

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

**05/26/2010**  
**900163080**

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
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<b>NATURE OF CONVEYANCE:</b>	Release (003242-0030)
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**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Citicorp North America, Inc., as Collateral Agent		05/24/2010	CORPORATION; DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Arby's Restaurant Group, Inc.
<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>	CORPORATION; DELAWARE

<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>	Statutory Trust; DELAWARE

<b>Name:</b>	Arby's Brands, LLC
<b>Street Address:</b>	1000 Corporation Drive
<b>City:</b>	Fl. Lauderdale
<b>State/Country:</b>	FLORIDA
<b>Postal Code:</b>	33334
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY; DELAWARE

**PROPERTY NUMBERS Total: 93**

Property Type	Number	Word Mark
Registration Number:	0842177	ARBY'S SAUCE

CH \$2340.00 0842177

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Registration Number:	0851991	HORSEY SAUCE
Registration Number:	0858385	RB ROAST BEEF SANDWICH IS DELICIOUS
Registration Number:	0890565	ARBY'S
Registration Number:	0890631	ARBY'S
Registration Number:	1018115	ARBY-Q
Registration Number:	1065886	ARBY'S
Registration Number:	1081230	ARBY'S
Registration Number:	1270135	SIMBABA
Registration Number:	1392724	T.J. CINNAMONS
Registration Number:	1397029	T.J. CINNAMONS
Registration Number:	1428955	THE ORIGINAL GOURMET CINNAMON ROLL
Registration Number:	1427659	THE ORIGINAL GOURMET CINNAMON ROLL
Registration Number:	1465932	T.J. CINNAMONS BAKERY THE ORIGINAL GOURMET CINNAMON ROLL
Registration Number:	1470815	T.J. CINNAMONS BAKERY THE ORIGINAL GOURMET CINNAMON ROLL
Registration Number:	1515666	CINNACONE
Registration Number:	1550367	CINNALOAF
Registration Number:	1920035	ARBY-Q
Registration Number:	1978200	CINNACHIPS
Registration Number:	1983873	HOME OF THE ORIGINAL T.J. CINNAMONS SINCE 1984 GOURMET CINNAMON ROLL
Registration Number:	2018200	ARBY'S PREMIUM ROASTED ALL-TIME FAVORITES
Registration Number:	2122092	BIG MONTANA
Registration Number:	2189934	SIDEKICKERS
Registration Number:	2197660	GIANT SIZE IT!
Registration Number:	2202147	ARBY'S CHARITY TOUR THE ARBY'S FOUNDATION
Registration Number:	2209714	THEY'VE GOT THE TOYS, WE'VE GOT THE TASTE
Registration Number:	2213452	FOR REAL ADULT TASTE, CHOOSE A REAL ADULT PLACE
Registration Number:	2223257	LOVE FOOD? THINK ARBY'S
Registration Number:	2224781	WE'VE GOT THE TASTE
Registration Number:	2229585	YOU'RE ALLOWED
Registration Number:	2254562	JALAPENO BITES
Registration Number:	2281975	5 BUCK VALUE ROUNDUP
Registration Number:	2289672	SELECT CHICKEN MENU
Registration Number:	2293792	TANGY SOUTHWEST SAUCE

