

TO: JACQUELINE LEE COMPANY: 1773 WESTERN AVENUE

TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.108/26/2010
900170270

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT			
NATURE OF CONVEYANCE:	Corrective Assignment to correct the Grantor's signature page on the Security Agreement previously recorded on Reel 004247 Frame 0004. Assignor(s) hereby confirms the Grantor's signature page on security agreement is corrected to read: Notes Trademark Security Agreement.			
CONVEYING PARTY DATA				
	Name	Formerly	Execution Date	Entity Type
	Carl Karcher Enterprises, Inc.		07/12/2010	CORPORATION: CALIFORNIA
	Channel Islands Roasting Company		07/12/2010	CORPORATION: CALIFORNIA
	Hardee's Food Systems, Inc.		07/12/2010	CORPORATION: NORTH CAROLINA
	CKE Restaurants, Inc.		07/12/2010	CORPORATION: DELAWARE
	Santa Barbara Restaurant Group, Inc.		07/12/2010	CORPORATION: DELAWARE
RECEIVING PARTY DATA				
Name:	Wells Fargo Bank, National Association as Collateral Agent			
Street Address:	45 Broadway, 14th Floor			
Internal Address:	Attn: Corporate Trust Services			
City:	New York			
State/Country:	NEW YORK			
Postal Code:	10006			
Entity Type:	INC. ASSOCIATION: UNITED STATES			
PROPERTY NUMBERS Total: 115				
	Property Type	Number	Word Mark	
	Registration Number:	0914469		
	Serial Number:	74044288		
	Serial Number:	72423039		
	Serial Number:	75406528		
	Serial Number:	73391494		
	Registration Number:	2423698		

OP \$2890.00 0914469

700446544

TRADEMARK
REEL: 004283 FRAME: 0453

TO: JACQUELINE LEE COMPANY: 1773 WESTERN AVENUE

Registration Number:	2281880	
Registration Number:	2290208	CARL'S JR.
Registration Number:	2288997	CARL'S JR.
Registration Number:	1383339	
Registration Number:	1112013	
Registration Number:	1151330	
Registration Number:	3328058	BACON SWISS CRISPY CHICKEN
Registration Number:	3628566	BREAKFAST AS BIG AS OUR BURGERS
Registration Number:	3619807	CARL'S CATCH FISH SANDWICH
Registration Number:	3489655	CARL'S CLASSICS
Registration Number:	0901315	CARL'S JR.
Registration Number:	1400272	CARL'S JR.
Registration Number:	2141498	CARL'S JR. JR.
Registration Number:	3524587	CARL'S JR. CHARBROILED BURGERS
Registration Number:	3550634	CARL'S JR. CHARBROILED BURGERS
Registration Number:	3807406	CARL'S JR. CHARBROILED BURGERS
Registration Number:	3791079	CARL'S JR. GOING GREEN!
Registration Number:	3719412	CARL'S JR. CHARBROILED BURGERS OPEN 'TIL MIDNIGHT OR LATER
Registration Number:	2272081	COOL COMBOS FOR KIDS
Registration Number:	2773975	COOL KIDS COMBOS
Registration Number:	2625830	DON'T BOTHER ME. I'M EATING
Registration Number:	3612923	FAMOUS STAR
Registration Number:	1475407	FRENCH TOAST DIPS
Registration Number:	1424179	FRENCH TOAST DIPS
Registration Number:	1084351	HAPPY STAR
Registration Number:	2002865	IF IT DOESN'T GET ALL OVER THE PLACE, IT DOESN'T BELONG IN YOUR FACE
Registration Number:	3042947	LOW CARB BREAKFAST BOWL
Registration Number:	3773116	MORE THAN JUST A PIECE OF MEAT
Registration Number:	2613177	SOME GUYS WOULD STARVE WITHOUT US
Registration Number:	2716876	STAR DINER
Registration Number:	3395496	SUNRISE CROISSANT
Registration Number:	1247828	SUNRISE SANDWICH
Registration Number:	1099039	SUPER STAR

