

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Grant of Security Interest in Trademarks

CONVEYING PARTY DATA

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

RECEIVING PARTY DATA

Name:	Citibank, N.A.
Street Address:	388 Greenwich Street
Internal Address:	14th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10013
Entity Type:	National Banking Association: UNITED STATES

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

CH \$1290.00 3963533

Registration Number:	1825221	HARDEE'S
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:	3522036	THE FOOD IS THE FRANCHISE
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

TRADEMARK

REEL: 004997 FRAME: 0852

	4056491	STARS FOR TROOPS
Registration Number:	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: 9177777373
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 212-735-3000
Email: andrew.patrick@skadden.com
Correspondent Name: Skadden Arps Slate Meagher & Flom LLP
Address Line 1: Four Times Square
Address Line 2: Attn: Elaine Ziff, Esq.
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	071450/115
NAME OF SUBMITTER:	Elaine D. Ziff
Signature:	/eziff/
Date:	04/04/2013

Total Attachments: 8
source=Hardee's Trademark SA#page1.tif
source=Hardee's Trademark SA#page2.tif
source=Hardee's Trademark SA#page3.tif
source=Hardee's Trademark SA#page4.tif
source=Hardee's Trademark SA#page5.tif
source=Hardee's Trademark SA#page6.tif
source=Hardee's Trademark SA#page7.tif
source=Hardee's Trademark SA#page8.tif

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

This NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS (the “**Notice**”) is made and entered into as of April 1, 2013, by and between HARDEE’S RESTAURANTS LLC, a Delaware limited liability company located at 6307 Carpinteria Ave., Carpinteria, CA 93013 (“**Grantor**”), in favor of CITIBANK, N.A., a national banking association (“Citibank”), as trustee located at 388 Greenwich Street, 14th Floor, New York, NY 10013 (“**Trustee**”).

WHEREAS, Grantor is the owner of the United States trademarks and service marks set forth in Schedule 1 attached hereto, 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 Guarantee and Collateral Agreement, dated as of April 1, 2013, by and among Carl’s Jr. Restaurants LLC, a Delaware limited liability company, Hardee’s Restaurants LLC, a Delaware limited liability company, Carl’s Jr. SPV Guarantor LLC, a Delaware limited liability company, Hardee’s SPV Guarantor LLC, a Delaware limited liability company, each as a Guarantor, and Citibank, as Trustee (the “Guarantee and Collateral Agreement”), to secure the Obligations, Grantor has granted to the Trustee for the benefit of the Secured Parties, a security interest in Grantor’s right, title and interest in, to and under certain intellectual property of Grantor, including the Trademarks and the goodwill connected with the use of or symbolized by the Trademarks, 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 payments, proceeds, supporting obligations and accrued and future rights to payment with respect to the foregoing (collectively the “**Trademark Collateral**”); and

WHEREAS, pursuant to Section 8.25(c) of the Base Indenture, dated as of April 1, 2013, by and among Carl’s Jr. Funding LLC, a Delaware limited liability company, Hardee’s Funding LLC, a Delaware limited liability company, and Citibank, as Trustee and Securities Intermediary (the “**Indenture**”), and Section 4.6(a) of the Guarantee and Collateral Agreement, Grantor agreed to execute and deliver to the Trustee this Notice for purposes of filing the same with the PTO to confirm, evidence and perfect the security interest in the Trademark Collateral granted under the Guarantee and Collateral Agreement;

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 Indenture and the Guarantee and Collateral Agreement, which are incorporated by reference as if fully set forth herein, to secure the Obligations, Grantor hereby grants to the Trustee, for the benefit of the Secured Parties, a security interest in Grantor’s right, title and interest in, to and under the Trademark Collateral, to the extent now owned or at any time hereafter acquired by Grantor; *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 grant and/or enforcement of such security interest, including

intent-to-use applications filed with the PTO 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) or (d), *provided that* at such time that the grant and/or enforcement of the security interest will not cause such Trademark to be invalidated, cancelled, voided or abandoned such Trademark application will not be excluded from the Notice.

Capitalized terms used in this Notice (including the preamble and the recitals hereto), and not defined in this Notice, shall have the meanings assigned to such terms in Annex A attached to the Indenture.

1. The parties intend that this Notice is for recordation purposes. The terms of this Notice shall not modify the applicable terms and conditions of the Indenture or the Guarantee and Collateral Agreement, which govern the Trustee's 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 create a security interest in the Trademark Collateral in favor of the Trustee for the benefit of the Secured Parties, and Grantor hereby requests the PTO to file and record this Notice together with the annexed Schedule 1.