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Registration Number:	2299866	BRONCO BERRY SAUCE
Registration Number:	2311533	AI
Registration Number:	2318543	PASTA CONNECTION
Registration Number:	2323947	THE PERFECT COMBINATION
Registration Number:	2324812	LOVE CHICKEN? THINK ARBY'S
Registration Number:	2324813	ONE BITE GUARANTEE
Registration Number:	2350008	PASTA CONNECTION
Registration Number:	2358028	ARBY'S FOUNDATION
Registration Number:	2388148	THE ONE BITE GUARANTEE
Registration Number:	2400762	TWO GREAT TASTES UNDER ONE ROOF!
Registration Number:	2404883	GREAT TASTE ENDURES
Registration Number:	2439018	ARBY'S IN THE MORNING
Registration Number:	2443595	SPICY THREE PEPPER
Registration Number:	2460200	THE CINNAMON ROLLS THAT GO CRUNCH
Registration Number:	2480547	T.J. CINNAMONS MOCHA CHILL
Registration Number:	2482842	
Registration Number:	2490702	ARBY'S IN THE MORNING WAKE UP YOUR TASTE
Registration Number:	2514818	ARBY'S COMBO EXTRAS
Registration Number:	2526087	DRIVE-THRU TO EXCELLENCE IT'S TIME TO GET F.A.S.T.E.R.
Registration Number:	2584002	DAILY DEAL MENU
Registration Number:	2592416	SEE US ... NOW THAT YOUR TASTES HAVE GROWN UP
Registration Number:	2592417	NOW THAT YOUR TASTES HAVE GROWN UP
Registration Number:	2599752	SPICY BACON'N JACK
Registration Number:	2619643	MARKET FRESH
Registration Number:	2632000	VALUE ROUNDUP
Registration Number:	2672894	SHIFT SMARTS
Registration Number:	2678089	T.J. CINNAMONS GOURMET COFFEES
Registration Number:	2720357	ARBY'S MARKET FRESH
Registration Number:	2797876	A FRESH TAKE ON FRESH TASTE
Registration Number:	2800218	GIVE IN TO YOUR GROWN-UP TASTES
Registration Number:	2805015	ARBY'S
Registration Number:	2815992	ARBY'S MARKET FRESH
Registration Number:	2869355	WHAT ARE YOU EATING TODAY
Registration Number:	2918191	THE ZING'S THE THING

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Registration Number:	2944976	T.J. CINNAMONS CHOCOLATE TWIST
Registration Number:	2949891	T.O.C.
Registration Number:	2949892	TENDER OVEN CARE
Registration Number:	3861331	
Serial Number:	76260979	MINI-CINNIS
Serial Number:	76221387	WHAT ARE YOU EATING TODAY
Serial Number:	78262212	ARBY'S BISTRO SANDWICHES MADE TO ORDER
Serial Number:	78262250	MADE WITH T.O.C. ARBY'S TENDER OVEN CARE
Serial Number:	78264072	CLASSIC TWISTS
Serial Number:	78285618	MARTHA'S VINEYARD SALAD
Serial Number:	78306561	BUFFALO DOUBLE DIPPIN' FINGERS
Serial Number:	78391697	TRY THE THAI
Serial Number:	78409432	MARKET FRESH EXPRESS
Serial Number:	78409442	MARKET FRESH CAFE
Serial Number:	78426976	SAUCE IT UP!
Serial Number:	78445543	T.J. CINNAMONS RASPBERRY TWIST
Serial Number:	78455040	ALL CHICKEN CHICKEN
Serial Number:	78518476	MARKET FRESH IXPRESS
Serial Number:	78553417	I'M THINKING ARBY'S
Serial Number:	78584417	LOADED POTATO BITES
Serial Number:	78584471	TANGY SOUTHWEST SAUCE
Serial Number:	78626357	ARBY'S CHICKEN NATURALS 100% NATURAL CHICKEN
Serial Number:	78634256	ARBY'S CHICKEN NATURALS
Serial Number:	78630192	HAPPY POND
Serial Number:	78340971	SANTE FE SALAD

**CORRESPONDENCE DATA**

Fax Number: (202)408-3141  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 800-927-9801 x2348  
 Email: jpaterso@cscinfo.com  
 Correspondent Name: Corporation Service Company  
 Address Line 1: 1090 Vermont Avenue NW, Suite 430  
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	3595697-10
NAME OF SUBMITTER:	Jean Paterson

O: CORPORATION SERVICE COMPANY COMPANY: 1090 VERMONT AVENUE NW, SUITE 430

Signature:	/jep/
Date:	05/26/2010
Total Attachments: 9 source=5-26-10 Citibank-Arby's 2-TM#page1.tif source=5-26-10 Citibank-Arby's 2-TM#page2.tif source=5-26-10 Citibank-Arby's 2-TM#page3.tif source=5-26-10 Citibank-Arby's 2-TM#page4.tif source=5-26-10 Citibank-Arby's 2-TM#page5.tif source=5-26-10 Citibank-Arby's 2-TM#page6.tif source=5-26-10 Citibank-Arby's 2-TM#page7.tif source=5-26-10 Citibank-Arby's 2-TM#page8.tif source=5-26-10 Citibank-Arby's 2-TM#page9.tif	

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Form PTO-1594 (Rev. 12-08)  
OMB Collection 0651-0027 (exp. 01/31/2009)

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

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

**1. Name of conveying party(ies):**

Citicorp North America, Inc., as Collateral Agent

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation- State: Delaware  
 Other \_\_\_\_\_

