WENDY'S/ARBY'S GROUP, INC. Form SC TO-T/A November 26, 2008

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# **SCHEDULE TO/A**

(Amendment No. 1)

Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1) of the Securities Exchange Act of 1934

# WENDY S/ARBY S GROUP, INC.

(Name of Subject Company (Issuer))

Trian Partners, L.P.

Trian Partners Master Fund, L.P.

Trian Partners Parallel Fund I, L.P.

Trian Partners Parallel Fund II, L.P.

Trian Partners GP, L.P.

**Trian Partners General Partner, LLC** 

Trian Partners Parallel Fund I General Partner, LLC

Trian Partners Parallel Fund II GP, L.P.

**Trian Partners Parallel Fund II General Partner, LLC** 

Trian Fund Management, L.P.

Trian Fund Management GP, LLC

**Nelson Peltz** 

Peter W. May

Edward P. Garden

(Name of Filing Persons (Purchasers))

#### CLASS A COMMON STOCK, PAR VALUE \$0.10 PER SHARE

(Title of Class of Securities) 950587105

(CUSIP Number of Class of Securities)

Brian L. Schorr, Esq.

**Chief Legal Officer** 

Trian Fund Management, L.P.

280 Park Avenue

New York, New York 10017

(212) 451-3000

Copy to:

Dennis J. Block, Esq.

William P. Mills, Esq.

Cadwalader, Wickersham & Taft LLP

**One World Financial Center** 

New York, NY 10281

#### (212) 504-5555

(Name, Address and Telephone Numbers of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

#### **Calculation of Filing Fee**

Transaction Valuation\* \$166,000,000

Amount of Filing Fee \$6,523.80

\*Estimated for purposes of calculating the amount of filing fee only. Transaction value derived by multiplying 40,000,000 shares of the subject company (number of shares sought) by \$4.15 (the tender offer price per share).

x Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$6,523.80

Filing Party: Trian Partners Master Fund, L.P.

Form or Registration Number: Schedule TO-T

Date Filed: November 6, 2008

o Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- x third-party tender offer subject to Rule 14d-1.
- o issuer tender offer subject to Rule 13e-4.
- o going private transaction subject to Rule 13e-3.
- x amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: o

#### Combined Amendment No. 1 to Schedule TO and Amendment No. 31 to Schedule 13D

This Amendment No. 1 to Schedule TO and Amendment No. 31 to Schedule 13D is being filed on behalf of Trian Partners, L.P., a Delaware limited partnership ([Trian Onshore]]), Trian Partners Master Fund, L.P., a Cayman Islands limited partnership (∏Trian Master Fund∏), Trian Partners Parallel Fund I, L.P., a Delaware limited partnership ([Parallel Fund I]), Trian Partners Parallel Fund II, L.P., a Delaware limited partnership ([Parallel Fund II∏ and collectively with Trian Onshore, Trian Master Fund and Parallel Fund I, the ∏Purchaser∏), Trian Partners GP, L.P., a Delaware limited partnership ([Trian GP]), Trian Partners General Partner, LLC, a Delaware limited liability company ([Trian GP LLC]), Trian Partners Parallel Fund I General Partner, LLC, a Delaware limited liability company (||Parallel Fund I GP||), Trian Partners Parallel Fund II GP, L.P., a Delaware limited partnership (||Parallel Fund II GP[]), Trian Partners Parallel Fund II General Partner, LLC, a Delaware limited liability company ([Parallel Fund II LLC∏), Trian Fund Management, L.P., a Delaware limited partnership (∏Trian Management∏), Trian Fund Management GP, LLC, a Delaware limited liability company (Trian Management GPT, and together with the foregoing, the ∏Trian Entities∏), Nelson Peltz, a citizen of the United States of America, Peter W. May, a citizen of the United States of America, and Edward P. Garden, a citizen of the United States of America (the Trian Entities and Messrs. Peltz, May and Garden are sometimes hereinafter referred to collectively as the ∏Filing Persons∏), relating to the offer by the Purchaser to purchase up to 40,000,000 shares of Class A Common Stock, par value 0.10 per share, (the  $\parallel Shares \parallel$ ), of Wendy  $\parallel s/Arby \parallel s$  Group, Inc., a Delaware corporation ( $\parallel Wendy \parallel s/Arby \parallel s \parallel$ ) at a price of \$4.15 per Share, net to the seller in cash, without interest (subject to any required withholding of taxes), upon the terms and subject to the conditions set forth in the Offer to Purchase (the ∏Offer to Purchase∏), dated November 6, 2008, and in the related Letter of Transmittal, copies of which are attached as Exhibits (a)(1)(A) and (a)(1)(B), respectively, to the Schedule TO and Amendment No. 30 to Schedule 13D filed by the Filing Persons with the Securities and Exchange Commission on November 6, 2008.

