TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM343613

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	NOTICE OF GRANT OF BACK-UP SECURITY INTEREST IN TRADEMARKS - FIRST TIER

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Oldemark LLC		06/01/2015	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Wendy's SPV Guarantor, LLC
Street Address:	One Dave Thomas Blvd.
City:	Dublin
State/Country:	OHIO
Postal Code:	43017
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 78

Property Type	Number	Word Mark
Registration Number:	3450411	BACONATOR
Registration Number:	1637222	BEST HAMBURGERS AND A WHOLE LOT MORE
Registration Number:	4355174	BETTER LATER
Registration Number:	1809435	BIG BACON CLASSIC
Registration Number:	1650884	BIGGIE
Registration Number:	4347461	BORN TO BE BOLD
Registration Number:	1398099	CHOOSE FRESH CHOOSE WENDY'S
Registration Number:	2144676	CLASSIC DOUBLE
Registration Number:	2149353	CLASSIC SINGLE
Registration Number:	2147698	CLASSIC TRIPLE
Registration Number:	2695097	DAVE THOMAS
Registration Number:	2864062	DAVE THOMAS
Registration Number:	2777699	DAVE THOMAS FOUNDATION FOR ADOPTION
Registration Number:	4357729	DAVE THOMAS FOUNDATION FOR ADOPTION
Registration Number:	4541838	DAVE'S HOT 'N JUICY
Registration Number:	4535859	DTFA KICKBALL FOR A HOME
Registration Number:	4535860	DTFA KICKBALL FOR A HOME
Registration Number:	4630751	FROSTY

CH $1965.00 3450411

Property Type	Number	Word Mark
Registration Number:	2961639	GARDEN SENSATIONS
Registration Number:	2053934	GREAT BIGGIE
Registration Number:	4195924	HERE'S THE BEEF
Registration Number:	1186182	HOT N JUICY
Registration Number:	3590843	IT'S WAAAAY BETTER THAN FAST FOOD
Registration Number:	3846465	KIDS' MEAL
Registration Number:	4536098	LATE NIGHT GREAT NIGHT
Registration Number:	4536099	LATE NIGHT GREAT NIGHT
Registration Number:	4229533	MORNIN' MELT
Registration Number:	4507888	MUCHO MEJOR.
Registration Number:	4365592	NOW THAT'S BETTER.
Registration Number:	1007170	OLD FASHIONED HAMBURGERS
Registration Number:	3842950	PAUSE. PLAY. TOGETHER.
Registration Number:	3854804	
Registration Number:	4184188	REDHEAD ROASTERS
Registration Number:	4438820	RIGHT PRICE RIGHT SIZE MENU
Registration Number:	4039637	SABOR DE VERDAD
Registration Number:	4090156	SMARTLINKS
Registration Number:	4082874	SMARTLINKS BUILD. PLAY. REPEAT.
Registration Number:	4275658	SON OF BACONATOR
Registration Number:	2311789	SPICY
Registration Number:	1575698	SUPERBAR
Registration Number:	2326055	TASTE THE DIFFERENCE FRESH MAKES
Registration Number:	4351334	THAT'S WENDY'S WAY
Registration Number:	1545770	THE BEST BURGERS IN THE BUSINESS
Registration Number:	4448948	
Registration Number:	4452464	
Registration Number:	4460096	WENDY'S
Registration Number:	4460097	WENDY'S
Registration Number:	4460084	WENDY'S
Registration Number:	1269510	WENDY'S
Registration Number:	3025628	WENDY'S WONDERFUL KIDS
Registration Number:	4357732	WENDY'S WONDERFUL KIDS
Registration Number:	4554747	WENDY'S WONDERFUL KIDS SIGNATURE PROGRAM
Registration Number:	1269515	WENDY'S
Registration Number:	1270418	WENDY'S OLD FASHIONED HAMBURGERS
Registration Number:	1023958	WENDY'S OLD FASHIONED HAMBURGERS QUALITY
Registration Number:	1310481	WENDY'S QUALITY IS OUR RECIPE

