

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	NOTICE OF GRANT OF BACK-UP SECURITY INTEREST IN TRADEMARKS

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Hardee's Food Systems LLC		04/01/2013	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Hardee's SPV Guarantor LLC
<b>Street Address:</b>	6307 Carpinteria Ave.
<b>City:</b>	Carpinteria
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	93013
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 51**

Property Type	Number	Word Mark
Registration Number:	3963533	BECAUSE THERE'S NOTHING FRESH ABOUT PRE-COOKED CHICKEN
Registration Number:	4059434	BIG BAG LUNCH
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:	4209332	CRISPY CURLS
Registration Number:	4156072	FRESH & JUICY
Registration Number:	3049236	FRISCO BREAKFAST SANDWICH
Registration Number:	3784437	GLUTEN-FREE IT.
Registration Number:	4219312	HAND-SCOOPED ICE CREAM SHAKES & MALTS
Registration Number:	1825221	HARDEE'S

CH \$1290.00 3963533

Registration Number:	0741048	HARDEE'S
Registration Number:	1729627	HARDEE'S
Registration Number:	1817990	HARDEE'S
Registration Number:	1774336	HARDEE'S
Registration Number:	1872913	HARDEE'S FRISCO
Registration Number:	3789824	HASH ROUNDS
Registration Number:	4027145	HOME OF THE BOTTOMLESS CUP
Registration Number:	3276896	HOME OF THE THICKBURGER
Registration Number:	1998838	HOT MELTS
Registration Number:	3784436	LOW CARB IT.
Registration Number:	3928134	MONSTER BISCUIT
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:	4041610	SO GOOD OUR BISCUITS ARE JEALOUS
Registration Number:	1815228	TAILGATE PACK
Registration Number:	3784022	THE BIG HARDEE
Registration Number:	0758506	THE FRISCO
Registration Number:	3963532	THERE'S NOTHING FRESH ABOUT PRE-COOKED CHICKEN
Registration Number:	3026394	THICKBURGER
Registration Number:	3362346	THICKBURGERS
Registration Number:	3784438	TRIM IT.
Registration Number:	3784435	VEG IT.
Registration Number:	2037209	WHERE AMERICA GOES FOR BREAKFAST!
Registration Number:	2292781	HARDEE'S CHARBROILED BURGERS
Registration Number:	4006305	HARDEE'S
Registration Number:	4105727	HARDEE'S CHARBROILED THICKBURGERS
Registration Number:	3295053	HARDEE'S CHARBROILED THICKBURGERS
Registration Number:	4218636	HARDEE'S CHARBROILED THICKBURGERS
Registration Number:	4024054	JUST THE WAY IT IS
Registration Number:	4231553	OUR NEXT SUCCESS STORY IS YOU
Registration Number:	4056491	STARS FOR TROOPS
Registration Number:	3522036	THE FOOD IS THE FRANCHISE

**TRADEMARK**

**REEL: 004995 FRAME: 0686**

	4112383	THE WHEEL OF AWESOME
Serial Number:	85560744	OUR NEXT SUCCESS STORY...YOU
Serial Number:	85560597	OUR NEXT SUCCESS STORY: YOU

**CORRESPONDENCE DATA**

Fax Number:  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Email: dgaier@paulweiss.com, emendes@paulweiss.com  
 Correspondent Name: Danielle L. Gaier  
 Address Line 1: 1285 Avenue of the Americas  
 Address Line 4: New York, NEW YORK 10019-6064

ATTORNEY DOCKET NUMBER:	20408-001
NAME OF SUBMITTER:	Danielle L. Gaier
Signature:	/Danielle L. Gaier/
Date:	04/02/2013

**Total Attachments: 9**  
 source=First-Tier Hardee\_s Short Form#page1.tif  
 source=First-Tier Hardee\_s Short Form#page2.tif  
 source=First-Tier Hardee\_s Short Form#page3.tif  
 source=First-Tier Hardee\_s Short Form#page4.tif  
 source=First-Tier Hardee\_s Short Form#page5.tif  
 source=First-Tier Hardee\_s Short Form#page6.tif  
 source=First-Tier Hardee\_s Short Form#page7.tif  
 source=First-Tier Hardee\_s Short Form#page8.tif  
 source=First-Tier Hardee\_s Short Form#page9.tif

