

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Oldemark LLC		01/14/2009	LIMITED LIABILITY COMPANY: VERMONT

RECEIVING PARTY DATA

Name:	JPMorgan Chase Bank, N.A., as Administrative Agent
Street Address:	P.O. Box 2558
City:	Houston
State/Country:	TEXAS
Postal Code:	77252
Entity Type:	National Banking Association:

PROPERTY NUMBERS Total: 79

Property Type	Number	Word Mark
Registration Number:	2857459	DELETREE CONMIGO
Registration Number:	3450411	BACONATOR
Registration Number:	3514686	MOM-RD
Registration Number:	3365536	THAT'S RIGHT.
Registration Number:	3179880	ADOPTION FRIENDLY WORKPLACE A SIGNATURE PROGRAM OF THE DAVE THOMAS FOUNDATION FOR ADOPTION
Registration Number:	1637222	BEST HAMBURGERS AND A WHOLE LOT MORE
Registration Number:	1809435	BIG BACON CLASSIC
Registration Number:	1527231	BIG CLASSIC
Registration Number:	1650884	BIGGIE
Registration Number:	2075049	BIGGIE SIZE
Registration Number:	2441330	CHEDDAR LOVERS
Registration Number:	2905708	CHICKEN TEMPTATIONS

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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:	2777699	DAVE THOMAS FOUNDATION FOR ADOPTION
Registration Number:	2864062	DAVE THOMAS
Registration Number:	2695097	DAVE THOMAS
Registration Number:	0936803	
Registration Number:	3095550	DO WHAT TASTES RIGHT.
Registration Number:	3168474	DON'T COMPROMISE. PERSONALIZE.
Registration Number:	2784008	EAT GREAT, EVEN LATE!
Registration Number:	2797039	EN WENDY'S COMER ES MAS RICO. OLD FASHIONED HAMBURGERS
Registration Number:	3224518	FRESCATA
Registration Number:	2961639	GARDEN SENSATIONS
Registration Number:	1639320	GARDEN SPOT
Registration Number:	2053934	GREAT BIGGIE
Registration Number:	2699497	HAMBURGER BLISS
Registration Number:	1186182	HOT N JUICY
Registration Number:	2847387	IT'S BETTER HERE.
Registration Number:	2650863	MANDARIN CHICKEN
Registration Number:	2517465	MOZZARELLA LOVERS' BACON CHEESEBURGER
Registration Number:	1007170	OLD FASHIONED HAMBURGERS
Registration Number:	2731415	PEOPLE EXCELLENCE
Registration Number:	0981735	QUALITY IS OUR RECIPE
Registration Number:	2909543	SIZZLIN' SAUTÉ BACON CHEESEBURGER
Registration Number:	2930029	SIZZLIN' SAUTÉ CHICKEN
Registration Number:	2311789	SPICY
Registration Number:	3038718	SUPER VALUE MENU
Registration Number:	1575698	SUPERBAR
Registration Number:	2326055	TASTE THE DIFFERENCE FRESH MAKES
Registration Number:	1545770	THE BEST BURGERS IN THE BUSINESS
Registration Number:	2857722	WE'VE RAISED THE BAR ON SALADS
Registration Number:	2387927	WENDY'S
Registration Number:	2391721	WENDY'S

