

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM362911

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Back-up Security Interest in Trademarks
SEQUENCE:	5

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ARBY'S SPV GUARANTOR, LLC		11/13/2015	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	ARBY'S FUNDING, LLC
Street Address:	1155 PERIMETER CENTER WEST
City:	ATLANTA
State/Country:	GEORGIA
Postal Code:	30338
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 47

Property Type	Number	Word Mark
Registration Number:	4725101	ARBY'S IS DELICIOUS
Registration Number:	4693283	ARBY'S KIDS MEAL
Registration Number:	4679713	ARBY'S
Registration Number:	4321231	ARBY'S KIDS MEAL
Registration Number:	4366059	ARBY'S
Registration Number:	4366060	ARBY'S
Registration Number:	4136542	ARBY'S IT'S GOOD MOOD FOOD
Registration Number:	4057621	ARBY'S IT'S GOOD MOOD FOOD
Registration Number:	3817302	ARBY'S ROAST BEEF SANDWICH IS DELICIOUS
Registration Number:	3817301	ARBY'S ROAST BEEF SANDWICH IS DELICIOUS
Registration Number:	3857536	ARBY'S DINNER PACKS
Registration Number:	3223907	LOADED POTATO BITES
Registration Number:	2805015	ARBY'S
Registration Number:	2720357	ARBY'S MARKET FRESH
Registration Number:	2443595	SPICY THREE PEPPER
Registration Number:	2619643	MARKET FRESH
Registration Number:	2815992	ARBY'S MARKET FRESH
Registration Number:	2299866	BRONCO BERRY SAUCE

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	2254562	JALAPENO BITES
Registration Number:	2482642	
Registration Number:	2189934	SIDEKICKERS
Registration Number:	1920035	ARBY-Q
Registration Number:	1081230	ARBY'S
Registration Number:	1065886	ARBY'S
Registration Number:	1018115	ARBY-Q
Registration Number:	0890631	ARBY'S
Registration Number:	0842177	ARBY'S SAUCE
Registration Number:	0851991	HORSEY SAUCE
Registration Number:	2311506	DREAM BIG. WORK HARD. GET IT DONE. PL
Registration Number:	3343900	MARKET FRESH
Registration Number:	3833428	PROMISE CHECK
Registration Number:	3866324	STEAKHOUSE TOASTED SUB
Registration Number:	3817395	\$5 BUCK ROUNDUP
Registration Number:	4035858	OUTSIDE-IN CINNAMON BITES
Registration Number:	4465059	MIGHTY MINIS
Registration Number:	4373632	SLICING UP FRESHNESS
Registration Number:	4373633	SLICING UP THE TRUTH ABOUT FRESHNESS
Registration Number:	4373701	SNACK 'N SAVE
Registration Number:	4725018	
Registration Number:	4725019	
Registration Number:	4709402	WE HAVE THE MEATS
Registration Number:	4713913	MEGA MEAT STACKS
Registration Number:	4774515	FLAVORFULL
Registration Number:	4828852	PURPOSEFULL
Registration Number:	4828850	RESOURCEFULL
Registration Number:	4828851	SKILLFULL
Registration Number:	4768601	TENEMOS LAS CARNES

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: 17514-014

NAME OF SUBMITTER:	Elana D. Bensoul
SIGNATURE:	/edb/
DATE SIGNED:	11/18/2015
Total Attachments: 8 source=10347981v2#page1.tif source=10347981v2#page2.tif source=10347981v2#page3.tif source=10347981v2#page4.tif source=10347981v2#page5.tif source=10347981v2#page6.tif source=10347981v2#page7.tif source=10347981v2#page8.tif	

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 November 13, 2015, by and between ARBY'S SPV GUARANTOR, LLC, a Delaware limited liability company located at 1155 Perimeter Center West, Atlanta, GA 30338 ("Grantor"), and ARBY'S FUNDING, LLC, a Delaware limited liability company located at 1155 Perimeter Center West, Atlanta, GA 30338 ("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 on Schedule 1 attached hereto (collectively, the "Trademarks") and the goodwill connected with the use of or symbolized by such Trademarks; and

WHEREAS, pursuant to the Second Tier Contribution Agreement 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

ARBY'S SPV GUARANTOR, LLC

By:  _____

Name: Nils H. Okeson

Title: General Counsel and Secretary

SECURED PARTY

ARBY'S FUNDING, LLC

By:  _____

Name: Nils H. Okeson





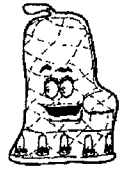

Title: General Counsel and Secretary



Signature Page to Second Tier Notice of Grant of Back-up Security Interest in Trademarks
(United States)

TRADEMARK
REEL: 005672 FRAME: 0309

**Schedule 1
Trademarks**

Mark	Country	Application No./ Filing Date	Reg. No./ Reg. Date	Status
ARBY'S IS DELICIOUS ARBY'S IS DELICIOUS	United States	86205096 26-FEB-2014	4725101 21-APR-2015	Registered
ARBY'S K!DS MEAL & Design 	United States	86136288 05-DEC-2013	4693283 24-FEB-2015	Registered
New ARBY'S & Hat Design 	United States	86095265 18-OCT-2013	4679713 27-JAN-2015	Registered
ARBY'S KIDS MEAL & Design 	United States	85747868 08-OCT-2012	4321231 16-APR-2013	Registered
ARBY'S 	United States	85724482 10-SEP-2012	4366059 09-JUL-2013	Registered
ARBY'S 	United States	85724485 10-SEP-2012	4366060 09-JUL-2013	Registered
ARBY'S IT'S GOOD MOOD FOOD 	United States	85226826 26-JAN-2011	4136542 01-MAY-2012	Registered
ARBY'S IT'S GOOD MOOD FOOD ARBY'S IT'S GOOD MOOD FOOD	United States	85226812 26-JAN-2011	4057621 15-NOV-2011	Registered