## **NOTICE OF GRANT OF BACK-UP SECURITY INTEREST IN TRADEMARKS**

This Notice of Grant of Back-up Security Interest in Trademarks (the "Notice"), is made and entered into as of April 1, 2013, by and between Hardee's Food Systems LLC, a Delaware limited liability company located at 6307 Carpinteria Ave., Carpinteria, CA 93013 ("Grantor"), and Hardee's SPV Guarantor LLC, a Delaware limited liability company located at 6307 Carpinteria Ave., Carpinteria, CA 93013 ("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 in 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 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 Section 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 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 1051(c), 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 back-up security 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 back-up 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 GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK (INCLUDING WITHOUT LIMITATION SECTIONS 5-1401 AND 5-1402 OF THE GENERAL OBLIGATIONS LAW OF THE STATE OF NEW YORK) WITHOUT REGARD TO ANY CHOICE OR CONFLICTS OF LAW PRINCIPLES THAT WOULD LEAD TO THE APPLICATION OF THE DOMESTIC SUBSTANTIVE LAWS OF ANY OTHER JURISDICTION, AND THE OBLIGATIONS, RIGHTS AND REMEDIES OF THE PARTIES HEREUNDER SHALL BE DETERMINED IN ACCORDANCE WITH SUCH LAWS OF THE STATE OF NEW YORK.

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 one and the same agreement.

*[Remainder of this page intentionally left blank]*

IN WITNESS WHEREOF, the undersigned has caused this NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS to be duly executed and delivered as of the date first written above.

**HARDEE'S FOOD SYSTEMS LLC**

By: 

Name: Charles A. Seigel III  
Title: Secretary

**HARDEE'S SPV GUARANTOR LLC**

By: 




Name: Charles A. Seigel III  
Title: Secretary

*[Signature Page to Notice of Grant of Security Interest in Trademarks of Hardee's Food Systems LLC]*


**TRADEMARK  
REEL: 004995 FRAME: 0690**





**Trademarks**

<b>Trademark</b>	<b>Design</b>	<b>Owner Name</b>	<b>Country</b>	<b>Application Date</b>	<b>Serial No./ Registration No.</b>	<b>Registration Date</b>	<b>Status</b>
BECAUSE THERE'S NOTHING FRESH ABOUT PRE-COOKED CHICKEN		Hardee's Food Systems LLC	United States	6/3/2010	SN: 85/054235 RN: 3963533	5/17/2011	Registered
BIG BAG LUNCH		Hardee's Food Systems LLC	United States	3/31/2011	SN: 85/281964 RN: 4059434	11/22/2011	Registered
BIG COUNTRY		Hardee's Food Systems LLC	United States	10/8/1993	SN: 74/446728 RN: 1957006	2/20/1996	Registered
BIG TWIN		Hardee's Food Systems LLC	United States	12/5/2000	SN: 76/175519 RN: 2650355	11/12/2002	Registered
BISCUIT HOLES		Hardee's Food Systems LLC	United States	6/22/2009	SN: 77/765298 RN: 3739930	1/19/2010	Registered
BURGER CHEF		Hardee's Food Systems LLC	United States	10/9/1992	SN: 74/321969 RN: 1776896	6/15/1993	Registered
BURGER CHEF and Design		Hardee's Food Systems LLC	United States	10/13/1992	SN: 74/322334 RN: 1832980	4/26/1994	Registered
CRISPY CURLS		Hardee's Food Systems LLC	United States	1/24/2012	SN: 85/523611 RN: 4209332	9/18/2012	Registered
FRESH & JUICY		Hardee's Food Systems LLC	United States	1/13/2012	SN: 85/516130 RN: 4156072	6/5/2012	Registered (Supplemental)
FRISCO BREAKFAST SANDWICH		Hardee's Food Systems LLC	United States	7/7/2004	SN: 78/446827 RN: 3049236	1/24/2006	Registered
GLUTEN-FREE IT.		Hardee's Food Systems LLC	United States	9/23/2009	SN: 77/832962 RN: 3784437	5/4/2010	Registered