2. Grantor and Trustee 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 Indenture and the Guarantee and Collateral Agreement and shall terminate automatically upon the termination of the Indenture or the Guarantee and Collateral Agreement.

3. 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.

4. 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 by its duly authorized officer as of the date and year first written above.

HARDEE'S RESTAURANTS LLC

By: _____

Name: Charles A. Seigel III

Title: Secretary




[Signature Page to Notice of Grant of Security Interest in Trademarks]


**TRADEMARK
REEL: 004997 FRAME: 0856**





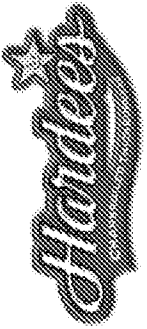
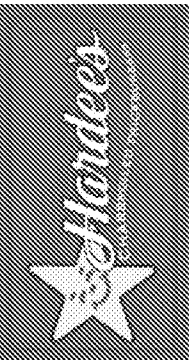
**Schedule 1
Trademarks**

U.S. FEDERAL TRADEMARKS:

Trademark	Design	Owner Name	Country	Application Date	Serial No./ Registration No.	Registration Date	Status
BECAUSE THERE'S NOTHING FRESH ABOUT PRE-COOKED CHICKEN		Hardee's Restaurants LLC	United States	6/3/2010	SN: 85/054235 RN: 3963533	5/17/2011	Registered
BIG BAG LUNCH		Hardee's Restaurants LLC	United States	3/31/2011	SN: 85/281964 RN: 4059434	11/22/2011	Registered
BIG COUNTRY		Hardee's Restaurants LLC	United States	10/8/1993	SN: 74/446728 RN: 1957006	2/20/1996	Registered
BIG TWIN		Hardee's Restaurants LLC	United States	12/5/2000	SN: 76/175519 RN: 2650355	11/12/2002	Registered
BISCUIT HOLES		Hardee's Restaurants LLC	United States	6/22/2009	SN: 77/765298 RN: 3739930	1/19/2010	Registered
BURGER CHEF		Hardee's Restaurants LLC	United States	10/9/1992	SN: 74/321969 RN: 1776896	6/15/1993	Registered
BURGER CHEF and Design		Hardee's Restaurants LLC	United States	10/13/1992	SN: 74/322334 RN: 1832980	4/26/1994	Registered
CRISPY CURLS		Hardee's Restaurants LLC	United States	1/24/2012	SN: 85/523611 RN: 4209332	9/18/2012	Registered
FRESH & JUICY		Hardee's Restaurants LLC	United States	1/13/2012	SN: 85/516130 RN: 4156072	6/5/2012	Registered (Supplemental)
FRISCO BREAKFAST SANDWICH		Hardee's Restaurants LLC	United States	7/7/2004	SN: 78/446827 RN: 3049236	1/24/2006	Registered
GLUTEN-FREE IT.		Hardee's Restaurants 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 Restaurants LLC	United States	9/30/2011	SN: 85/436258 RN: 4219312	10/2/2012	Registered
HARDEE'S		Hardee's Restaurants LLC	United States	1/21/1996	SN: 74/350280 RN: 1825221	3/8/1994	Registered
HARDEE'S		Hardee's Restaurants LLC	United States	1/29/1962	SN: 72/136764 RN: 0741048	11/20/1962	Registered
HARDEE'S		Hardee's Restaurants LLC	United States	2/7/1992	SN: 74/244008 RN: 1729627	11/3/1992	Registered
HARDEE'S and Design		Hardee's Restaurants LLC	United States	1/21/1993	SN: 74/350278 RN: 1817990	1/25/1994	Registered
HARDEE'S and Design		Hardee's Restaurants LLC	United States	5/24/1991	SN: 74/169950 RN: 1774336	6/1/1993	Registered
HARDEE'S FRISCO		Hardee's Restaurants LLC	United States	7/13/1992	SN: 74/293308 RN: 1872913	1/10/1995	Registered
HASH ROUNDS		Hardee's Restaurants LLC	United States	9/8/2009	SN: 77/821452 RN: 3789824	5/18/2010	Registered
HOME OF THE BOTTOMLESS CUP		Hardee's Restaurants LLC	United States	1/12/2011	SN: 85/216010 RN: 4027145	9/13/2011	Registered
HOME OF THE THICKBURGER		Hardee's Restaurants LLC	United States	5/31/2005	SN: 78/639909 RN: 3276896	8/7/2007	Registered
HOT MELTS		Hardee's Restaurants LLC	United States	11/22/1993	SN: 74/462146 RN: 1998838	9/3/1996	Registered
LOW CARB IT.		Hardee's Restaurants LLC	United States	9/23/2009	SN: 77/832957 RN: 3784436	5/4/2010	Registered
MONSTER BISCUIT		Hardee's Restaurants LLC	United States	5/25/2010	SN: 85/047496 RN: 3928134	3/8/2011	Registered
MONSTER BURGER		Hardee's Restaurants 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 THICKBURGE R		Hardee's Restaurants LLC	United States	2/11/2009	SN: 77/667983 RN: 3672671	8/25/2009	Registered
PRIME RIB THICKBURGE R		Hardee's Restaurants LLC	United States	7/24/2008	SN: 77/530993 RN: 3583173	3/3/2009	Registered
RISE AND SHINE		Hardee's Restaurants LLC	United States	9/13/1993	SN: 74/437264 RN: 1932512	11/7/1995	Registered
SLAMMERS		Hardee's Restaurants LLC	United States	2/6/2003	SN: 78/211871 RN: 2830916	4/6/2004	Registered
SO GOOD OUR BISCUITS ARE JEALOUS		Hardee's Restaurants LLC	United States	3/16/2011	SN: 85/268259 RN: 4041610	10/18/2011	Registered
TAILGATE PACK		Hardee's Restaurants LLC	United States	10/19/1992	SN: 74/323768 RN: 1815228	1/4/1994	Registered
THE BIG HARDEE		Hardee's Restaurants LLC	United States	9/14/2009	SN: 77/825789 RN: 3784022	5/4/2010	Registered
THE FOOD IS THE FRANCHISE		Hardee's Restaurants LLC	United States	9/11/2007	SN: 77/276306 RN: 3522036	10/21/2008	Registered
THE FRISCO and Design		Hardee's Restaurants 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 Restaurants LLC	United States	6/3/2010	SN: 85/054231 RN: 3963532	5/17/2011	Registered
THICKBURGE R		Hardee's Restaurants LLC	United States	2/6/2003	SN: 78/211876 RN: 3026394	12/13/2005	Registered
THICKBURGE RS		Hardee's Restaurants LLC	United States	1/16/2006	SN: 78/792184 RN: 3362346	1/1/2008	Registered
TRIM IT.		Hardee's Restaurants LLC	United States	9/23/2009	SN: 77/832966 RN: 3784438	5/4/2010	Registered
VEG IT.		Hardee's Restaurants 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 Restaurants LLC	United States	3/28/1996	SN: 75/080014 RN: 2037209	2/11/1997	Registered
		Hardee's Restaurants LLC and Carl's Jr. Restaurants LLC	United States	10/28/98	SN: 75/578,642 RN: 2,292,781	11/16/99	Registered
		Hardee's Restaurants LLC and Carl's Jr. Restaurants LLC	United States	02/14/11	SN: 85/241,658 RN: 4,006,305	08/02/11	Registered
		Hardee's Restaurants LLC and Carl's Jr. Restaurants LLC	United States	10/06/11	SN: 85/441,274 RN: 4,105,727	02/28/12	Registered
		Hardee's Restaurants LLC and Carl's Jr. Restaurants LLC	United States	08/11/05	SN: 78/690,341 RN: 3,295,053	09/18/07	Registered
		Hardee's Restaurants LLC and Carl's Jr. Restaurants LLC	United States	01/28/11	SN: 85/228,949 RN: 4,218,636	10/02/12	Registered