Registration Number:	2415636	WENDY'S
Registration Number:	2445979	WENDY'S
Registration Number:	2456914	WENDY'S
Registration Number:	2448898	WENDY'S
Registration Number:	1269515	WENDY'S
Registration Number:	1269510	WENDY'S
Registration Number:	1297495	WENDY'S
Registration Number:	0935110	WENDY'S
Registration Number:	2588416	WENDY'S BUCKS
Registration Number:	1204971	WENDY'S HAS THE TASTE
Registration Number:	2516898	WENDY'S KIDS' MEAL
Registration Number:	2501820	WENDY'S KIDS' MEAL
Registration Number:	2708583	WENDY'S OLD FASHIONED COMBOS
Registration Number:	0935109	WENDY'S OLD FASHIONED HAMBURGERS
Registration Number:	1482343	WENDY'S OLD FASHIONED HAMBURGERS QUALITY IS OUR RECIPE
Registration Number:	1270418	WENDY'S OLD FASHIONED HAMBURGERS
Registration Number:	1023958	WENDY'S OLD FASHIONED HAMBURGERS QUALITY IS OUR RECIPE
Registration Number:	2853724	WENDY'S OLD FASHIONED HAMBURGERS QUALITY IS OUR RECIPE POLITICAL ACTION COMMITTEE
Registration Number:	2829340	WENDY'S OLD FASHIONED HAMBURGERS WENDY'S INTERNATIONAL FOUNDATION QUALITY IS OUR RECIPE
Registration Number:	1310481	WENDY'S QUALITY IS OUR RECIPE
Registration Number:	2345404	WENDY'S RULES THE NIGHT
Registration Number:	2345290	WENDY'S SERVICE EXCELLENCE
Registration Number:	2361938	WENDY'S SERVICE EXCELLENCE
Registration Number:	2697302	WENDY'S WILDLIFE
Registration Number:	3025628	WENDY'S WONDERFUL KIDS
Registration Number:	2939184	WENDY'S WORLD QUALITY IS OUR RECIPE WENDY'S OLD FASHIONED HAMBURGERS
Registration Number:	2634301	WENDYS.COM
Registration Number:	2962825	WENET
Registration Number:	1410896	WHERE'S THE BEEF
Registration Number:	2035976	WENVIEW
Registration Number:	1414006	WHERE'S THE BEEF
Registration Number:	2907601	WILD MOUNTAIN BACON CHEESEBURGER

TRADEMARK

REEL: 003920 FRAME: 0030

Registration Number:	2907600	WILD MOUNTAIN CHICKEN
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CORRESPONDENCE DATA

Fax Number: (212)455-2502
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (212) 455-7976
Email: ksolomon@stblaw.com
Correspondent Name: Mindy M. Lok, Esq.
Address Line 1: Simpson Thacher & Bartlett LLP
Address Line 2: 425 Lexington Avenue
Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	509335/1254
NAME OF SUBMITTER:	Mindy M. Lok
Signature:	/m/
Date:	01/15/2009

Total Attachments: 9
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GRANT OF
SECURITY INTEREST IN TRADEMARK RIGHTS

This GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS ("Agreement"), effective as of January 14, 2009 is made by Oldemark LLC, a Vermont limited liability company, located at 100 Bank Street, Suite 610B, Burlington, Vermont 05402 (the "Obligor"), in favor of JPMorgan Chase Bank, N.A., a national banking association, with an address at P.O. Box 2558, Houston, TX 77252, as Administrative Agent (the "Agent") for the several banks and other financial institutions (the "Lenders"), parties to the Credit Agreement, dated as of January 14, 2009 (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among Wendy's International, Inc., an Ohio corporation and parent of Obligor (the "Borrower"), Wendy's International Holdings, LLC, a Delaware limited liability company ("Holdings"), the Lenders, the Agent, Wachovia Bank, N.A., as Documentation Agent, and Bank of America, N.A., as Syndication Agent.

W I T N E S S E T H:

WHEREAS, pursuant to the Credit Agreement, the Lenders have severally agreed to make Loans and other extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein; and

WHEREAS, in connection with the Credit Agreement, Holdings, the Borrower, the Obligor and certain other subsidiaries of the Borrower have executed and delivered a Guarantee and Collateral Agreement, dated as of January 14, 2009, in favor of the Agent (together with all amendments and modifications, if any, from time to time thereafter made thereto, the "Guarantee and Collateral Agreement");

WHEREAS, pursuant to the Guarantee and Collateral Agreement, the Obligor pledged and granted to the Agent for the benefit of the Agent and the Lenders a continuing security interest in all Intellectual Property, including the Trademarks; and

WHEREAS, the Obligor has duly authorized the execution, delivery and performance of this Agreement;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce the Lenders to make Loans and other financial accommodations to the Borrower pursuant to the Credit Agreement, the Obligor agrees, for the benefit of the Agent and the Lenders, as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Credit Agreement and the Guarantee and Collateral Agreement.

SECTION 2. Grant of Security Interest. The Obligor hereby assigns and transfers to the Agent, and hereby grants to the Agent, for the ratable benefit of the Agent and the Lenders, a security interest in all of Obligor's right, title and interest in the Trademarks (including, without limitation, those items listed on Schedule A hereto) (collectively, the "Collateral"), as collateral security for the prompt and complete payment and performance when due (whether at the stated maturity, by acceleration or otherwise) of the Obligations.