TRADEMARK

REEL: 004283 FRAME: 0454

TO: JACQUELINE LEE COMPANY: 1773 WESTERN AVENUE

Registration Number:	3573079	THE BACON CHEESE SIX DOLLAR BURGER
Registration Number:	3573078	THE DOUBLE SIX DOLLAR BURGER
Registration Number:	3522036	THE FOOD IS THE FRANCHISE
Registration Number:	3573081	THE GUACAMOLE BACON SIX DOLLAR BURGER
Registration Number:	3573080	THE LOW CARB SIX DOLLAR BURGER
Registration Number:	3573082	THE ORIGINAL SIX DOLLAR BURGER
Registration Number:	3697646	THE PRIME RIB SIX DOLLAR BURGER
Registration Number:	2980088	THE SIX DOLLAR BURGER
Registration Number:	3369114	THE SIX DOLLAR BURGER
Registration Number:	2912799	THE WESTERN BACON SIX DOLLAR BURGER
Registration Number:	1456922	WESTERN BACON CHEESEBURGER
Registration Number:	1481762	WESTERN BACON CHEESEBURGER
Serial Number:	77571463	BURGER SLAYER
Serial Number:	77470916	CARL'S JR. CHARBROILED BURGERS OPEN 'TIL MIDNIGHT OR LATER
Serial Number:	77837693	DOUBLE WESTERN BACON CHEESEBURGER
Serial Number:	77566683	FIRING ON ALL CYLINDERS
Serial Number:	77474270	GREAT BURGERS DEMAND GREAT FLAVORS
Serial Number:	85018661	LITTLE CARL
Serial Number:	77476701	MONSTER BREAKFAST SANDWICH
Serial Number:	77836598	THE BIG CARL
Serial Number:	77772629	THE BIG CARL
Serial Number:	77591635	THE GUY GAMES
Serial Number:	77837710	THE JALAPENO SIX DOLLAR BURGER
Serial Number:	77837704	THE PORTOBELLO MUSHROOM SIX DOLLAR BURGER
Serial Number:	85007758	THE WHEEL OF AWESOME
Registration Number:	3026862	CHANNEL ISLANDS ROASTING COMPANY
Registration Number:	3026879	CHANNEL ISLANDS ROASTING CO.
Registration Number:	1957006	BIG COUNTRY
Registration Number:	2650355	BIG TWIN
Registration Number:	3739930	BISCUIT HOLES
Registration Number:	1776896	BURGER CHEF
Registration Number:	1832980	BURGER CHEF
Registration Number:	2562539	COME ON HOME
Registration Number:	3049236	FRISCO BREAKFAST SANDWICH

TRADEMARK

REEL: 004283 FRAME: 0455

TO: JACQUELINE LEE COMPANY: 1773 WESTERN AVENUE

Registration Number:	3040986	HAND-SCOOPED ICE CREAM SHAKES & MALTS
Registration Number:	1825221	HARDEE'S
Registration Number:	1729627	HARDEE'S
Registration Number:	0741048	HARDEE'S
Registration Number:	1774336	HARDEE'S
Registration Number:	1817990	HARDEE'S
Registration Number:	1872913	HARDEE'S FRISCO
Registration Number:	3276896	HOME OF THE THICKBURGER
Registration Number:	1998838	HOT MELTS
Registration Number:	1716175	MONSTER BURGER
Registration Number:	3672671	MONSTER THICKBURGER
Registration Number:	3583173	PRIME RIB THICKBURGER
Registration Number:	1932512	RISE AND SHINE
Registration Number:	2830916	SLAMMERS
Registration Number:	1815228	TAILGATE PACK
Registration Number:	0758506	THE FRISCO
Registration Number:	3026394	THICKBURGER
Registration Number:	3362346	THICKBURGERS
Registration Number:	2037209	WHERE AMERICA GOES FOR BREAKFAST!
Registration Number:	3784437	GLUTEN-FREE IT.
Registration Number:	3789824	HASH ROUNDS
Registration Number:	3784436	LOW CARB IT.
Registration Number:	3784022	THE BIG HARDEE
Registration Number:	3784438	TRIM IT.
Registration Number:	3784435	VEG IT.
Registration Number:	2417015	HARDEE'S CHARBROILED BURGERS
Registration Number:	2292781	HARDEE'S CHARBROILED BURGERS
Registration Number:	3295053	HARDEE'S CHARBROILED THICKBURGERS
Serial Number:	85013693	MADE FROM SCRATCH BISCUITS
Serial Number:	85054231	THERE'S NOTHING FRESH ABOUT PRE-COOKED CHICKEN
Serial Number:	85054235	BECAUSE THERE'S NOTHING FRESH ABOUT PRE-COOKED CHICKEN
Serial Number:	85047496	MONSTER BISCUIT
Registration Number:	2285351	STAR BUFFET
Registration Number:	3070410	CKE RESTAURANTS

TO: JACQUELINE LEE COMPANY: 1773 WESTERN AVENUE

Registration Number:	1689454	THE GREEN BURRITO
Registration Number:	2924101	GREEN BURRITO
Registration Number:	2846557	
Registration Number:	1707040	BIG ED BURRITO
Registration Number:	3015454	GREEN BURRITO
Registration Number:	3412372	THE AUTHENTIC ALTERNATIVE
Registration Number:	3526233	THE GREEN BURRITO
Registration Number:	3263524	RED BURRITO

CORRESPONDENCE DATA

Fax Number: (518)452-0822
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 518-452-1873
Email: accessin@sprynet.com
Correspondent Name: Jacqueline Lee
Address Line 1: 1773 Western Avenue
Address Line 4: Albany, NEW YORK 12203

ATTORNEY DOCKET NUMBER:	F128870
NAME OF SUBMITTER:	Jacqueline Lee
Signature:	/Jacqueline Lee/
Date:	08/26/2010