Trademark	Design	Owner Name	Country	Application Date	Serial No./ Registration No.	Registration Date	Status
JUST THE WAY IT IS		Hardee's Restaurants LLC and Carl's Jr. Restaurants 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 Restaurants LLC and Carl's Jr. Restaurants LLC	United States	03/05/12	SN: 85/560,744 RN: N/A	N/A	Pending
OUR NEXT SUCCESS STORY: YOU		Hardee's Restaurants LLC and Carl's Jr. Restaurants LLC	United States	03/05/12	SN: 85/560,597 RN: N/A	N/A	Pending
OUR NEXT SUCCESS STORY IS YOU		Hardee's Restaurants LLC and Carl's Jr. Restaurants LLC	United States	03/05/12	SN: 85/560,594 RN: 4,231,553	10/23/12	Registered
STARS FOR TROOPS		Hardee's Restaurants LLC and Carl's Jr. Restaurants 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 Restaurants LLC and Carl's Jr. Restaurants LLC	United States	09/11/07	SN: 77/276,306 RN: 3,522,036	10/21/08	Registered
THE WHEEL OF AWESOME		Carl's Jr. Restaurants LLC and Hardee's Restaurants LLC	United States	04/06/10	SN: 85/007,756 RN: 4,112,383	03/13/12	Registered