Trademark	Design	Owner Name	Country	Application Date	Serial No./ Registration No.	Registration Date	Status
HAND-SCOOPED ICE CREAM SHAKES & MALTS and Design		Hardee's Food Systems LLC	United States	9/30/2011	SN: 85/436258 RN: 4219312	10/2/2012	Registered
HARDEE'S		Hardee's Food Systems LLC	United States	1/21/1996	SN: 74/350280 RN: 1825221	3/8/1994	Registered
HARDEE'S		Hardee's Food Systems LLC	United States	1/29/1962	SN: 72/136764 RN: 0741048	11/20/1962	Registered
HARDEE'S		Hardee's Food Systems LLC	United States	2/7/1992	SN: 74/244008 RN: 1729627	11/3/1992	Registered
HARDEE'S and Design		Hardee's Food Systems LLC	United States	1/21/1993	SN: 74/350278 RN: 1817990	1/25/1994	Registered
HARDEE'S and Design		Hardee's Food Systems LLC	United States	5/24/1991	SN: 74/169950 RN: 1774336	6/1/1993	Registered
HARDEE'S FRISCO		Hardee's Food Systems LLC	United States	7/13/1992	SN: 74/293308 RN: 1872913	1/10/1995	Registered
HASH ROUNDS		Hardee's Food Systems LLC	United States	9/8/2009	SN: 77/821452 RN: 3789824	5/18/2010	Registered
HOME OF THE BOTTOMLESS CUP		Hardee's Food Systems LLC	United States	1/12/2011	SN: 85/216010 RN: 4027145	9/13/2011	Registered
HOME OF THE THICKBURGER		Hardee's Food Systems LLC	United States	5/31/2005	SN: 78/639909 RN: 3276896	8/7/2007	Registered
HOT MELTS		Hardee's Food Systems LLC	United States	11/22/1993	SN: 74/462146 RN: 1998838	9/3/1996	Registered
LOW CARB IT.		Hardee's Food Systems LLC	United States	9/23/2009	SN: 77/832957 RN: 3784436	5/4/2010	Registered
MONSTER BISCUIT		Hardee's Food Systems LLC	United States	5/25/2010	SN: 85/047496 RN: 3928134	3/8/2011	Registered
MONSTER BURGER		Hardee's Food Systems LLC	United States	5/17/1991	SN: 74/167579 RN: 1716175	9/15/1992	Registered



Trademark	Design	Owner Name	Country	Application Date	Serial No./ Registration No.	Registration Date	Status
MONSTER THICKBURGER		Hardee's Food Systems LLC	United States	2/11/2009	SN: 77/667983 RN: 3672671	8/25/2009	Registered
PRIME RIB THICKBURGER		Hardee's Food Systems LLC	United States	7/24/2008	SN: 77/530993 RN: 3583173	3/3/2009	Registered
RISE AND SHINE		Hardee's Food Systems LLC	United States	9/13/1993	SN: 74/437264 RN: 1932512	11/7/1995	Registered
SLAMMERS		Hardee's Food Systems LLC	United States	2/6/2003	SN: 78/211871 RN: 2830916	4/6/2004	Registered
SO GOOD OUR BISCUITS ARE JEALOUS		Hardee's Food Systems LLC	United States	3/16/2011	SN: 85/268259 RN: 4041610	10/18/2011	Registered
TAILGATE PACK		Hardee's Food Systems LLC	United States	10/19/1992	SN: 74/323768 RN: 1815228	1/4/1994	Registered
THE BIG HARDEE		Hardee's Food Systems LLC	United States	9/14/2009	SN: 77/825789 RN: 3784022	5/4/2010	Registered
THE FOOD IS THE FRANCHISE		Hardee's Food Systems LLC	United States	9/11/2007	SN: 77/276306 RN: 3522036	10/21/2008	Registered
THE FRISCO and Design		Hardee's Food Systems LLC	United States	11/21/1961	SN: 72/132431 RN: 0758506	10/15/1963	Registered
THERE'S NOTHING FRESH ABOUT PRE-COOKED CHICKEN		Hardee's Food Systems LLC	United States	6/3/2010	SN: 85/054231 RN: 3963532	5/17/2011	Registered
THICKBURGER		Hardee's Food Systems LLC	United States	2/6/2003	SN: 78/211876 RN: 3026394	12/13/2005	Registered
THICKBURGER S		Hardee's Food Systems LLC	United States	1/16/2006	SN: 78/792184 RN: 3362346	1/1/2008	Registered
TRIM IT.		Hardee's Food Systems LLC	United States	9/23/2009	SN: 77/832966 RN: 3784438	5/4/2010	Registered
VEG IT.		Hardee's Food Systems LLC	United States	9/23/2009	SN: 77/832956 RN: 3784435	5/4/2010	Registered