Total Attachments: 16

source=Corrective Trademark SA#page3.tif
source=Corrective Trademark SA#page4.tif
source=Corrective Trademark SA#page5.tif
source=Corrective Trademark SA#page6.tif
source=Corrective Trademark SA#page7.tif
source=Corrective Trademark SA#page8.tif
source=Corrective Trademark SA#page9.tif
source=Corrective Trademark SA#page10.tif
source=Corrective Trademark SA#page11.tif
source=Corrective Trademark SA#page12.tif
source=Corrective Trademark SA#page13.tif
source=Corrective Trademark SA#page14.tif
source=Corrective Trademark SA#page15.tif
source=Corrective Trademark SA#page16.tif
source=Corrective Trademark SA#page17.tif
source=Corrective Trademark SA#page18.tif

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

**07/22/2010
 900167646**

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Carl Karcher Enterprises, Inc.		07/12/2010	CORPORATION: CALIFORNIA
CHANNEL ISLANDS ROASTING COMPANY		07/12/2010	CORPORATION: CALIFORNIA
Hardee's Food Systems, Inc.		07/12/2010	CORPORATION: NORTH CAROLINA
CKE Restaurants, Inc.		07/12/2010	CORPORATION: DELAWARE
Santa Barbara Restaurant Group, Inc.		07/12/2010	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Wells Fargo Bank, National Association, as Collateral Agent
Street Address:	45 Broadway, 14th Floor
Internal Address:	Attn: Corporate Trust Services
City:	New York
State/Country:	NEW YORK
Postal Code:	10008
Entity Type:	INC. ASSOCIATION: UNITED STATES

PROPERTY NUMBERS Total: 115

Property Type	Number	Word Mark
Registration Number:	0914489	
Registration Number:	1831819	
Registration Number:	0966286	
Registration Number:	2220433	
Registration Number:	1297845	
Registration Number:	2423688	
Registration Number:	2281860	
Registration Number:	2280206	CARL'S JR.

OP \$2890.00 0914463

TO: JAMES P. MURPHY, LEGAL ASSISTANT COMPANY: CAHILL GORDON & REIDEL LLP

Registration Number:	2288997	CARL'S JR.
Registration Number:	1383339	
Registration Number:	1112013	
Registration Number:	1151330	
Registration Number:	3328058	BACON SWISS CRISPY CHICKEN
Registration Number:	3628366	BREAKFAST AS BIG AS OUR BURGERS
Registration Number:	3619607	CARL'S CATCH FISH SANDWICH
Registration Number:	3489655	CARL'S CLASSICS
Registration Number:	0901315	CARL'S JR.
Registration Number:	1400272	CARL'S JR.
Registration Number:	2141498	CARL'S JR. JR.
Registration Number:	3524597	CARL'S JR. CHARBROILED BURGERS
Registration Number:	3550634	CARL'S JR. CHARBROILED BURGERS
Registration Number:	3807406	CARL'S JR. CHARBROILED BURGERS
Registration Number:	3781079	CARL'S JR. GOING GREEN!
Registration Number:	3719412	CARL'S JR. CHARBROILED BURGERS OPEN 'TIL MIDNIGHT OR LATER
Registration Number:	2272061	COOL COMBOS FOR KIDS
Registration Number:	2773975	COOL KIDS COMBOS
Registration Number:	2825830	DONT BOTHER ME, I'M EATING
Registration Number:	3612923	FAMOUS STAR
Registration Number:	1475407	FRENCH TOAST DIPS
Registration Number:	1424179	FRENCH TOAST DIPS
Registration Number:	1084351	HAPPY STAR
Registration Number:	2002665	IF IT DOESN'T GET ALL OVER THE PLACE, IT DOESN'T BELONG IN YOUR FACE
Registration Number:	3042947	LOW CARB BREAKFAST BOWL
Registration Number:	3773116	MORE THAN JUST A PIECE OF MEAT
Registration Number:	2813177	SOME GUYS WOULD STARVE WITHOUT US
Registration Number:	2718876	STAR DINER
Registration Number:	3395496	SUNRISE CROISSANT
Registration Number:	1247828	SUNRISE SANDWICH
Registration Number:	1099039	SUPER STAR
Registration Number:	3573079	THE BACON CHEESE SIX DOLLAR BURGER
Registration Number:	3573078	THE DOUBLE SIX DOLLAR BURGER