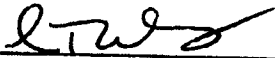
SECTION 3. Purpose. This Agreement has been executed and delivered by the Obligor for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. The security interest granted hereby has been granted to the Lenders in connection with the Guarantee and Collateral Agreement and is expressly subject to the terms and conditions thereof, specifically including, without limitation, the third paragraph of Section 3 thereof. The Guarantee and Collateral Agreement (and all rights and remedies of the Lenders thereunder) shall remain in full force and effect in accordance with its terms.

SECTION 4. Acknowledgment. The Obligor does hereby further acknowledge and affirm that the rights and remedies of the Lenders with respect to the security interest in the Collateral granted hereby are more fully set forth in the Credit Agreement and the Guarantee and Collateral Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the terms of the Guarantee and Collateral Agreement, the terms of the Guarantee and Collateral Agreement shall govern.

SECTION 5. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

OLDEMARK LLC

By: 
Name: Daniel T. Collins
Title: Senior Vice President, Treasurer and
Assistant Secretary
Date:

JPMORGAN CHASE BANK, N.A.
as Administrative Agent for the Lenders

By: _____
Name:
Title:
Date:

SIGNATURE PAGE TO
WENDY'S TRADEMARK SECURITY INTEREST AGREEMENT - OLDEMARK LLC

TRADEMARK
REEL: 003920 FRAME: 0034

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

OLDEMARK LLC

By: _____
Name:
Title:
Date:

JPMORGAN CHASE BANK, N.A.
as Administrative Agent for the Lenders

By: 
Name: **BARRY BERGMAN**
Title: **MANAGING DIRECTOR**
Date:

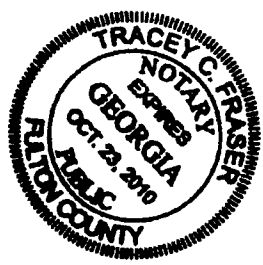
SIGNATURE PAGE TO
WENDY'S TRADEMARK SECURITY INTEREST AGREEMENT - OLDEMARK

TRADEMARK
REEL: 003920 FRAME: 0035

ACKNOWLEDGMENT OF OBLIGOR

STATE OF Georgia)
COUNTY OF Fulton) ss

On the 22nd day of Dec, 2008, before me personally came Daniel T. Collins, who is personally known to me to be the SVP Trust Assets of Oldemark LLC, a Vermont limited liability company; who, being duly sworn, did depose and say that she/he is the SVP Trust Assets in such company, the company described in and which executed the foregoing instrument; that she/he executed and delivered said instrument pursuant to authority given by the Board of Directors of such company; and that she/he acknowledged said instrument to be the free act and deed of said company.



[Signature]
Notary Public

(PLACE STAMP AND SEAL ABOVE)

SIGNATURE PAGE TO
WENDY'S TRADEMARK SECURITY INTEREST AGREEMENT - OLDEMARK LLC
OLDEMARK LLC NOTARIZATION

SCHEDULE A

U.S. Trademark Registrations and Applications

Trademark	Registration or Application Number
DELETREE CONMIGO	# 2,857,459
BACONATOR	# 3,450,411
MOM-RD	# 3,514,686
THAT'S RIGHT	# 3,365,536
ADOPTION FRIENDLY WORKPLACE A SIGNATURE PROGRAM OF THE DAVE THOMAS FOUNDATION FOR ADOPTION AND DESIGN	# 3,179,880
BEST HAMBURGERS AND A WHOLE LOT MORE	# 1,637,222
BIG BACON CLASSIC	# 1,809,435
BIG CLASSIC	# 1,527,231
BIGGIE	# 1,650,884
BIGGIE SIZE	# 2,075,049
CHEDDAR LOVERS	# 2,441,330
CHICKEN TEMPTATIONS	# 2,905,708
CHOOSE FRESH CHOOSE WENDY'S	# 1,398,099
CLASSIC DOUBLE	# 2,144,676
CLASSIC SINGLE	# 2,149,353
CLASSIC TRIPLE	# 2,147,698
DAVE THOMAS FOUNDATION FOR ADOPTION AND DESIGN	# 2,777,699
DAVE THOMAS	# 2,864,062
DAVE THOMAS	# 2,695,097
DESIGN ONLY	# 936,803
DO WHAT TASTES RIGHT	# 3,095,550
DON'T COMPROMISE PERSONALIZE	# 3,168,474
EAT GREAT, EVEN LATE!	# 2,784,008
EN WENDY'S COMER ES MAS RICO. OLD FASHIONED HAMBURGERS AND DESIGN	# 2,797,039
FRESCATA	# 3,224,518
GARDEN SENSATIONS	# 2,961,639
GARDEN SPOT	# 1,639,320
GREAT BIGGIE	# 2,053,934
HAMBURGER BLISS	# 2,699,497
HOT N JUICY AND DESIGN	# 1,186,182
IT'S BETTER HERE	# 2,847,387
MANDARIN CHICKEN	# 2,650,863
MOZZARELLA LOVERS' BACON CHEESEBURGER	# 2,517,465
OLD FASHIONED HAMBURGERS	# 1,007,170
PEOPLE EXCELLENCE AND DESIGN	# 2,731,415