Mark	Country	Application No./ Filing Date	Reg. No./ Reg. Date	Status
ARBY'S ROAST BEEF SANDWICH IS DELICIOUS 	United States	77874737 17-NOV-2009	3817302 13-JUL-2010	Registered
ARBY'S ROAST BEEF SANDWICH IS DELICIOUS 	United States	77874725 17-NOV-2009	3817301 13-JUL-2010	Registered
ARBY'S DINNER PACKS 	United States	77630101 10-DEC-2008	3857536 05-OCT-2010	Registered
LOADED POTATO BITES 	United States	78584417 10-MAR-2005	3223907 03-APR-2007	Registered
ARBY'S 	United States	78220030 28-FEB-2003	2805015 13-JAN-2004	Registered
ARBY'S MARKET FRESH 	United States	76081229 30-JUN-2000	2720357 03-JUN-2003	Registered
SPICY THREE PEPPER	United States	76078373 27-JUN-2000	2443595 10-APR-2001	Registered
MARKET FRESH	United States	76078378 27-JUN-2000	2619643 17-SEP-2002	Registered
ARBY'S MARKET FRESH	United States	76078377 27-JUN-2000	2815992 24-FEB-2004	Registered
BRONCO BERRY SAUCE	United States	75567854 08-OCT-1998	2299866 14-DEC-1999	Registered

Mark	Country	Application No./ Filing Date	Reg. No./ Reg. Date	Status
JALAPENO BITES JALAPEÑO BITES	United States	75369379 07-OCT-1997	2254562 15-JUN-1999	Registered
<i>Design Only</i> 	United States	75296189 22-MAY-1997	2482642 28-AUG-2001	Registered
SIDEKICKERS	United States	75246804 24-FEB-1997	2189934 15-SEP-1998	Registered
ARBY-Q	United States	74556371 02-AUG-1994	1920035 19-SEP-1995	Registered
ARBY'S 	United States	73087768 20-MAY-1976	1081230 03-JAN-1978	Registered
ARBY'S	United States	73083231 08-APR-1976	1065886 17-MAY-1977	Registered
ARBY-Q	United States	73031166 05-SEP-1974	1018115 12-AUG-1975	Registered
ARBY'S	United States	72268365 05-APR-1967	0890631 05-MAY-1970	Registered
ARBY'S SAUCE	United States	72255588 03-OCT-1966	0842177 09-JAN-1968	Registered
HORSEY SAUCE	United States	72255587 03-OCT-1966	0851991 02-JUL-1968	Registered
DREAM BIG. WORK HARD. GET IT DONE. PLAY FAIR. HAVE FUN. MAKE A DIFFERENCE.	United States	75598891 03-DEC-1998	2311506 25-JAN-2000	Registered
MARKET FRESH MARKET FRESH	United States	78784725 04-JAN-2006	3343900 27-NOV-2007	Registered

Mark	Country	Application No./ Filing Date	Reg. No./ Reg. Date	Status
PROMISE CHECK PROMISE CHECK	United States	77658582 28-JAN-2009	3833428 17-AUG-2010	Registered
STEAKHOUSE TOASTED SUB STEAKHOUSE TOASTED SUB	United States	77657678 27-JAN-2009	3866324 26-OCT-2010	Registered
\$5 BUCK ROUNDUP 5 BUCK ROUNDUP	United States	77876851 19-NOV-2009	3817395 13-JUL-2010	Registered
OUTSIDE-IN CINNAMON BITES OUTSIDE-IN CINNAMON BITES	United States	85035478 11-MAY-2010	4035858 04-OCT-2011	Registered
MIGHTY MINIS MIGHTY MINIS	United States	85868264 06-MAR-2013	4465059 14-JAN-2014	Registered
SLICING UP FRESHNESS SLICING UP FRESHNESS	United States	85696817 07-AUG-2012	4373632 23-JUL-2013	Registered
SLICING UP THE TRUTH ABOUT FRESHNESS SLICING UP THE TRUTH ABOUT FRESHNESS	United States	85696821 07-AUG-2012	4373633 23-JUL-2013	Registered
SNACK 'N SAVE SNACK 'N SAVE	United States	85723541 07-SEP-2012	4373701 23-JUL-2013	Registered
<i>Design Only</i> 	United States	86186548 06-FEB-2014	4725018 21-APR-2015	Registered

Mark	Country	Application No./ Filing Date	Reg. No./ Reg. Date	Status
<i>Design Only</i> 	United States	86186554 06-FEB-2014	4725019 21-APR-2015	Registered
WE HAVE THE MEATS WE HAVE THE MEATS	United States	86184806 05-FEB-2014	4709402 24-MAR-2015	Registered
MEGA MEAT STACKS MEGA MEAT STACKS	United States	86228356 21-MAR-2014	4713913 31-MAR-2015	Registered
FLAVORFULL FLAVORFULL	United States	86471006 04-DEC-2014	4774515 14-JUL-2015	Registered
PURPOSEFULL PURPOSEFULL	United States	86471016 04-DEC-2014	4828852 6-OCT-2015	Registered
RESOURCEFULL RESOURCEFULL	United States	86471002 04-DEC-2014	4828850 6-OCT-2015	Registered
SKILLFULL SKILLFULL	United States	86471012 04-DEC-2014	4828851 6-OCT-2015	Registered
TENEMOS LAS CARNES TENEMOS LAS CARNES	United States	86456311 17-NOV-2014	4768601 07-JUL-2015	Registered