Trademark	Design	Owner Name	Country	Application Date	Serial No./ Registration No.	Registration Date	Status
WHERE AMERICA GOES FOR BREAKFAST		Hardee's Food Systems LLC	United States	3/28/1996	SN: 75/080014 RN: 2037209	2/11/1997	Registered
		Hardee's Food Systems LLC and Carl Karcher Enterprises LLC	United States	10/28/98	SN: 75/578,642 RN: 2,292,781	11/16/99	Registered
		Hardee's Food Systems LLC and Carl Karcher Enterprises LLC	United States	02/14/11	SN: 85/241,658 RN: 4,006,305	08/02/11	Registered
		Hardee's Food Systems LLC and Carl Karcher Enterprises LLC	United States	10/06/11	SN: 85/441,274 RN: 4,105,727	02/28/12	Registered
		Hardee's Food Systems LLC and Carl Karcher Enterprises LLC	United States	08/11/05	SN: 78/690,341 RN: 3,295,053	09/18/07	Registered

Trademark	Design	Owner Name	Country	Application Date	Serial No./ Registration No.	Registration Date	Status
		Hardee's Food Systems LLC and Carl Karcher Enterprises LLC	United States	01/28/11	SN: 85/228,949 RN: 4,218,636	10/02/12	Registered
JUST THE WAY IT IS		Hardee's Food Systems LLC and Carl Karcher Enterprises LLC	United States	01/26/11	SN: 85/226,619 RN: 4,024,054	09/06/11	Registered
OUR NEXT SUCCESS STORY... YOU		Hardee's Food Systems LLC and Carl Karcher Enterprises LLC	United States	03/05/12	SN: 85/560,744 RN: N/A	N/A	Pending
OUR NEXT SUCCESS STORY: YOU		Hardee's Food Systems LLC and Carl Karcher Enterprises LLC	United States	03/05/12	SN: 85/560,597 RN: N/A	N/A	Pending

Trademark	Design	Owner Name	Country	Application Date	Serial No./ Registration No.	Registration Date	Status
OUR NEXT SUCCESS STORY IS YOU		Hardee's Food Systems LLC and Carl Karcher Enterprises LLC	United States	03/05/12	SN: 85/560,594 RN: 4,231,553	10/23/12	Registered
STARS FOR TROOPS		Hardee's Food Systems LLC and Carl Karcher Enterprises LLC	United States	05/04/11	SN: 85/312,267 RN: 4,056,491	11/15/11	Registered
THE FOOD IS THE FRANCHISE		Hardee's Food Systems LLC and Carl Karcher Enterprises LLC	United States	09/11/07	SN: 77/276,306 RN: 3,522,036	10/21/08	Registered
THE WHEEL OF AWESOME		Carl Karcher Enterprises LLC and Hardee's Food Systems LLC	United States	04/06/10	SN: 85/007,756 RN: 4,112,383	03/13/12	Registered