Property Type	Number	Word Mark
Registration Number:	1297495	WENDY'S
Registration Number:	2387927	WENDY'S
Registration Number:	2391721	WENDY'S
Registration Number:	2415636	WENDY'S
Registration Number:	2445979	WENDY'S
Registration Number:	2448898	WENDY'S
Registration Number:	2456914	WENDY'S
Registration Number:	2501820	WENDY'S KIDS' MEAL
Registration Number:	2345404	WENDY'S RULES THE NIGHT
Registration Number:	2345290	WENDY'S SERVICE EXCELLENCE
Registration Number:	2361938	WENDY'S SERVICE EXCELLENCE
Registration Number:	2634301	WENDYS.COM
Registration Number:	2035976	WENVIEW
Registration Number:	4275760	WHERE'S THE BEEF
Registration Number:	1410896	WHERE'S THE BEEF
Registration Number:	1414006	WHERE'S THE BEEF
Registration Number:	3784311	YOU KNOW WHEN IT'S REAL.
Serial Number:	86622773	FRUITEA CHILLERS
Serial Number:	72382866	
Serial Number:	72446393	QUALITY IS OUR RECIPE
Serial Number:	72382863	WENDY'S OLD FASHIONED HAMBURGERS
Serial Number:	72382865	WENDY'S

CORRESPONDENCE DATA

Fax Number:

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Email: ebensoul@paulweiss.com, dewilliams@paulweiss.com

Correspondent Name: Elana D. Bensoul

Address Line 1: 1285 Avenue of the Americas

Address Line 4: New York, NEW YORK 10019-6064

ATTORNEY DOCKET NUMBER:	12849-114
NAME OF SUBMITTER:	Elana D. Bensoul
SIGNATURE:	/EDB/
DATE SIGNED:	06/05/2015

Total Attachments: 8

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NOTICE OF GRANT OF BACK-UP SECURITY INTEREST IN TRADEMARKS (UNITED STATES)

This Notice of Grant of Back-up Security Interest in Trademarks (the "Notice"), is made and entered into as of June 1, 2015, by and between Oldemark LLC, a Delaware limited liability company located at One Dave Thomas Blvd., Dublin, Ohio 43017 ("Grantor"), and Wendy's SPV Guarantor, LLC, a Delaware limited liability company located at One Dave Thomas Blvd., Dublin, Ohio 43017 ("Secured Party") (collectively referred to as the "Parties").

WHEREAS, Grantor is the owner of the United States trademarks and service marks, including the associated registrations and applications for registration, set forth in Schedule 1 attached hereto (collectively, the "Trademarks") and the goodwill connected with the use of or symbolized by the Trademarks; and

WHEREAS, pursuant to the First Tier Contribution Agreement (Wendy's Properties) between the Parties of even date herewith (the "Agreement"), Grantor granted a security interest in certain intellectual property defined in the Agreement as the Contributed IP, including the Trademarks and the goodwill connected with the use of or symbolized by the Trademarks and all products and proceeds of the foregoing, and the right to bring an action at law or in equity for any infringement, misappropriation, dilution or other violation thereof, and to collect all damages, settlements and proceeds relating thereto, and, to the extent not otherwise included, all proceeds of any guaranties, indemnities, insurance and other agreements or arrangements of whatever character from time to time purporting to secure or otherwise relate to the foregoing (collectively, the "Trademark Collateral"); and

WHEREAS, pursuant to Sections 2.1(b) and 3.1(e) of the Agreement, Grantor agreed to execute and deliver to Secured Party this Notice for purposes of filing the same with the United States Patent and Trademark Office (the "PTO") to confirm, evidence and perfect the security interest in the Trademark Collateral granted pursuant to the Agreement in the event a court of competent jurisdiction were to hold that the contribution of the Trademarks pursuant to the Agreement does not constitute a valid contribution or absolute transfer of the Trademarks as set forth in the Agreement, but instead constitutes a loan;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and subject to all applicable terms and conditions of the Agreement, which are incorporated by reference as if fully set forth herein, Grantor hereby grants a security interest in favor of the Secured Party in all of Grantor's right, title and interest in, to and under the Trademark Collateral now owned or hereafter acquired to secure such loan in the aggregate value of the Contribution Assets, provided that the grant of security interest hereunder shall not include any application for registration of a Trademark that would be invalidated, canceled, voided or abandoned due to the contribution, assignment and/or conveyance of the Trademarks hereunder, including intent-to-use applications filed with the PTO pursuant to 15 USC Section 1051(b) prior to the filing of a statement of use or amendment to allege use pursuant to 15 USC Section 1051(c) or (d), unless and until such time that the contribution, assignment and/or conveyance of the Trademarks hereunder will not cause such Trademark to be invalidated, cancelled, voided or abandoned.

