, **Karen C Handel**, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that a certificate of conversion has been filed on **12/30/2007** converting

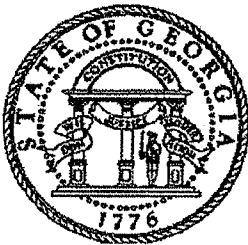
RTM, INC.
a Domestic Profit Corporation

to

RTM, LLC
a Domestic Limited Liability Company

The required fees as provided by Title 14 of the Official Code of Georgia Annotated have been paid. Conversion of the above-named entity is effective upon issuance of this certificate.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on December 30, 2007



Karen C Handel
Secretary of State

Georgia

**CERTIFICATE OF CONVERSION
FROM A CORPORATION
TO A LIMITED LIABILITY COMPANY**

This Certificate of Conversion to Limited Liability Company, dated as of December 18, 2007, is filed to convert RTM, Inc., a Georgia corporation (the "Corporation"), to RTM, LLC, a Georgia limited liability company (the "LLC").

FIRST: The Corporation is converting into a limited liability company. The name of the Corporation immediately prior to the filing of this Certificate of Conversion to Limited Liability Company is RTM, Inc.

SECOND: The Corporation filed its original articles of incorporation with the Secretary of State on September 16, 1984.

THIRD: The name of the LLC is RTM, LLC, as set forth in the Articles of Organization of the LLC, to be filed concurrently with this Certificate of Conversion to Limited Liability Company and attached to the Plan of Conversion attached hereto as Exhibit A.

FOURTH: The conversion of the Corporation to the LLC, and a plan of conversion related thereto, has been approved by the Board of Directors and the sole shareholder of the Corporation pursuant to applicable law and the organizational documents of the Corporation.

FIFTH: Upon the effectiveness of this certificate, all shares of common stock issued and outstanding shall be converted into one (1) membership interest of the surviving limited liability company pursuant to the Plan of Conversion attached hereto as Exhibit A.

SIXTH: This Certificate of Conversion shall be effective as of December 30, 2007.

State of Georgia
Expedite Conversion 9 Page(s)



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AO 15724&2.1

Georgia

DULY EXECUTED and delivered by a duly authorized officer of the Corporation as of
the date first written above.

RTM, Inc.

By: 

Name: Robert Q. Jones, Jr.
Title: VP, Corporate & Securities Counsel

* * * * *

2007 DEC 21 PM 3:02
SECRETARY OF STATE
CORPORATIONS DIVISION

AO 1572482.1