TO: JAMES P. MURPHY, LEGAL ASSISTANT COMPANY: CAHILL GORDON & REIDEL LLP

Registration Number:	3522036	THE FOOD IS THE FRANCHISE
Registration Number:	3573081	THE GUACAMOLE BACON SIX DOLLAR BURGER
Registration Number:	3573080	THE LOW CARB SIX DOLLAR BURGER
Registration Number:	3573082	THE ORIGINAL SIX DOLLAR BURGER
Registration Number:	3897646	THE PRIME RIB SIX DOLLAR BURGER
Registration Number:	2980088	THE SIX DOLLAR BURGER
Registration Number:	3369114	THE SIX DOLLAR BURGER
Registration Number:	2912799	THE WESTERN BACON SIX DOLLAR BURGER
Registration Number:	1458922	WESTERN BACON CHEESEBURGER
Registration Number:	1481782	WESTERN BACON CHEESEBURGER
Serial Number:	77671463	BURGER SLAYER
Serial Number:	77470916	CARL'S JR. CHARBROILED BURGERS OPEN 'TIL MIDNIGHT OR LATER
Serial Number:	77837693	DOUBLE WESTERN BACON CHEESEBURGER
Serial Number:	77686883	FIRING ON ALL CYLINDERS
Serial Number:	77474270	GREAT BURGERS DEMAND GREAT FLAVORS
Serial Number:	85018661	LITTLE CARL
Serial Number:	77476701	MONSTER BREAKFAST SANDWICH
Serial Number:	77836599	THE BIG CARL
Serial Number:	77772629	THE BIG CARL
Serial Number:	77591635	THE GUY GAMES
Serial Number:	77837710	THE JALAPENO SIX DOLLAR BURGER
Serial Number:	77837704	THE PORTOBELLO MUSHROOM SIX DOLLAR BURGER
Serial Number:	85007756	THE WHEEL OF AWESOME
Registration Number:	3028862	CHANNEL ISLANDS ROASTING COMPANY
Registration Number:	3028879	CHANNEL ISLANDS ROASTING CO.
Registration Number:	1957008	BIG COUNTRY
Registration Number:	2850355	BIG TWIN
Registration Number:	3739930	BISCUIT HOLES
Registration Number:	1778896	BURGER CHEF
Registration Number:	1832980	BURGER CHEF
Registration Number:	2582539	COME ON HOME
Registration Number:	3049238	FRISCO BREAKFAST SANDWICH
Registration Number:	5040988	HAND-SCOOPED ICE CREAM SHAKES & MALTS
Registration Number:	1825221	HARDEE'S

TO: JAMES P. MURPHY, LEGAL ASSISTANT COMPANY: CAHILL GORDON & REIDEL LLP

Registration Number:	1729627	HARDEE'S
Registration Number:	0741048	HARDEE'S
Registration Number:	1774336	HARDEE'S
Registration Number:	1817990	HARDEE'S
Registration Number:	1872913	HARDEE'S FRISCO
Registration Number:	3278896	HOME OF THE THICKBURGER
Registration Number:	1988838	HOT MELTS
Registration Number:	1716175	MONSTER BURGER
Registration Number:	3872671	MONSTER THICKBURGER
Registration Number:	3583173	PRIME RIB THICKBURGER
Registration Number:	1932512	RISE AND SHINE
Registration Number:	2830916	SLAMMERS
Registration Number:	1815228	TAILGATE PACK
Registration Number:	0758506	THE FRISCO
Registration Number:	3028384	THICKBURGER
Registration Number:	3362346	THICKBURGERS
Registration Number:	2037209	WHERE AMERICA GOES FOR BREAKFAST!
Registration Number:	3784437	GLUTEN-FREE IT.
Registration Number:	3789824	HASH ROUNDS
Registration Number:	3784436	LOW CARB IT.
Registration Number:	3784022	THE BIG HARDEE
Registration Number:	3784438	TRIM IT.
Registration Number:	3784435	VEG IT.
Registration Number:	2417015	HARDEE'S CHARBROILED BURGERS
Registration Number:	2292781	HARDEE'S CHARBROILED BURGERS
Registration Number:	3295053	HARDEE'S CHARBROILED THICKBURGERS
Serial Number:	85013693	MADE FROM SCRATCH BISCUITS
Serial Number:	85054231	THERE'S NOTHING FRESH ABOUT PRE-COOKED CHICKEN
Serial Number:	85054235	BECAUSE THERE'S NOTHING FRESH ABOUT PRE-COOKED CHICKEN
Serial Number:	85047496	MONSTER BISCUIT
Registration Number:	2285351	STAR BUFFET
Registration Number:	3070410	CKE RESTAURANTS
Registration Number:	1889454	THE GREEN BURRITO
Registration Number:	2924101	GREEN BURRITO

Registration Number:	2846557	
Registration Number:	1707040	BIG ED BURRITO
Registration Number:	3015454	GREEN BURRITO
Registration Number:	3412372	THE AUTHENTIC ALTERNATIVE
Registration Number:	3528233	THE GREEN BURRITO
Registration Number:	3283524	RED BURRITO

CORRESPONDENCE DATA

Fax Number: (212)378-2810
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (212) 701-3345
 Email: accessin@eprynet.com
 Correspondent Name: James P. Murphy, Legal Assistant
 Address Line 1: Cahill Gordon & Reidel LLP
 Address Line 2: 80 Pine Street
 Address Line 4: New York, NEW YORK 10005

ATTORNEY DOCKET NUMBER:	F127996
NAME OF SUBMITTER:	James P. Murphy
Signature:	/James P. Murphy/
Date:	07/22/2010