509335-1254-10367-NY03.2702624.1

Trademark	Registration or Application Number
QUALITY IS OUR RECIPE	# 981,735
SIZZLIN' SAUTÉ BACON CHEESEBURGER	# 2,909,543
SIZZLIN' SAUTÉ CHICKEN	# 2,930,029
SPICY AND DESIGN	# 2,311,789
SUPER VALUE MENU	# 3,038,718
SUPERBAR	# 1,575,698
TASTE THE DIFFERENCE FRESH MAKES	# 2,326,055
THE BEST BURGERS IN THE BUSINESS	# 1,545,770
WE'VE RAISED THE BAR ON SALADS	# 2,857,722
WENDY'S	# 2,387,927
WENDY'S	# 2,391,721
WENDY'S	# 2,415,636
WENDY'S	# 2,445,979
WENDY'S	# 2,456,914
WENDY'S	# 2,448,898
WENDY'S AND DESIGN	# 1,269,515
WENDY'S	# 1,269,510
WENDY'S	# 1,297,495
WENDY'S	# 935,110
WENDY'S BUCKS	# 2,588,416
WENDY'S HAS THE TASTE AND DESIGN	# 1,204,971
WENDY'S KID'S MEAL AND DESIGN	# 2,516,898
WENDY'S KID'S MEAL	# 2,501,820
WENDY'S OLD FASHIONED COMBOS	# 2,708,583
WENDY'S OLD FASHIONED HAMBURGERS AND DESIGN	# 935,109
WENDY'S OLD FASHIONED HAMBURGERS QUALITY IS OUR RECIPE AND DESIGN	# 1,482,343
WENDY'S OLD FASHIONED HAMBURGERS AND DESIGN	# 1,270,418
WENDY'S OLD FASHIONED HAMBURGERS QUALITY IS OUR RECIPE AND DESIGN	# 1,023,958
WENDY'S OLD FASHIONED HAMBURGERS QUALITY IS OUR RECIPE POLITICAL ACTION COMMITTEE AND DESIGN	# 2,853,724
WENDY'S OLD FASHIONED HAMBURGERS WENDY'S INTERNATIONAL FOUNDATION QUALITY IS OUR RECIPE AND DESIGN	# 2,829,340
WENDY'S QUALITY IS OUR RECIPE AND DESIGN	# 1,310,481
WENDY'S RULES THE NIGHT AND DESIGN	# 2,345,404
WENDY'S SERVICE EXCELLENCE AND DESIGN	# 2,345,290
WENDY'S SERVICE EXCELLENCE AND DESIGN	# 2,361,938
WENDY'S WILDLIFE	# 2,697,302
WENDY'S WONDERFUL KIDS AND DESIGN	# 3,025,628
WENDY'S WORLD QUALITY IS OUR RECIPE WENDY'S OLD FASHIONED HAMBURGERS AND	# 2,939,184

509335-1254-10367-NY03.2702624.1

Trademark	Registration or Application Number
DESIGN	
WENDYS.COM	# 2,634,301
WENET	# 2,962,825
WHERE'S THE BEEF	# 1,410,896
WENVIEW	# 2,035,976
WHERE'S THE BEEF	# 1,414,006
WILD MOUNTAIN BACON CHEESEBURGER	# 2,907,601
WILD MOUNTAIN CHICKEN	# 2,907,600

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