

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | NOTICE OF GRANT OF BACK-UP SECURITY INTEREST IN PATENTS - THIRD TIER |
| CONVEYING PARTY DATA | |
| Name | Execution Date |
| WENDY'S FUNDING, LLC | 06/01/2015 |
| RECEIVING PARTY DATA | |
| Name: | QUALITY IS OUR RECIPE, LLC |
| Street Address: | ONE DAVE THOMAS BLVD. |
| City: | DUBLIN |
| State/Country: | OHIO |
| Postal Code: | 43017 |
| PROPERTY NUMBERS Total: 2 | |
| Property Type | Number |
| Application Number: | 62151024 |
| Patent Number: | 7131549 |
| CORRESPONDENCE DATA | |
| Fax Number: | |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i> | |
| Email: | ebensoul@paulweiss.com, dewilliams@paulweiss.com |
| Correspondent Name: | ELANA D. BENSOUL |
| Address Line 1: | 1285 AVENUE OF THE AMERICAS |
| Address Line 4: | NEW YORK, NEW YORK 10019-6064 |
| ATTORNEY DOCKET NUMBER: | 12849-114 |
| NAME OF SUBMITTER: | ELANA D. BENSOUL |
| SIGNATURE: | /EDB/ |
| DATE SIGNED: | 06/05/2015 |
| Total Attachments: 4 | |
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| source=Notice of Grant of Back-Up Security Interest In Patents (Third-Tier) (Executed Version)#page4.tif | |

NOTICE OF GRANT OF BACK-UP SECURITY INTEREST IN PATENTS

This Notice of Grant of Back-up Security Interest in Patents (the “Notice”), is made and entered into as of June 1, 2015, by and between Wendy’s Funding, LLC, a Delaware limited liability company located at One Dave Thomas Blvd., Dublin, Ohio 43017 (“Grantor”), and Quality Is Our Recipe, LLC, a Delaware limited liability company located at One Dave Thomas Blvd., Dublin, Ohio 43017 (“Secured Party”) (collectively referred to as the “Parties”).

WHEREAS, Grantor is the owner of the United States patents and pending patent applications set forth in Schedule 1 attached hereto (collectively, the “Patents”); and

WHEREAS, pursuant to the Third Tier Contribution Agreement (Franchise Holder) 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 Patents and the right to bring an action at law or in equity for any infringement, misappropriation 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 “Patent 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 Patent Collateral granted pursuant to the Agreement in the event a court of competent jurisdiction were to hold that the contribution of the Patents pursuant to the Agreement does not constitute a valid contribution or absolute transfer of the Patents 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 Patents Collateral now owned or hereafter acquired to secure such loan in the aggregate value of the Contribution Assets.

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 contingent interest in the Patent 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 contingent security interest in the Patent 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 Patent 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 CONSTRUED IN ACCORDANCE WITH, AND GOVERNED BY, THE INTERNAL LAWS OF THE STATE OF NEW YORK WITHOUT REGARD TO CHOICE OF LAW RULES (OTHER THAN SECTIONS 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW).

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 a single agreement.

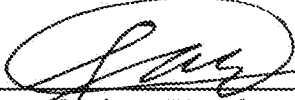
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IN WITNESS WHEREOF, the undersigned has caused this NOTICE OF GRANT OF BACK-UP SECURITY INTEREST IN PATENTS to be duly executed and delivered as of the date first written above.

GRANTOR

WENDY'S FUNDING, LLC

By: _____


Name: Gavin P. Waugh

Title: Vice President and Treasurer

SECURED PARTY

QUALITY IS OUR RECIPE, LLC

By: _____


Name: Gavin P. Waugh

Title: Vice President and Treasurer

Schedule 1

Patents

| Title | App. No. | Filing Date | Patent No. | Issue Date | Country | Status |
|--|----------|-------------|------------|------------|---------|---------|
| Container having a display feature for a portable electronic device (Wendy's Pod) | 62151024 | 4/22/2015 | N/A | N/A | U.S. | Pending |
| Double Sided Grill with Automated Control, Including Localized Prompting and Confirmation of Manual Operations | 10687791 | 10/17/2003 | 7,131,549 | 11/7/2006 | U.S. | Issued |