Total Attachments: 16
 source=Carl Karcher - Trademark#page3.tif
 source=Carl Karcher - Trademark#page4.tif
 source=Carl Karcher - Trademark#page5.tif
 source=Carl Karcher - Trademark#page6.tif
 source=Carl Karcher - Trademark#page7.tif
 source=Carl Karcher - Trademark#page8.tif
 source=Carl Karcher - Trademark#page9.tif
 source=Carl Karcher - Trademark#page10.tif
 source=Carl Karcher - Trademark#page11.tif
 source=Carl Karcher - Trademark#page12.tif
 source=Carl Karcher - Trademark#page13.tif
 source=Carl Karcher - Trademark#page14.tif
 source=Carl Karcher - Trademark#page15.tif
 source=Carl Karcher - Trademark#page16.tif
 source=Carl Karcher - Trademark#page17.tif
 source=Carl Karcher - Trademark#page18.tif

TO: JACQUELINE LEE COMPANY: 1773 WESTERN AVENUE

EXECUTION VERSION**NOTES TRADEMARK SECURITY AGREEMENT**

NOTES TRADEMARK SECURITY AGREEMENT, dated as of July 12, 2010 (as amended, restated, supplemented, waived or otherwise modified from time to time, this "**Agreement**"), made by each of the undersigned (each a "**Grantor**" and collectively, the "**Grantors**") in favor of Wells Fargo Bank, National Association, as trustee and collateral agent (in such capacity, the "**Agent**") for the Secured Parties (as defined in the Collateral Agreement defined below).

Reference is made to (a) the Collateral Agreement, dated as of July 12, 2010 (as amended, restated, supplemented, waived or otherwise modified from time to time, the "**Collateral Agreement**"), by and among Columbia Lake Acquisition Corp., a Delaware corporation ("**Merger Sub**"); to be merged on the Issue Date with and into CKE Restaurants, Inc., a Delaware corporation ("**CKE**"), and together with CKE, the "**Issuer**"), each Note Guarantor listed on Schedule I to the Collateral Agreement and each future Note Guarantor of Issuer that becomes a party thereto (each, a "**Note Guarantor**") and the Agent, (b) the Indenture dated as of July 12, 2010 (as amended, restated, supplemented, waived or otherwise modified from time to time, the "**Initial Indenture**"), by and among Merger Sub, the Guarantors (as defined therein) and the Agent and (c) the Supplemental Indenture dated as of July 12, 2010 (as amended, restated, supplemented, waived or otherwise modified from time to time, the "**Supplemental Indenture**") by and among CKE, the Note Guarantors and the Agent. References herein to the "**Indenture**" shall mean the Initial Indenture prior to the effectiveness of the Supplemental Indenture and the Supplemental Indenture thereafter.

The Indenture requires that the Issuer and the Note Guarantors enter into this Agreement. The Note Guarantors are subsidiaries of the Issuer, will derive substantial benefits from the issuance of the \$600,000,000 aggregate principal amount of 11.375% Senior Secured Second Lien Notes due 2018 (the "**Notes**") pursuant to the Indenture and are willing to execute and deliver this Agreement pursuant to the requirements of the Indenture.

Accordingly the parties hereto agree as follows:

SECTION 1. Terms. Capitalized terms used in this Agreement and not otherwise defined herein shall have the meanings specified in the Indenture. The rules of construction specified in Section 1.04 of the Indenture also apply to this Agreement.

SECTION 2. Grant of Security Interest. As security for the payment or performance, as the case may be, in full of the Note Obligations, each Grantor, pursuant to the Collateral Agreement, did and hereby does grant to the Agent, its successors and assigns, for the benefit of the Secured Parties (as defined in the Collateral Agreement), a security interest in, all right, title or interest in or to any and all of the following assets and properties now owned or at any time hereafter acquired by such Grantor or in which such Grantor now has or at any time in the future may acquire any right, title or interest (collectively, the "**Trademark Collateral**"):

- a. all trademarks, service marks, corporate names, company names, business names, fictitious business names, trade styles, trade dress, logos, other source or business

TO: JACQUELINE LEE COMPANY: 1773 WESTERN AVENUE

identifiers, designs and general intangibles of like nature, now existing or hereafter adopted or acquired, all registrations thereof (if any), and all registration and recording applications filed in connection therewith, including registrations and registration applications in the United States Patent and Trademark Office (but excluding "intent to use" applications for trademark or service mark registrations filed pursuant to Section 1(b) of the Lanham Act, 15 U.S.C. § 1051), and all renewals thereof, including those listed on Schedule I attached hereto (the "Trademarks");

- b. all goodwill associated with or symbolized by the Trademarks;
- c. all claims for, and rights to sue for, past or future infringements of any of the foregoing; and
- d. all income, royalties, damages and payments now or hereafter due and payable with respect to any of the foregoing, including damages and payments for past or future infringement thereof.

SECTION 3. *Collateral Agreement.* The security interests granted to the Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Agent pursuant to the Collateral Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Agent generally and with respect to the Trademark Collateral are more fully set forth in the Collateral Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

SECTION 4. *Indenture.* In the event of any conflict between the terms of this Agreement and the Indenture, the terms of the Indenture shall govern.