As permitted by General Instruction G to Schedule TO, this Amendment No. 1 to Schedule TO also amends and supplements the Schedule 13D dated October 13, 1992 (the [Original Statement]), as amended and restated by Amendment No. 6 dated May 3, 1993, as amended by Amendment No. 7 dated February 14, 1996, as amended by Amendment No. 8 dated October 13, 1998, as amended by Amendment No. 9 dated March 12, 1999, as amended by Amendment No. 10 dated May 4, 1999, as amended by Amendment No. 11 dated November 12, 2002, as amended by Amendment No. 12 dated April 25, 2003, as amended by Amendment No. 13 dated July 1, 2003, as amended by Amendment No. 14 dated September 24, 2003, as amended by Amendment No. 15 dated December 4, 2003, as amended by Amendment No. 16 dated January 15, 2004, as amended by Amendment No. 17 dated April 20, 2004, as amended by Amendment No. 18 dated June 29, 2004, as amended by Amendment No. 19 dated July 23, 2004, as amended by Amendment No. 20 dated May 23, 2005, as amended by Amendment No. 21 dated January 6, 2006, as amended by Amendment No. 22 dated February 23, 2006, as amended by Amendment No. 23 dated December 26, 2006, as amended by Amendment No. 24 dated April 23, 2008, as amended by Amendment No. 25 dated September 16, 2008, as amended by Amendment No. 26 dated September 22, 2008, as amended by Amendment No. 27 dated September 24, 2008, as amended by Amendment No. 28 dated September 29, 2008, as amended by Amendment No. 29 dated October 8, 2008, and as amended by Amendment No. 30 dated November 6, 2008 (the Original Statement, as so amended shall be known as the ∏Statement∏), with respect to the Class A Common Stock, par value \$.10 per share, of Triarc Companies, Inc. (□Triarc□) (through September 29, 2008, the date of the closing of the acquisition of Wendy\[ \]s described in Item 4) and of the Company (as defined below) for periods commencing on or after September 30, 2008 (the □Class A Common Stock□), and, for periods prior to September 30, 2008, the Class B Common Stock, Series 1, par value \$.10 per share, of Triarc (the ∏Class B Common Stock∏), of Wendy∏s/Arby∏s Group, Inc. (formerly known as Triarc Companies, Inc., a Delaware corporation and successor by merger to Triarc Companies, Inc., an Ohio corporation formerly named DWG Corporation (the ∏Company∏)). Unless otherwise indicated, all capitalized terms used herein shall have the same meaning as set forth in the Statement.

### Amendment No. 31 to Schedule 13D

1	NAME OF	REPOR	RTING PERSON	
	S.S. OR I.F	R.S. IDE	ENTIFICATION NO. OF ABOVE PERSON	
	NELSON F	PELTZ		
2	CHECK TH	IE APP	ROPRIATE BOX IF A MEMBER OF A GROUP	(a) [_]
				(b) [_]
3	SEC USE (			
4	SOURCE OF	)F		
4	Not application	abla		
5			ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT	[_]
3	TO ITEMS			[_]
	2(e)	` '		
6	CITIZENS	HIP OR	PLACE OF ORGANIZATION	
	United Sta	tes		
		7	SOLE VOTING POWER (See Item 5)	
		8	SHARED VOTING POWER (See Item 5)	
	OF SHARES	5		
	FICIALLY NED BY		51,659,612 (Class A Common Stock)	
	REPORTING		51,039,012 (Class A Collilloli Stock)	
	RSON	9	SOLE DISPOSITIVE POWER (See Item 5)	
V	VITH			
			15,901,582 (Class A Common Stock)	
		10	SHARED DISPOSITIVE POWER (See Item 5)	
11	AGGREGA'	TE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	(See Item	5)		
	51,659,612	2 (Class	s A Common Stock)	
12	CHECK BO	X IF T	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN	[_]
	SHARES			
13	PERCENT	OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)	
	11.00% (C	lass A C	Common Stock)*	
14	TYPE OF F	REPORT	TING PERSON	
	IN			

<sup>\*</sup> This percentage is calculated based upon 469,769,742 shares of Class A Common Stock outstanding as of October 31, 2008, as reported in Wendy[s/Arby[s Form 10-Q, filed on November 6, 2008.