Citizenship (see guidelines) USA - Delaware

Additional names of conveying parties attached?  Yes  No

**2. Name and address of receiving party(ies)**  Yes  
 No

Additional names, addresses, or citizenship attached?  Yes  No

Name: Arby's Restaurant Group, Inc.  
Internal Address: \_\_\_\_\_  
Street Address: 1155 Piedmont Center West  
City: Atlanta  
State: GA  
Country: USA Zip: 30338

Association      Citizenship \_\_\_\_\_  
 General Partnership      Citizenship \_\_\_\_\_  
 Limited Partnership      Citizenship \_\_\_\_\_  
 Corporation      Citizenship \_\_\_\_\_

Other Corporation      Citizenship USA - 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)

**3. Nature of conveyance / Execution Date(s):**

Execution Date(s) May 24, 2010

Assignment       Merger  
 Security Agreement       Change of Name  
 Other Release 1003242-0030

**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No.(s)  
76260979 and additional numbers on attached Schedule I

B. Trademark Registration No.(s)  
0842177 and additional numbers on attached Schedule I

Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Maureen P. Murphy, Legal Assistant  
Internal Address: CAMILL GORDON & REINDEL LLP  
Street Address: 80 Pine Street  
City: New York  
State: NY Zip: 10005  
Phone Number: 212-201-3283  
Fax Number: 212-378-2440  
Email Address: mmurphy@camhill.com

**6. Total number of applications and registrations involved:** 93

**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$** \_\_\_\_\_

Authorized to be charged to deposit account  
 Enclosed

**8. Payment Information:**

Deposit Account Number \_\_\_\_\_  
Authorized User Name \_\_\_\_\_

**9. Signature:** Maureen P. Murphy May 25, 2010  
Signature Date

MAUREEN P. MURPHY Total number of pages including cover sheet, attachments, and document: 9  
Name of Person Signing

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1469, Alexandria, VA 22313-1460

**ITEM 2 (cont'd)  
to Trademarks Recordation Form Cover Sheet**

**Additional Receiving Parties**

<u>Entity</u>	<u>Jurisdiction of Organization</u>	<u>Type of Entity</u>	<u>Address</u>
Arby's IP Holder Trust	Delaware	Statutory Trust	1155 Perimeter Center West, Atlanta, GA 30338
Arby's Brands, LLC	Delaware	Limited Liability Company	1000 Corporation Drive, Ft. Lauderdale, FL 33334

**RELEASE OF SECURITY INTEREST IN TRADEMARKS**

**THIS RELEASE OF SECURITY INTEREST IN TRADEMARKS** (this "Release") is made as of May 24, 2010 granted by Citicorp North America, Inc., in its capacity as collateral agent pursuant to that certain Credit Agreement dated as of July 25, 2005 and amended and restated as of March 11, 2009 (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement") among ARBY'S RESTAURANT GROUP, INC., a Delaware corporation, WENDY'S INTERNATIONAL HOLDINGS, LLC, a Delaware limited liability company, ARBY'S RESTAURANT HOLDINGS, LLC, a Delaware limited liability company, WENDY'S INTERNATIONAL, INC., an Ohio corporation, TRIARC RESTAURANT HOLDINGS, LLC, a Delaware limited liability company, the Guarantors party thereto from time to time, the lenders and other parties thereto from time to time and Citicorp North America, Inc., as Collateral Agent (in such capacity, the "Collateral Agent") (capitalized terms used herein have the meanings attributed thereto in the Credit Agreement unless otherwise defined herein) in favor of Arby's Restaurant Group, Inc. (the "Grantor").

**WHEREAS**, pursuant to the terms and conditions of that certain Trademark Security Agreement dated as of July 25, 2005, among the Grantor, the other entities listed on the signature pages thereto and Citicorp North America, Inc., as Collateral Agent (as amended, supplemented or otherwise modified, the "Intellectual Property Security Agreement"), the Grantor pledged to the Collateral Agent a continuing security interest in all of its right, title and interest in certain Collateral including, without limitation, the Trademark registrations and applications set forth on Schedule I hereto together with the goodwill associated therewith (collectively, the "Trademarks"); and

**WHEREAS** the Intellectual Property Security Agreement has been recorded with the Trademarks Division of the U.S. Patent and Trademark Office on January 5, 2006 at Reel 003242 and Frame 0030;

**NOW, THEREFORE**, in acknowledgement that the Obligations have been repaid in full, the Collateral Agent hereby terminates the Security Agreement and the Intellectual Property Security Agreement insofar as it relates to the Trademarks, and hereby terminates, cancels, re-pledges, reassigns and releases any and all security interests it has against the Trademarks, together with the goodwill associated with such Trademarks, and all Proceeds (as defined in the Security Agreement) of any and all of the foregoing, without warranty or recourse.

