

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM457227

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF 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 IP Holder Trust		01/08/2018	statutory trust: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<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>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	5291301	MEATCRAFT	
<b>Registration Number:</b>	4965305	FAST CRAFTED	
<b>Registration Number:</b>	4979572	INSPIRING SMILES THROUGH DELICIOUS EXPER	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	4048817777		
<i>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.</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 W. Peachtree Street		
<b>Address Line 2:</b>	c/o Alston & Bird LLP		
<b>Address Line 4:</b>	Atlanta, GEORGIA 30309		
<b>NAME OF SUBMITTER:</b>	Ginabeth B. Hutchison		
<b>SIGNATURE:</b>	/Ginabeth B. Hutchison/		
<b>DATE SIGNED:</b>	01/08/2018		
<b>Total Attachments: 4</b>			
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**TRADEMARK ASSIGNMENT (UNITED STATES)**

This TRADEMARK ASSIGNMENT (the "Trademark Assignment") is made and entered into as of January 8, 2018, by and between ARBY'S IP HOLDER TRUST, a Delaware statutory trust located at 1155 Perimeter Center West, Atlanta, GA 30338 ("Assignor"), and ARBY'S RESTAURANT GROUP, INC., a Delaware corporation located at 1155 Perimeter Center West, Atlanta, GA 30338 ("Assignee") (collectively referred to as the "Parties").

WHEREAS, pursuant to the Fourth Distribution Agreement between the Parties of even date herewith (the "Agreement"), Assignor has assigned all right, title and interest in and to the Distributed IP (as defined by reference therein) throughout the world, including any and all trademarks, service marks and registrations and applications for the same listed on the attached Schedule 1 (collectively referred to as the "Trademarks") and the goodwill connected with the use of or symbolized by the Trademarks; and

WHEREAS, pursuant to the Agreement, the Assignee has acquired all right, title and interest in and to the Distributed IP, including the Trademarks, and the Parties wish to record such acquisition in the United States Patent and Trademark Office; and

NOW, THEREFORE, for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby agree as follows:

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

Pursuant to the Agreement, Assignor hereby distributes, transfers and conveys all of its right, title and interest in and to the Trademarks and the goodwill connected with the use of or symbolized by the Trademarks to the Assignee as a distribution in respect of the equity of the Assignor.

Notwithstanding anything to the contrary contained herein, the Trademarks 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 United States Patent and Trademark Office 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.

This Trademark Assignment is subject to all the terms and conditions of the Agreement, which is incorporated by reference as if fully set forth herein. The Parties intend that this Trademark Assignment 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 Parties' rights and interests in the Distributed IP.

THIS TRADEMARK ASSIGNMENT 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 Trademark Assignment 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 TRADEMARK ASSIGNMENT to be duly executed and delivered as of the date first written above.

**ASSIGNOR**

ARBY'S IP HOLDER TRUST

By:  /s/ [Signature] \_\_\_\_\_  
Name: Robert Q. Jones, Jr.  
Title: Vice President, Corporate  
Counsel

**ASSIGNEE**

ARBY'S RESTAURANT GROUP, INC.

By:  /s/ [Signature] \_\_\_\_\_  
Name: Robert Q. Jones, Jr.  
Title: Vice President, Corporate  
Counsel

Signature Page to Trademark Assignment (United States) (Fourth Distribution Agreement)

SCHEDULE 1

<b>Mark</b>	<b>Country</b>	<b>Application No./ Filing Date</b>	<b>Reg. No./ Reg. Date</b>	<b>Status</b>
MEATCRAFT	United States	86/184,800 Feb. 5, 2014	5,291,301 Sept. 19, 2017	Registered
FAST CRAFTED	United States	86/361,065 Aug. 8, 2014	4,965,305 May 24, 2016	Registered
INSPIRING SMILES THROUGH DELICIOUS EXPERIENCES	United States	86/622,195 May 7, 2015	4,979,572 Jun. 14, 2016	Registered