1	NAME OF	REPORT	ING PERSON	
	S.S. OR I.R	s.S. IDEN	ITIFICATION NO. OF ABOVE PERSON	
	PETER W.	MAY		
2	CHECK TH	IE APPRO	OPRIATE BOX IF A MEMBER OF A GROUP	(a) [_]
3	SEC USE C	NI Y		(b) [_]
	SOURCE O		S	
_	Not applica		O .	
			SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT	[_]
	TO ITEMS		•	,
		` '	PLACE OF ORGANIZATION	
	United Stat	tes		
		7	SOLE VOTING POWER (See Item 5)	
		8	SHARED VOTING POWER (See Item 5)	
NUMBER C		5		
BENEFI			[1 [[] 707 (Ol A O Charle)	
OWNI EACH RE			51,552,797 (Class A Common Stock)	
PERS		9	SOLE DISPOSITIVE POWER (See Item 5)	
WI	ГН			
			8,220,114 (Class A Common Stock)	
		10	SHARED DISPOSITIVE POWER (See Item 5)	
11	AGGREGAT	ГЕ АМО	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	(See Item 5	•		
		,	A Common Stock)	
		X IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN	[_]
	SHARES			
			SS REPRESENTED BY AMOUNT IN ROW (11)	
	•		mmon Stock)*	
		EPORTI	NG PERSON	
	IN			

<sup>\*</sup> This percentage is calculated based upon 469,769,742 shares of Class A Common Stock outstanding as of October 31, 2008, as reported in Wendy  $\lceil s/Arby \rceil$ s Form 10-Q, filed on November 6, 2008.

1	NAME OF	REPORT	TING PERSON	
	S.S. OR I.R EDWARD F GARDEN		NTIFICATION NO. OF ABOVE PERSON	
2	CHECK TH	E APPR	OPRIATE BOX IF A MEMBER OF A GROUP	(a) [_] (b) [_]
3	SEC USE C	NLY		_
4	SOURCE O	F FUNI	OS	
	Not Applica	able		
5	CHECK BO	X IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT	[_]
	TO ITEMS	2(d) or 2	2(e)	
6	CITIZENSI	HIP OR I	PLACE OF ORGANIZATION	
	United Stat	tes		
		7	SOLE VOTING POWER (See Item 5)	
			196,425 (Class A Common Stock)	
		8	SHARED VOTING POWER (See Item 5)	
	OF SHARES			
	ICIALLY ED BY		27,227,751 (Class A Common Stock)	
	PORTING		27,227,731 (Class A Collillion Stock)	
	SON	9	SOLE DISPOSITIVE POWER (See Item 5)	
WI	TH			
			196,425 (Class A Common Stock)	
		10	SHARED DISPOSITIVE POWER (See Item 5)	
			27,227,751 (Class A Common Stock)	
11	AGGREGAT	ГЕ АМО	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	(See Item 5	5)		
	27,424,176	(Class	A Common Stock)	
12	CHECK BO	X IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN	[_]
	SHARES			
13	PERCENT	OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)	
	5.84% (Cla	ss A Cor	nmon Stock)*	
14	TYPE OF R	EPORTI	NG PERSON	
	IN			

<sup>\*</sup> This percentage is calculated based upon 469,769,742 shares of Class A Common Stock outstanding as of October 31, 2008, as reported in Wendy  $\lceil s/Arby \rceil$ s Form 10-Q, filed on November 6, 2008.

1	NAME OF REPORTING PERSON						
	Trian Fund	Manag	gement, L.P.				
	S.S. OR I.R.	S. IDE	NTIFICATION NO. OF ABOVE PERSON				
	20-3454182	2					
2	CHECK TH	E APPF	ROPRIATE BOX IF A MEMBER OF A GROUP	(a) [_] (b) [_]			
3	SEC USE O	NLY		( , , L_3			
4	SOURCE O	F FUNI	DS				
	00						
5	CHECK BO		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT 2(e)	[_]			
6			PLACE OF ORGANIZATION				
	Delaware						
		7	SOLE VOTING POWER (See Item 5)				
			0				
		8	SHARED VOTING POWER (See Item 5)				
	IBER OF						
	IARES FICIALLY						
	NED BY		27,227,751 (Class A Common Stock)				
EACH I	REPORTING						
PE	RSON	9	SOLE DISPOSITIVE POWER (See Item 5)				
V	VITH						
			0				
		10	SHARED DISPOSITIVE POWER (See Item 5)				
			27,227,751 (Class A Common Stock)				
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
	(See Item 5	•					
			A Common Stock)				
12	CHECK BO	X IF TF	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN	[_]			
13	PERCENT (	OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)				
	5.80% (Clas	ss A Co	mmon Stock)*				
14	TYPE OF R	EPORT	ING PERSON				
	PN						

<sup>\*</sup> This percentage is calculated based upon 469,769,742 shares of Class A Common Stock outstanding as of October 31, 2008, as reported in Wendy  $\lceil s/Arby \rceil$ s Form 10-Q, filed on November 6, 2008.