If and to the extent the Collateral Agent has acquired any right, title or interest to any of the Trademarks, it hereby assigns and transfers such rights, title or interest to the Grantor.

The Collateral Agent shall take all further actions, and provide to the Grantor and its successors, assigns or other legal representatives, all such cooperation and assistance (including, without limitation, the execution and delivery of any and all documents or other instruments), reasonably requested by the Grantor to more fully and effectively effectuate the purposes of this Release.

This Release shall be construed in accordance with and governed by the law of the State of New York.



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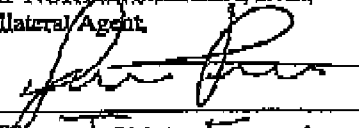
(signature page follows)

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IN WITNESS WHEREOF, the Collateral Agent has caused this Release of Security Interest in Trademarks to be executed and delivered by its duly authorized officer as of the date first set forth above.

CITICORP NORTH AMERICA, INC.,  
as Collateral Agent

By:



Name: JAKE FISHER  
Title: VICE PRESIDENT

[Release of Security Interest in Trademarks]

**SCHEDULE I**

**TRADEMARK REGISTRATIONS**

OWNER	REGISTRATIONS or SERIAL NUMBER	TRADEMARK
Arby's IP Holder Trust	0842177	Arby's Sauce
Arby's IP Holder Trust	0851991	Horsey Sauce
Arby's IP Holder Trust	0858385	RB Roast Beef Sandwich Is Delicious
Arby's IP Holder Trust	0890565	Arby's
Arby's IP Holder Trust	0890631	Arby's
Arby's IP Holder Trust	1018115	Arby-Q
Arby's IP Holder Trust	1065886	Arby's
Arby's IP Holder Trust	1081230	Arby's
Arby's IP Holder Trust	1270135	Adventure Meal
Arby's Brands, LLC	1392724	T.J. Cinnamons
Arby's Brands, LLC	1397029	T.J. Cinnamons
Arby's Brands, LLC	1426955	The Original Gourmet Cinnamon Roll
Arby's Brands, LLC	1427659	The Original Gourmet Cinnamon Roll
Arby's Brands, LLC	1465932	T.J. Cinnamons Bakery the Original Gourmet Cinnamon Roll and design
Arby's Brands, LLC	1470815	T.J. Cinnamons Bakery the Original Gourmet Cinnamon Roll and design
Arby's Brands, LLC	1515666	Cinnacone
Arby's Brands, LLC	1550367	Cinnaloaf
Arby's IP Holder Trust	1920035	Arby-Q
Arby's Brands, LLC	1978200	Cinnachips
Arby's Brands, LLC	1983873	Home of the Original T.J. Cinnamon Since 1984 Gourmet Cinnamon Roll and design
Arby's IP Holder Trust	2018200	Arby's Premium Roasted All-Time Favorites

