

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Arby's, LLC		07/30/2008	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Arby's IP Holder Trust		
<b>Street Address:</b>	1155 Perimeter Center West		
<b>City:</b>	Atlanta		
<b>State/Country:</b>	GEORGIA		
<b>Postal Code:</b>	30338		
<b>Entity Type:</b>	Business Trust: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2672894	SHIFT SMARTS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(404)881-7777		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	404-881-7000		
<b>Email:</b>	betsy.perkins@alston.com		
<b>Correspondent Name:</b>	Ginabeth B. Hutchison		
<b>Address Line 1:</b>	1201 West Peachtree Street		
<b>Address Line 4:</b>	Atlanta, GEORGIA 30309-3424		
<b>ATTORNEY DOCKET NUMBER:</b>	046183/307943		
<b>NAME OF SUBMITTER:</b>	Ginabeth B. Hutchison		
<b>Signature:</b>	/Ginabeth B. Hutchison/		
<b>Date:</b>	08/11/2008		

OP \$40.00 2672894

Total Attachments: 1  
source=Arbys IP Holder Trust#page1.tif

Assignment of Trademark Registration

WHEREAS, Arby's, LLC, a Delaware limited liability company having its principal address at 1155 Perimeter Center West, Suite 1200, Atlanta, Georgia 30338 (hereinafter "Assignor"), owns the mark SHIFT SMARTS, subject of U.S. Patent and Trademark Office Reg. No. 2,672,894, which is valid and subsisting; and

WHEREAS, Arby's IP Holder Trust, a Delaware business trust having its principal address at 1155 Perimeter Center West, Atlanta, Georgia 30338 (hereinafter "Assignee"), is desirous of acquiring said mark and the registration thereof;

NOW THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, said Assignor does hereby assign unto said Assignee all right, title, and interest in ~~and to said mark~~, together with the goodwill of the business symbolized by the mark, and the registration thereof identified above.

Arby's, LLC

By: \_\_\_\_\_

Robert Q. Jones, Jr.  
Vice President, Corporate and Securities  
Counsel

Date: \_\_\_\_\_

July 30, 2008