1		NAME OF REPORTING PERSON Trian Fund Management GP, LLC						
	THan Func	ı Mana	gement or, LLC					
	S.S. OR I.F	R.S. IDE	ENTIFICATION NO. OF ABOVE PERSON					
	20-345408	7						
2	CHECK TH	IE APP	ROPRIATE BOX IF A MEMBER OF A GROUP	(a) [_] (b) [_]				
3	SEC USE (	ONLY		(2) [_]				
4	SOURCE C		IDS					
	00							
5			SISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT	[_]				
6	TO ITEMS		PLACE OF ORGANIZATION					
U	Delaware	HIF OK	A FLACE OF ORGANIZATION					
	Delaware	7	SOLE VOTING POWER (See Item 5)					
		,	0					
		8	SHARED VOTING POWER (See Item 5)					
	MBER OF							
	SHARES							
	EFICIALLY WNED BY		27,227,751 (Class A Common Stock)					
	REPORTING		27,227,701 (Old35 /1 Odilililoli Oldok)					
	PERSON	9	SOLE DISPOSITIVE POWER (See Item 5)					
	WITH							
			0					
		10	SHARED DISPOSITIVE POWER (See Item 5)					
			27,227,751 (Class A Common Stock)					
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
	(See Item	•						
			s A Common Stock)					
12	CHECK BO SHARES	OX IF T	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN	[_]				
13		OF CL	ASS REPRESENTED BY AMOUNT IN ROW (11)					
			ommon Stock)*					
14	,		ΓING PERSON					
	00							

<sup>\*</sup> This percentage is calculated based upon 469,769,742 shares of Class A Common Stock outstanding as of October 31, 2008, as reported in Wendy[s/Arby]s Form 10-Q, filed on November 6, 2008.

1		NAME OF REPORTING PERSON Trian Partners GP, L.P.							
	S.S. OR I.R 20-345377		ENTIFICATION NO. OF ABOVE PERSON						
2		_	ROPRIATE BOX IF A MEMBER OF A GROUP	(a) [_] (b) [_]					
3	SEC USE C	ONLY		(, [_]					
4	SOURCE C	F FUN	IDS						
5	CHECK BC TO ITEMS		ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT (2(e)	[_]					
6	CITIZENSI Delaware	HIP OR	PLACE OF ORGANIZATION						
		7	SOLE VOTING POWER (See Item 5) 0						
5	MBER OF SHARES EFICIALLY	8	SHARED VOTING POWER (See Item 5)						
	WNED BY REPORTING		27,227,751 (Class A Common Stock)						
	PERSON WITH	9	SOLE DISPOSITIVE POWER (See Item 5)						
			0						
		10	SHARED DISPOSITIVE POWER (See Item 5)						
			27,227,751 (Class A Common Stock)						
11	(See Item 5	5)	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
			s A Common Stock)						
12	SHARES	X IF T	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN	[_]					
13			ASS REPRESENTED BY AMOUNT IN ROW (11) common Stock)*						
14	TYPE OF R PN	EPORT	TING PERSON						

<sup>\*</sup> This percentage is calculated based upon 469,769,742 shares of Class A Common Stock outstanding as of October 31, 2008, as reported in Wendy[s/Arby]s Form 10-Q, filed on November 6, 2008.