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OWNER	REGISTRATIONS or SERIAL NUMBER	TRADEMARK
Arby's IP Holder Trust	2122092	Big Montana
Arby's IP Holder Trust	2189934	Sidelickers
Arby's IP Holder Trust	2197660	Giant Size It!
Arby's IP Holder Trust	2202147	Arby's Charity Tour The Arby's Foundation
Arby's IP Holder Trust	2209714	They've Got The Toys, We've Got The Taste
Arby's IP Holder Trust	2213452	For Real Adult Taste, Choose A Real Adult Place
Arby's IP Holder Trust	2223257	Love Food? Think Arby's
Arby's IP Holder Trust	2224781	We've Got the Taste
Arby's Brands, LLC	2229585	You're Allowed
Arby's IP Holder Trust	2254562	Jalepeno Bites
Arby's IP Holder Trust	2281975	Five Buck Value Roundup
Arby's IP Holder Trust	2289672	Select Chicken Menu
Arby's IP Holder Trust	2293792	Tangy Southwest Sauce
Arby's IP Holder Trust	2299866	Bronco Berry Sance
Arby's Brands, LLC	2311533	T.J. Cinnamons
Arby's IP Holder Trust	2318543	Pasta Connection
Arby's Brands, LLC	2323947	The Perfect Combination
Arby's IP Holder Trust	2324812	Love Chicken? Think Arby's
Arby's IP Holder Trust	2324813	One Bite Guarantee
Arby's IP Holder Trust	2350008	Pasta Connection
Arby's IP Holder Trust	2356028	Arby's Foundation
Arby's IP Holder Trust	2388148	The One Bite Guarantee
Arby's IP Holder Trust	2400762	Two Great Tastes Under One Roof!
Arby's IP Holder Trust	2404883	Great Taste Endures
Arby's IP Holder Trust	2439018	Arby's In The Morning
Arby's IP Holder Trust	2443595	Spicy Three Pepper
Arby's Brandes, LLC	2460200	The Cinnamon Rolls That Go Crunch
Arby's Brands, LLC	2480547	T.J. Cinnamons Mocha Chill
Arby's IP Holder Trust	2482642	Arby's Hot Outline
Arby's IP Holder Trust	2490702	Arby's In The Morning Wake Up Your Taste
Arby's IP Holder Trust	2514618	Arby's Combo Extras
Arby's IP Holder Trust	2526087	Drive-Thru To Excellence It's Time To Get F.A.S.T.E.R.
Arby's IP Holder Trust	2584002	Daily Deal Menu
Arby's IP Holder Trust	2592416	See Us...Now That Your Tastes Have Grown Up

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OWNER	REGISTRATIONS or SERIAL NUMBER	TRADEMARK
Arby's IP Holder Trust	2592417	Now That Your Tastes Have Grown Up
Arby's IP Holder Trust	2599752	Spicy Bacon 'n Jack
Arby's IP Holder Trust	2619643	Market Fresh
Arby's IP Holder Trust	2632000	Value Roundup
Arby's IP Holder Trust	2672894	Shift Smarts
Arby's Brands, LLC	2678089	T.J. Cinnamons Gourmet Coffees and design
Arby's IP Holder Trust	2720357	Arby's Market Fresh
Arby's IP Holder Trust	2797876	A Fresh Take On Fresh Taste
Arby's IP Holder Trust	2800218	Give In To Your Grown-Up Tastes
Arby's IP Holder Trust	2805015	Arby's
Arby's IP Holder Trust	2815992	Arby's Market Fresh
Arby's IP Holder Trust	2869355	What Are You Eating Today
Arby's IP Holder Trust	2918191	That Zing's The Thing
Arby's Brands, LLC	2944976	T.J. Cinnamons Chocolate Twist
Arby's IP Holder Trust	2949891	T.O.C.
Arby's IP Holder Trust	2949892	Tender Oven Care
Arby's Brands, LLC	76260979	Mini-Cinnis
Arby's IP Holder Trust	78221387	What Are You Eating Tonight?
Arby's IP Holder Trust	78262212	Arby's Bistro Sandwiches Made To Order
Arby's IP Holder Trust	78262250	Made With T.O.C. Arby's Tender Oven Care
Arby's Brands, LLC	78264072	Classic Twists
Arby's IP Holder Trust	78285618	Martha's Vineyard Salad
Arby's IP Holder Trust	78306561	Buffalo Double Dippin' Fingers
Arby's IP Holder Trust	78391697	Try The Thai and design
Arby's IP Holder Trust	78409432	Market Fresh Express and design
Arby's IP Holder Trust	78409442	Market Fresh Cafe and design
Arby's IP Holder Trust	78426976	Sauce It Up and design
Arby's Brands, LLC	78445543	T.J. Cinnamons Raspberry Twist and design
Arby's IP Holder Trust	78455040	All Chicken Chicken
Arby's IP Holder Trust	78518476	Market Fresh Express and design

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OWNER	REGISTRATIONS or SERIAL NUMBER	TRADEMARK
Arby's IP Holder Trust	78553417	I'm Thinking Arby's
Arby's IP Holder Trust	78584417	Loaded Potato Bites
Arby's IP Holder Trust	78584471	Tangy Southwest Sauce
Arby's IP Holder Trust	78626357	Arby's Chicken Naturals- 100% Natural Chicken & Logo
Arby's IP Holder Trust	78634256	Arby's Chicken Naturals
Arby's IP Holder Trust	78630192	Over The Top Brownie
Arby's IP Holder Trust	78340971	Santa Fe Salad