

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	CORRECTIVE ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Corrective Assignment to correct the Registration numbers previously recorded on Reel 004226 Frame 0850. Assignor(s) hereby confirms the Release (003242-0030).

**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>	Ft. Lauderdale
<b>State/Country:</b>	FLORIDA
<b>Postal Code:</b>	33334
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark

**900207696**

**TRADEMARK  
 REEL: 004666 FRAME: 0137**

**OP \$90.00 1279135**

Registration Number:	1279135	ADVENTURE MEAL
Registration Number:	2861331	T.J. CINNAMONS CINNAMON TWIST
Serial Number:	78635192	OVER THE TOP BROWNIE

**CORRESPONDENCE DATA**

Fax Number: (678)514-5344  
Phone: 678-514-4332  
Email: bob.jones@wendysarbys.com  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Correspondent Name: Robert Q. Jones, Jr.  
Address Line 1: 1155 Perimeter Center West  
Address Line 2: Legal Department  
Address Line 4: Atlanta, GEORGIA 30338

NAME OF SUBMITTER:	Robert Q. Jones, Jr.
Signature:	/RQJ/
Date:	11/22/2011

Total Attachments: 9  
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**AFFIDAVIT TO CORRECT TYPOGRAPHICAL ERRORS IN RECORDED RELEASE**

The undersigned, Robert Q. Jones, Jr., in his capacity as Counsel to Arby’s IP Holder Trust, a business trust legally organized under the laws of Delaware, having an address c/o Arby’s Restaurant Group, Inc., 1155 Perimeter Center West, Atlanta, Georgia 30338, hereby certifies and affirms to the best of his knowledge and belief as follows:

1. Arby’s IP Holder Trust is the owner of the trademarks “ADVENTURE MEAL,” “OVER THE TOP BROWNIE” and “T.J. CINNAMONS CINNAMON TWIST” (collectively, the “Marks”).
2. A Release of Security Interest in Trademarks filed and recorded at the United States Patent and Trademark Office (“USPTO”) on May 26, 2010 at Reel/Frame 4226/0850 (the “Release”), which evidenced the release by Citicorp North America, Inc. (“Citicorp”) of all security interests it had against trademarks of Arby’s IP Holder Trust, including the Marks, contained typographical errors in the registration or serial numbers of the Marks (each number was off by one digit). A true and accurate copy of the Release is attached hereto. These typographical errors, which appear on pages 4, 6 and 7 of Schedule I of the Release, are as follows.

OWNER	REGISTRATIONS or SERIAL NUMBER	TRADEMARK
Arby’s IP Holder Trust	1270135	Adventure Meal
Arby’s Brands, LLC*	3861331	T.J. Cinnamons Cinnamon Twist
Arby’s IP Holder Trust	78630192	Over The Top Brownie

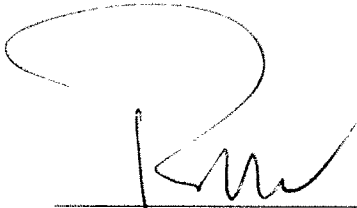
3. For these three Marks, the “Owner” was correctly listed and the “Trademark” was correctly listed, but the registration or serial number is off by one digit due to typographical errors.
4. Arby’s IP Holder Trust requests the correction of these typographical errors on USPTO records by showing through recordation of the Release that the Release covers the following correct registration or serial numbers of the Marks:

OWNER	REGISTRATIONS or SERIAL NUMBER	TRADEMARK
Arby’s IP Holder Trust	1279135	Adventure Meal
Arby’s IP Holder Trust	2861331	T.J. Cinnamons Cinnamon Twist
Arby’s IP Holder Trust	78635192	Over The Top Brownie

5. Arby’s IP Holder Trust further requests in recording the Release with respect to the Marks, the USPTO record should reflect that the release by Citicorp of all security interests it had against trademarks of Arby’s IP Holder Trust be shown on USPTO records to include a release of all security interests it had against the Marks.

\* Arby’s IP Holder Trust is the successor in interest to Arby’s Brands, LLC.


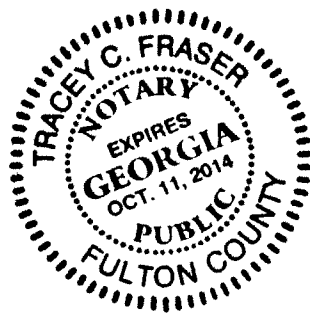
IN WITNESS WHEREOF, the undersigned has executed this Affidavit to attest to the truth of the foregoing facts.



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Robert Q. Jones, Jr.

SWORN TO AND SUBSCRIBED before me, a notary public for Fulton County, Georgia, this 21st day of November, 2011



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Notary Public

[Seal]

**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.

TRADEMARK

REEL: 004226 FRAME: 0855

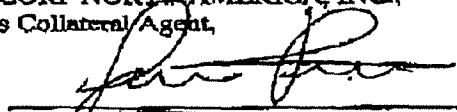
REEL: 004666 FRAME: 0141

(signature page follows)

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]

TRADEMARK

REEL: 004226 FRAME: 0857

REEL: 004666 FRAME: 0143

## 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

TRADEMARK

REEL: 004266 FRAME: 0858

REEL: 004666 FRAME: 0144



OWNER	REGISTRATIONS or SERIAL NUMBER	TRADEMARK
Arby's IP Holder Trust	2122092	Big Montana
Arby's IP Holder Trust	2189934	Sidekickers
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 Sauce
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

TRADEMARK

REEL: 0042666 FRAME: 0859  
 REEL: 004666 FRAME: 0145

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	3861331	T.J. Cinnamon Cinnamon Twist
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

TRADEMARK

REEL: 004226 FRAME: 0860

REEL: 004666 FRAME: 0146

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