SECTION 5. *Intercreditor Agreement Governs.* REFERENCE IS MADE TO THE INTERCREDITOR AGREEMENT. NOTWITHSTANDING ANY OTHER PROVISION CONTAINED HEREIN, THIS AGREEMENT, THE LIENS CREATED HEREBY AND THE RIGHTS, REMEDIES, DUTIES AND OBLIGATIONS PROVIDED FOR HEREIN ARE SUBJECT IN ALL RESPECTS TO THE PROVISIONS OF THE INTERCREDITOR AGREEMENT. IN THE EVENT OF ANY CONFLICT OR INCONSISTENCY BETWEEN THE PROVISIONS OF THIS AGREEMENT AND THE INTERCREDITOR AGREEMENT, THE PROVISIONS OF THE INTERCREDITOR AGREEMENT SHALL CONTROL.

SECTION 6. *Choice of Law.* THIS AGREEMENT SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAWS OF THE STATE OF NEW YORK WITHOUT REGARD TO THE PRINCIPLES OF CONFLICTS OF LAWS.

[Signature Pages Follow]

TO: JACQUELINE LEE COMPANY: 1773 WESTERN AVENUE

IN WITNESS WHEREOF, the parties hereto have duly executed this Notes Trademark Security Agreement as of the day and year first above written.

GRANTORS:

**CKE RESTAURANTS, INC., for itself and as Sole
Member of CKE DISTRIBUTION, LLC and
AEROWAYS, LLC**

CARL KARCHER ENTERPRISES, INC.

HARDEE'S FOOD SYSTEMS, INC.

FLAGSTAR ENTERPRISES, INC.

SPARDEE'S REALTY, INC.

HED, INC.

BURGER CHEF SYSTEMS, INC.

SANTA BARBARA RESTAURANT GROUP, INC.

GB FRANCHISE CORPORATION

CHANNEL ISLANDS ROASTING COMPANY

CARL'S JR. REGION VIII, INC.

CKE REIT II, INC.

By: _____

Name: Theodore Abajian

Title: Executive Vice President and Chief
Financial Officer

Signature Page to Notes Trademark Security Agreement

**TRADEMARK
REEL: 004283 FRAME: 0465**

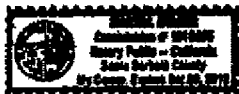
TO: JACQUELINE LEE COMPANY: 1773 WESTERN AVENUE

ACKNOWLEDGEMENT

STATE OF CALIFORNIA)
) ss.
COUNTY OF SANTA BARBARA)

On July 8, 2010 before me, Martha Arason, Notary Public, personally appeared Theodore Abelian, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.



WITNESS my hand and official seal.

Martha Arason
Signature of Notary Public

TO: JACQUELINE LEE COMPANY: 1773 WESTERN AVENUE

ACCEPTED:

**WELLS FARGO BANK, NATIONAL ASSOCIATION,
as Trustee and Collateral Agent**

By: Raymond Delli Colli
Name: Raymond Delli Colli
Title: Vice President

Signature Page to Notes Trademark Security Agreement

**TRADEMARK
REEL: 004283 FRAME: 0467**

TO: JACQUELINE LEE COMPANY: 1773 WESTERN AVENUE

Schedule I














Trademarks

See Attached.

DB1/65102336.7






TO: JACQUELINE LEE COMPANY: 1773 WESTERN AVENUE

*Schedule to Trademark Security Agreement***CARL KARCHER ENTERPRISES, INC.
FEDERAL TRADEMARK REGISTRATIONS**

Mark	Class	App. No. App. Date	Reg. No. Reg. Date
	42	72/334,588 08/06/69	914,469 06/08/71
	32	74/044,288 03/29/90	1,631,819 01/15/91
	42	72/423,039 05/01/72	965,266 07/31/73
	42	75/406,328 12/17/97	2,220,433 01/26/99
	29, 30 & 31	73/391,494 09/28/82	1,297,845 09/25/84
	42	75/433,545 02/12/98	2,423,698 01/23/01
	42	75/555,439 09/18/98	2,281,660 09/28/99
	42	75/555,225 09/18/98	2,290,266 11/02/99
	42	75/556,437 09/23/98	2,288,997 10/26/99
	16, 20 & 21	73/502,849	1,383,339 02/18/86
	42	73/173,129	1,112,013 01/23/79
	42	73/220,022 06/18/79	1,151,330 04/14/81
BACON SWISS CRISPY CHICKEN	30	77/068,334 12/20/06	3,328,058 10/30/07
BREAKFAST AS BIG AS OUR BURGERS	43	77/507,193 06/24/08	3,628,566 05/26/09
CARL'S CATCH FISH SANDWICH	30	77/068,329 12/20/06	3,619,807 05/12/09
	43	77/169,214 04/30/07	3,489,655 08/19/08