Capitalized terms used herein and not defined herein have the meanings set forth in the Agreement.

The Parties intend that this Notice is for recordation purposes only and its terms shall not modify and shall be subject to the applicable terms and conditions of the Agreement, which govern the Secured Party's contingent interest in the Trademark Collateral and which shall control in the event of any conflict. Grantor hereby acknowledges the sufficiency and completeness of this Notice to provide notice of the contingent security interest in the Trademark Collateral for the Secured Party, and Grantor hereby requests the PTO to file and record the same together with the annexed Schedule 1.

Grantor and Secured Party hereby acknowledge and agree that the grant of security interest in, to and under the Trademark Collateral made hereby may be terminated only in accordance with the terms of the Agreement and shall terminate automatically upon the termination of the Agreement.

THIS NOTICE SHALL BE CONSTRUED IN ACCORDANCE WITH, AND GOVERNED BY, THE INTERNAL LAWS OF THE STATE OF NEW YORK WITHOUT REGARD TO CHOICE OF LAW RULES (OTHER THAN SECTIONS 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW).

This Notice may be executed by the parties hereto in separate counterparts, each of which when so executed shall be deemed to be an original and all of which when taken together shall constitute a single agreement.

[Remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the undersigned has caused this NOTICE OF GRANT OF BACK-UP SECURITY INTEREST IN TRADEMARKS to be duly executed and delivered as of the date first written above.

GRANTOR

OLDEMARK LLC

By: _____
Name: Gavin P. Waugh
Title: Vice President and Treasurer

SECURED PARTY

WENDY'S SPV GUARANTOR, LLC

By: _____
Name: Gavin P. Waugh
Title: Vice President and Treasurer

TRADEMARK
REEL: 005546 FRAME: 0287

Schedule 1

Trademarks

Mark	App. No.	App. Date	Reg. No.	Reg. Date	Country	Status
Baconator	77117951	2/28/2007	3,450,411	6/17/2008	U.S.	Registered
Best Hamburgers and a Whole Lot More	74049443	4/16/1990	1,637,222	3/5/1991	U.S.	Registered
Better Later	85593312	4/10/2012	4,355,174	6/18/2013	U.S.	Registered
Big Bacon Classic	74369150	3/19/1993	1,809,435	12/7/1993	U.S.	Registered
Biggie	74011478	12/18/1989	1,650,884	7/16/1991	U.S.	Registered
Born To Be Bold	85444586	10/11/2011	4,347,461	6/4/2013	U.S.	Registered
Choose Fresh Choose Wendy's	73565001	10/25/1985	1,398,099	6/17/1986	U.S.	Registered
Classic Double	75269200	4/4/1997	2,144,676	3/17/1998	U.S.	Registered
Classic Single	75269288	4/4/1997	2,149,353	4/7/1998	U.S.	Registered
Classic Triple	75269294	4/4/1997	2,147,698	3/31/1998	U.S.	Registered
Dave Thomas	76351830	12/21/2001	2,695,097	3/11/2003	U.S.	Registered
Dave Thomas	76360468	1/18/2002	2,864,062	7/20/2004	U.S.	Registered
Dave Thomas Foundation for Adoption (and Design)	76470070	11/25/2002	2,777,699	10/28/2003	U.S.	Registered
Dave Thomas Foundation for Adoption (word)	85761253	10/23/2012	4,357,729	6/25/2013	U.S.	Registered
Dave's Hot 'N Juicy	85888348	3/27/2013	4,541,838	6/3/2014	U.S.	Registered
DTFA Kickball For A Home	85883999	3/22/2013	4,535,859	5/27/2014	U.S.	Registered
DTFA Kickball For A Home (and Design)	85884077	3/22/2013	4,535,860	5/27/2014	U.S.	Registered
Frosty	85952360	6/6/2013	4,630,751	11/4/2014	U.S.	Registered
Fruitea Chillers	86622773	May 7, 2015	N/A	N/A	U.S.	N/A
Garden Sensations	76322691	10/9/2001	2,961,639	6/14/2005	U.S.	Registered