1	NAME OF	REPOR	RTING PERSON				
	Trian Partn	ers Ge	neral Partner, LLC				
	S.S. OR I.R	.S. IDE	ENTIFICATION NO. OF ABOVE PERSON				
	20-3453595	5					
2	CHECK TH	E APP	ROPRIATE BOX IF A MEMBER OF A GROUP	(a) [_] (b) [_]			
3	SEC USE C	NLY					
4	SOURCE O	F FUN	TDS				
	00						
5	CHECK BO	X IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT	[_]			
	TO ITEMS	2(d) or	2(e)				
6	CITIZENSI	HIP OR	PLACE OF ORGANIZATION				
	Delaware						
		7	SOLE VOTING POWER (See Item 5)				
			0				
		8	SHARED VOTING POWER (See Item 5)				
	MBER OF						
	HARES EFICIALLY						
	NED BY		27,227,751 (Class A Common Stock)				
EACH I	REPORTING						
	ERSON	9	SOLE DISPOSITIVE POWER (See Item 5)				
7	WITH						
			0				
		10	SHARED DISPOSITIVE POWER (See Item 5)				
			27,227,751 (Class A Common Stock)				
11	AGGREGAT	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	(See Item 5	5)					
			s A Common Stock)				
12	CHECK BO	X IF T	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN	[_]			
	SHARES						
13			ASS REPRESENTED BY AMOUNT IN ROW (11)				
			ommon Stock)*				
14		EPORT	TING PERSON				
	OO	00					

<sup>\*</sup> This percentage is calculated based upon 469,769,742 shares of Class A Common Stock outstanding as of October 31, 2008, as reported in Wendy[s/Arby]s Form 10-Q, filed on November 6, 2008.

1	NAME OF I		RTING PERSON P.	
			ENTIFICATION NO. OF ABOVE PERSON	
	20-3453988			
2	CHECK TH	E APP	ROPRIATE BOX IF A MEMBER OF A GROUP	(a) [_] (b) [_]
3	SEC USE C	NLY		\
4	SOURCE O	F FUN	IDS	
	00			
5	CHECK BO	X IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT	[_]
	TO ITEMS	2(d) or	· 2(e)	
6	CITIZENSI	IIP OR	PLACE OF ORGANIZATION	
	Delaware			
		7	SOLE VOTING POWER (See Item 5)	
			0	
		8	SHARED VOTING POWER (See Item 5)	
	MBER OF HARES			
	EFICIALLY			
	/NED BY		6,430,910 (Class A Common Stock)	
	REPORTING			
	ERSON	9	SOLE DISPOSITIVE POWER (See Item 5)	
	WITH			
		4.0	0	
		10	SHARED DISPOSITIVE POWER (See Item 5)	
1.1	ACCRECAT	DT 43.6	6,430,910 (Class A Common Stock)	
11			OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	(See Item 5	•	A Common Charle)	
10		•	A Common Stock)	
12	SHARES	XIF I.	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN	[_]
13		OF CL	ASS REPRESENTED BY AMOUNT IN ROW (11)	
13			ommon Stock)*	
14			FING PERSON	
14	PN	FLOU	IIIO I EROON	
	T IN			

<sup>\*</sup> This percentage is calculated based upon 469,769,742 shares of Class A Common Stock outstanding as of October 31, 2008, as reported in Wendy  $\lceil s/Arby \rceil$ s Form 10-Q, filed on November 6, 2008.

1	NAME OF	REPOR	TING PERSON				
	Trian Partn	ers Ma	aster Fund, L.P.				
	S.S. OR I.R	.S. IDE	NTIFICATION NO. OF ABOVE PERSON				
	98-0468601	1					
2	CHECK TH	E APPI	ROPRIATE BOX IF A MEMBER OF A GROUP	(a) [_] (b) [_]			
3	SEC USE C	NLY					
4	SOURCE O	F FUN	DS				
	OO						
5	CHECK BO	X IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT	[_]			
	TO ITEMS	2(d) or	2(e)				
6	CITIZENSE	HIP OR	PLACE OF ORGANIZATION				
	Cayman Isl	ands					
		7	SOLE VOTING POWER (See Item 5)				
			0				
		8	SHARED VOTING POWER (See Item 5)				
	MBER OF						
	HARES EFICIALLY						
	NED BY		20,064,053 (Class A Common Stock)				
EACH I	REPORTING		20,002,000 (0146011 001111011 000011)				
PE	ERSON	9	SOLE DISPOSITIVE POWER (See Item 5)				
1	WITH						
			0				
		10	SHARED DISPOSITIVE POWER (See Item 5)				
			20,064,053 (Class A Common Stock)				
11	AGGREGAT	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	(See Item 5)						
	20,064,053 (Class A Common Stock)						
12	CHECK BO	X IF TI	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN	[_]			
	SHARES						
13	PERCENT (	OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)				
	4.27% (Clas	ss A Co	ommon Stock)*				
14	TYPE OF R	EPORT	TING PERSON				
	PN						

<sup>\*</sup> This percentage is calculated based upon 469,769,742 shares of Class A Common Stock outstanding as of October 31, 2008, as reported in Wendy[s/Arby]s Form 10-Q, filed on November 6, 2008.

1 NAME OF REPORTING PERSON