DB165167663.1

TO: JACQUELINE LEE COMPANY: 1773 WESTERN AVENUE

Mark	Class	App. No. App. Date	Reg. No. Reg. Date
CARL'S JR.	42	72/334,587 08/06/69	901,313 10/20/70
CARL'S JR.	16, 20 & 21	73/504,895 10/22/84	1,400,272 07/08/86
CARL'S JR. JR.	42	75/135,837 07/18/96	2,141,498 03/03/98
	43	77/004,737 09/21/06	3,524,587 10/28/08
	43	77/007,123 09/25/06	3,550,634 12/23/08
	43	77/007,125 09/25/06	3,807,406 06/22/2010
	43	77/663,551 02/06/09	3,791,079 05/18/2010
	43	77/470,877 05/09/08	3,719,412 12/01/09
COOL COMBOS FOR KIDS	42	75/904,661 06/18/98	2,272,061 08/24/99
COOL KIDS COMBOS	30	76/329,542 10/23/01	2,773,975 10/14/03
DON'T BOTHER ME, I'M EATING	42	75/923,187 02/18/00	2,625,830 09/24/02
FAMOUS STAR	30	77/068,396 12/20/06	3,612,923 04/28/09
FRENCH TOAST DIPS	42	73/551,361 08/02/85	1,475,407 02/02/88
FRENCH TOAST DIPS	30	73/602,432 08/02/85	1,424,179 01/06/87
HAPPY STAR	42	73/105,777 11/08/76	1,084,351 01/31/78
IF IT DOESN'T GET ALL OVER THE PLACE IT DOESN'T BELONG IN YOUR FACE	42	74/701,374 07/14/95	2,082,665 09/24/96
LOW CARB BREAKFAST BOWL	30	78/361,639 02/03/04	3,042,947 01/10/06
MORE THAN JUST A PIECE OF MEAT	43	77/665,571 08/25/09	3,773,116 04/06/10
SOME GUYS WOULD STARVE WITHOUT US	42	75/923,125 02/18/00	2,613,177 08/27/02
STAR DINER	42	75/741,941 07/01/99	2,716,876 03/20/03
SUNRISE CROISSANT	30	77/068,405 12/20/06	3,395,496 03/11/08
SUNRISE SANDWICH	30	73/359,281 04/12/82	1,247,828 08/09/83
SUPER STAR	42	73/125,696 05/09/77	1,099,039 08/08/78
THE BACON CHEESE SIX DOLLAR BURGER	30	77/068,351 12/20/06	3,373,079 02/10/09
THE DOUBLE SIX DOLLAR BURGER	30	77/068,342 12/20/06	3,373,078 02/10/09

DB1/65167663.1

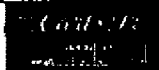

2

TO: JACQUELINE LEE COMPANY: 1773 WESTERN AVENUE

Mark	Class	App. No. App. Date	Reg. No. Reg. Date
THE FOOD IS THE FRANCHISE	35	77/276,306 09/11/07	3,522,036 10/21/08
THE GUACAMOLE BACON SIX DOLLAR BURGER	30	77/068,375 12/20/06	3,573,081 02/10/09
THE LOW CARB SIX DOLLAR BURGER	30	77/068,364 12/20/06	3,573,080 02/10/09
THE ORIGINAL SIX DOLLAR BURGER	30	77/068,385 12/20/06	3,573,082 02/10/09
THE PRIME RIB SIX DOLLAR BURGER	30	77/537,266 08/01/08	3,697,646 10/20/09
THE SIX DOLLAR BURGER	30	76/319,349 09/28/01	2,980,088 07/26/03
THE SIX DOLLAR BURGER	30	77/221,824 07/03/07	3,369,114 01/15/08
THE WESTERN BACON SIX DOLLAR BURGER	30	78/260,526 06/10/03	2,912,799 12/21/04
WESTERN BACON CHEESEBURGER	42	73/457,446 12/19/83	1,456,922 09/08/87
WESTERN BACON CHEESEBURGER	30	73/636,884 12/22/86	1,481,762 03/22/88


TO: JACQUELINE LEE COMPANY: 1773 WESTERN AVENUE

**CARL KARCHER ENTERPRISES, INC.
PENDING FEDERAL TRADEMARK APPLICATIONS**

Mark	Class	App. No. App. Date
BURGER SLAYER	43	77/571,463 09/16/08
	43	77/470,916 05/09/08
DOUBLE WESTERN BACON CHEESEBURGER	30	77/837,693 09/29/09
FIRING ON ALL CYLINDERS	43	77/566,683 09/10/08
GREAT BURGERS DEMAND GREAT FLAVORS	43	77/474,270 05/14/08
LITTLE CARL	30, 43	85/018,661 4/20/2010
MONSTER BREAKFAST SANDWICH	43	77/476,701 05/16/08
	30	77/836,598 09/02/09
THE BIG CARL	30	77/772,629 07/01/09
THE GUY GAMES	43	77/591,635 10/13/08
THE JALAPENO SIX DOLLAR BURGER	30	77/837,710 09/29/09
THE PORTOBELLO MUSHROOM SIX DOLLAR BURGER	30	77/837,704 09/29/09
THE WHEEL OF AWESOME	9, 41	85/007756 04/06/10

TO: JACQUELINE LEE COMPANY: 1773 WESTERN AVENUE

**CHANNEL ISLANDS ROASTING COMPANY
FEDERAL TRADEMARK REGISTRATIONS**

Mark	App. No. App. Date	Reg. No. Reg. Date
CHANNEL ISLANDS ROASTING COMPANY	78/394,317 03/31/04	3,026,862 12/13/05
	78/395,785 04/02/04	3,026,879 12/13/05