TRADEMARK
REEL: 005546 FRAME: 0288

Mark	App. No.	App. Date	Reg. No.	Reg. Date	Country	Status
Girl Design in Oval	72382866	2/4/1971	936,803	6/27/1972	U.S.	Registered
Great Biggie	74683646	6/2/1995	2,053,934	4/22/1997	U.S.	Registered
Here's the Beef	85430876	9/23/2011	4,195,924	8/21/2012	U.S.	Registered
hot n juicy (and Design)[1]	73166579	4/17/1978	1,186,182	1/12/1982	U.S.	Registered
It's Waaaay Better Than Fast Food	77541679	8/7/2008	3,590,843	3/17/2009	U.S.	Registered
Kids' Meal (and Design)[2]	77855107	10/22/2009	3,846,465	9/7/2010	U.S.	Registered
Late Night Great Night	85940033	5/22/2013	4,536,098	5/27/2014	U.S.	Registered
Late Night Great Night (and Design)	85940133	5/22/2013	4,536,099	5/27/2014	U.S.	Registered
Mornin' Melt	85558430	3/2/2012	4,229,533	10/23/2012	U.S.	Registered
Mucho Mejor. (Spanish translation of "Much Better")	85920018	5/1/2013	4,507,888	4/1/2014	U.S.	Registered
Now That's Better.	85575834	3/21/2012	4,365,592	7/9/2013	U.S.	Registered
Old Fashioned Hamburgers	72446395	1/19/1973	1,007,170	3/18/1975	U.S.	Registered
Pause. Play. Together.	77835445	9/25/2009	3,842,950	8/31/2010	U.S.	Registered
Pause. Play. Together. (and Design)	77835471	9/25/2009	3,854,804	9/28/2010	U.S.	Registered
Quality is Our Recipe	72446393	1/19/1973	981,735	4/2/1974	U.S.	Registered
Redhead Roasters	85323088	5/17/2011	4,184,188	7/31/2012	U.S.	Registered
Right Price Right Size Menu	85791328	11/30/2012	4,438,820	11/26/2013	U.S.	Registered

[1] Registration will be allowed to lapse.

[2] Registration will be allowed to lapse.

TRADEMARK
REEL: 005546 FRAME: 0289

Mark	App. No.	App. Date	Reg. No.	Reg. Date	Country	Status
Sabor de Verdad	85127236	9/10/2010	4,039,637	10/11/2011	U.S.	Registered
SmartLinks	85303849	4/25/2011	4,090,156	1/10/2012	U.S.	Registered
SmartLinks Build. Play. Repeat.	85305137	4/26/2011	4,082,874	1/10/2012	U.S.	Registered
Son of Baconator	85643840	6/5/2012	4,275,658	1/15/2013	U.S.	Registered
Spicy (and Design)	75629277	1/28/1999	2,311,789	1/25/2000	U.S.	Registered
Superbar[3]	73689435	10/8/1987	1,575,698	1/2/1990	U.S.	Registered
Taste the Difference Fresh Makes	75629056	1/28/1999	2,326,055	3/7/2000	U.S.	Registered
That's Wendy's Way	85593340	4/10/2012	4,351,334	6/11/2013	U.S.	Registered
The Best Burgers in the Business	73712522	2/22/1988	1,545,770	6/27/1989	U.S.	Registered
Wendy Cameo	85764511	10/26/2012	4,448,948	12/10/2013	U.S.	Registered
Wendy Cameo (Color)	85789222	11/28/2012	4,452,464	12/17/2013	U.S.	Registered
Wendy's Horizontal Lock-Up	85789042	11/28/2012	4,460,096	12/31/2013	U.S.	Registered
Wendy's Primary Lock-Up	85789070	11/28/2012	4,460,097	12/31/2013	U.S.	Registered
Wendy's Wave	85778253	11/13/2012	4,460,084	12/31/2013	U.S.	Registered
Wendy's Wave (design)	73405855	12/13/1982	1,269,510	3/6/1984	U.S.	Registered
Wendy's Wonderful Kids (and Design)	76599065	6/22/2004	3,025,628	12/13/2005	U.S.	Registered