TO: JACQUELINE LEE COMPANY: 1773 WESTERN AVENUE

**HARDEE'S FOOD SYSTEMS, INC.
FEDERAL TRADEMARK REGISTRATIONS**

<i>Trademark</i>	<i>Reg. No.</i>	<i>Registration Date</i>
BIG COUNTRY	1957006	2/20/1996
BIG TWIN	2650355	11/12/2002
BISCUIT HOLES	3739930	1/19/2010
BURGER CHEF	1776896	6/15/1993
BURGER CHEF and Design	1832980	4/26/1994
COME ON HOME	2562539	4/16/2002
FRISCO BREAKFAST SANDWICH	3049236	1/24/2006
HAND SCOOPED ICE CREAM SHAKES & MALTS and Design	3040986	1/10/2006
HARDEE'S	1825221	3/8/1994
HARDEE'S	1729627	11/3/1992
HARDEE'S	0741048	11/20/1962
HARDEE'S and Design	1774336	6/1/1993
HARDEE'S and Design	1817990	1/25/1994
HARDEE'S FRISCO	1872913	1/10/1993
HOME OF THE THICKBURGER	3276896	8/7/2007
HOT MELTS	1998838	9/3/1996
MONSTER BURGER	1716175	9/13/1992
MONSTER THICKBURGER	3672671	8/23/2009
PRIME RIB THICKBURGER	3583173	3/3/2009
RISE AND SHINE	1932512	11/7/1993
SLAMMERS	2830916	4/6/2004
TAILGATE PACK	1813228	1/4/1994
THE FRISCO and Design	0758506	10/15/1963
THICKBURGER	3026394	12/13/2005
THICKBURGERS	3362346	1/1/2008
WHERE AMERICA GOES FOR BREAKFAST	2037209	2/11/1997
GLUTEN-FREE IT	3784437	5/4/2010
HASH ROUNDS	3789824	3/18/2010
LOW CARB IT	3784436	5/4/2010
THE BIG HARDEE	3784022	5/4/2010
TRIM IT	3784438	5/4/2010
VEG IT	3784435	5/4/2010

TO: JACQUELINE LEE COMPANY: 1773 WESTERN AVENUE

**JOINTLY REGISTERED: HARDEE'S FOOD SYSTEMS, INC. AND CARL KARCHER
ENTERPRISES, INC
FEDERAL TRADEMARK REGISTRATIONS**

<i>Trademark</i>	<i>Reg. No.</i>	<i>Registration Date</i>
HARDEE'S CHARBROILED BURGERS and Design	2417015	1/2/2001
HARDEE'S CHARBROILED BURGERS and Design	2292781	11/16/1999
HARDEE'S CHARBROILED THICKBURGERS and Design	3295053	9/18/2007
THE FOOD IS THE FRANCHISE	3522036	10/21/2008

TO: JACQUELINE LEE COMPANY: 1773 WESTERN AVENUE

**HARDEE'S FOOD SYSTEMS, INC.
PENDING FEDERAL TRADEMARK APPLICATIONS**

<i>Trademark</i>	<i>Ser. No.</i>	<i>App. Date</i>
MADE FROM SCRATCH BISCUITS and Design	85013683	04/14/2010
THERE'S NOTHING FRESH ABOUT PRE-COOKED CHICKEN	85034231	03-JUN-2010
BECAUSE THERE'S NOTHING FRESH ABOUT PRE-COOKED CHICKEN	85054235	03-JUN-2010
MONSTER BISCUIT	85047496	25-MAY-2010
LITTLE CARL	85018661	20-APR-2010




TO: JACQUELINE LEE COMPANY: 1773 WESTERN AVENUE

CKE RESTAURANTS, INC. FEDERAL TRADEMARK REGISTRATIONS

STAR BUFFET	42	75/236,939 02/05/97	2,261,351 07/27/99
CKE RESTAURANTS	43	78/487,859 09/22/04	3,070,410 03/21/06

TO: JACQUELINE LEE COMPANY: 1773 WESTERN AVENUE

**SANTA BARBARA RESTAURANT GROUP
FEDERAL TRADEMARK REGISTRATIONS**

Mark	Class(es)	Application No. Filing Date	Registration No. Registration Date
	42	74/165,474 5/10/91	1,689,454 05/26/92
	43	78/154,779 08/15/02	2,924,101 02/10/05
	43	78/154,781 08/15/02	2,846,557 05/25/04
BIG ED BURRITO	30	74/108,931 10/22/90	1,707,040 08/11/92
GREEN BURRITO	43	78/480,525 09/08/04	3,013,454 11/15/05
THE AUTHENTIC ALTERNATIVE	43	77/101,561 02/07/07	3,412,372 04/15/08
THE GREEN BURRITO	29, 30	77/068,306 12/20/06	3,526,233 11/04/08
RED BURRITO	43	78/645,336 06/07/05	3,263,524 07/10/07

DB1/65167663.1

10