[3] Registration will be allowed to lapse.

TRADEMARK
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Mark	App. No.	App. Date	Reg. No.	Reg. Date	Country	Status
Wendy's Wonderful Kids (word)	85761307	10/23/2012	4,357,732	6/25/2013	U.S.	Registered
Wendy's Wonderful Kids Signature Program Dave Thomas Foundation for Adoption (Design)	86007999	7/11/2013	4,554,747	6/24/2014	U.S.	Registered
Wendy's & Girl Design only - arched border WENDY'S and Design	73408601	1/10/1983	1,269,515	3/6/1984	U.S.	Registered
Wendy's & Girl Design w/OFH - rectangular, no border[4]	72382863	2/4/1971	935,109	5/30/1972	U.S.	Registered
Wendy's & Girl Design w/OFH & QIOR - arched border	73408679	1/10/1983	1,270,418	3/13/1984	U.S.	Registered
Wendy's & Girl Design w/OFH& QIOR - rectangular border	73036126	11/1/1974	1,023,958	10/28/1975	U.S.	Registered
Wendy's & Girl Design w/QIOR - arched border	73408681	1/10/1983	1,310,481	12/18/1984	U.S.	Registered
Wendy's (Word)	72382865	2/4/1971	935,110	5/30/1972	U.S.	Registered
Wendy's (Word)	73350227	2/16/1982	1,297,495	9/25/1984	U.S.	Registered
Wendy's (Word)	75854127	11/19/1999	2,387,927	9/19/2000	U.S.	Registered
Wendy's (Word)	75854126	11/19/1999	2,391,721	10/3/2000	U.S.	Registered
Wendy's (Word)	75854128	11/19/1999	2,415,636	12/26/2000	U.S.	Registered

[4] Registration will be allowed to lapse.

TRADEMARK
REEL: 005546 FRAME: 0291

Mark	App. No.	App. Date	Reg. No.	Reg. Date	Country	Status
Wendy's (Word)	75854129	11/19/1999	2,445,979	4/24/2001	U.S.	Registered
Wendy's (Word)	75853150	11/19/1999	2,448,898	5/8/2001	U.S.	Registered
Wendy's (Word)	75853151	11/19/1999	2,456,914	6/5/2001	U.S.	Registered
Wendy's Kids' Meal	76105577	8/8/2000	2,501,820	10/30/2001	U.S.	Registered
Wendy's Rules the Night	75719454	6/2/1999	2,345,404	4/25/2000	U.S.	Registered
Wendy's Service Excellence (and Design)	75698719	5/6/1999	2,345,290	4/25/2000	U.S.	Registered
Wendy's Service Excellence (and Design)	75698720	5/6/1999	2,361,938	6/27/2000	U.S.	Registered
Wendys.com	76195267	1/18/2001	2,634,301	10/15/2002	U.S.	Registered
WENVIEW	74568563	9/1/1994	2,035,976	2/4/1997	U.S.	Registered
Where’s the Beef	85651069	6/13/2012	4,275,760	1/15/2013	U.S.	Registered
Where's the Beef	73475259	4/13/1984	1,410,896	9/23/1986	U.S.	Registered
Where's the Beef	73475398	4/13/1984	1,414,006	10/21/1986	U.S.	Registered
You know when it’s real.	77831343	9/21/2009	3,784,311	5/4/2010	U.S.	Registered

RECORDED: 06/05/2015

TRADEMARK
REEL: 005546 FRAME: 0292