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U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

Form PTO-1594 (Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)  
Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please forward the enclosed original documents or copy thereof.

<p>1. Name of conveying party(ies):</p> <p><b>THE QUIZNO'S CORPORATION</b></p> <p><input type="checkbox"/> Individual(s)      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership      <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-State <b>COLORADO</b>  <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: <u>THE QUIZNO'S MASTER LLC</u>  Internal  Address: _____  Street Address: <u>1415 LARIMER STREET</u>  City: <u>DENVER</u> State: <u>CO</u> Zip: <u>80202</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input type="checkbox"/> Corporation-State _____  <input checked="" type="checkbox"/> Other <u>LIMITED LIABILITY COMPANY - COLORADO</u></p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  (Designations must be a separate document from assignment)  Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment      <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement      <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>JUNE 27, 2002</u></p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) <b>SEE ATTACHED EXHIBIT B</b></p> <p>B. Trademark Registration No.(s) <b>SEE ATTACHED EXHIBIT A</b></p> <p>Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>MARK I. FELDMAN</u>  Internal Address: <u>PIPER RUDNICK</u>  _____  _____  Street Address: <u>P.O. BOX 64907</u>  _____  City: <u>CHICAGO</u> State: <u>IL</u> Zip: <u>60664-0807</u> (Attach duplicate copy of this page if paying by deposit account)</p>	<p>6. Total number of applications and registrations involved: <span style="border: 1px solid black; padding: 2px;">31</span></p> <p>7. Total fee (37 CFR 3.41)..... <u>\$ 790.00</u></p> <p><input checked="" type="checkbox"/> Enclosed  <input checked="" type="checkbox"/> ANY ADDITIONAL FEES ARE Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>18-2284</u></p>
<p><b>DO NOT USE THIS SPACE</b></p>	
<p>9. Statement and signature.  <i>To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.</i></p> <p><u>MARK I. FELDMAN</u>      <u>Mark Feldman</u>      <u>JULY 30, 2002</u>  Name of Person Signing      Signature      Date</p> <p style="text-align: right;">Total number of pages including cover sheet, attachments, and document: <span style="border: 1px solid black; padding: 2px;">4</span></p>	

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

03/04/2003 TDIAZ1 0000058 182284 1640049

01 FC:8521 40.00 CH  
02 FC:8522 750.00 CH

**EXHIBIT A****Registered U.S. Trademarks**

<b>Trademark</b>	<b>Reg. No.</b>	<b>Reg. Date</b>
BAIN'S	1,640,049	April 2, 1991
BAIN'S CAFETERIA (STYLIZED)	959,079	May 15, 1973
CHEEZE LOUISE (AND DESIGN)	2,144,161	March 17, 1998
CHEEZE LOUISE (AND DESIGN)	2,125,221	December 30, 1997
CIAO! BABY	2,480,913	August 21, 2001
OVEN TOASTED TASTES BETTER	2,540,306	February 19, 2002
QUIZNO'S	1,317,421	January 29, 1985
QUIZNO'S (STYLIZED)	1,317,420	January 29, 1985
QUIZNO'S (AND DESIGN)	1,716,834	September 15, 1992
QUIZNO'S AND Q LOGO	1,965,096	April 2, 1996
QUIZNO'S EXPRESS CLASSIC SUBS	2,086,598	August 5, 1997
QUIZNO'S SUBS OVEN BAKED CLASSICS (AND DESIGN)	2,228,680	March 2, 1999
SMOOTHIE Q	2,468,324	July 10, 2001
SMOOTHIE Q (STYLIZED)	2,466,397	July 3, 2001
SUB & STUFF	1,212,799	October 12, 1982
SUB & STUFF (stylized)	1,133,359	April 15, 1980

**EXHIBIT B****Pending U.S. Trademark Applications**

<b>Trademark</b>	<b>Serial No.</b>	<b>Filing Date</b>
CRUSTINO'S	75/839264	November 3, 1999
MMMM...TOASTY	76/389,522	April 1, 2002
MMMM...TOASTY	76/389,519	April 1, 2002
MR. QUIZ KNOWS	76/315,480	September 20, 2001
Q (AND DESIGN)	76/315,132	September 20, 2001
Q BREAKFAST	76/222,685	March 9, 2001
Q BREW	76/222,683	March 9, 2001
Q (DESIGN)	76/315,131	September 20, 2001
QUIZ KIDZ	76/315,477	September 20, 2001
QUIZNOS	76/382,249	March 13, 2002
QUIZNOS	76/382,142	March 13, 2002
TOASTY	76/389,520	April 1, 2002
TOASTY	76/389,521	April 1, 2002
TURBO TURKEY SUB	76/315,478	September 20, 2001
WHAMMY HAMMY SUB	76/315,479	September 20, 2001

**ASSIGNMENT OF U.S. TRADEMARKS**

**WHEREAS**, The Quizno's Corporation, a Colorado corporation, with a principal place of business at 1415 Larimer Street, Denver, Colorado 80202 ("Assignor"), owns the trademarks listed in **Exhibits A and B**, which have been applied for or registered with the United States Patent and Trademark Office (the "Marks"); and

**WHEREAS**, The Quizno's Master LLC, a Colorado limited liability company, with a principal place of business at 1415 Larimer Street, Denver, Colorado 80202 ("Assignee") desires to acquire the entire right, title and interest in, to and under said Marks;

**NOW, THEREFORE**, for one dollar U.S. (\$1.00) and other valuable and legally sufficient consideration, the receipt and legal sufficiency of which are hereby acknowledged by Assignor, Assignor does hereby sell, assign, transfer and set over to said Assignee all its right, title and interest in, to and under said Marks, including all common law rights, together with the goodwill of the business symbolized by the Marks, together with all rights and privileges granted and secured thereby, including the right to sue and recover for any past infringement, said rights to be held and enjoyed by Assignee, for its own use and benefit and for the use and benefit of its successors, assigns or other legal representatives as fully and entirely as the same would have been held and enjoyed by said Assignor if this Assignment and sale had not been made.

**IN TESTIMONY WHEREOF**, Assignor has executed this Assignment effective as of June 27, 2002.

**THE QUIZNO'S CORPORATION**

By: *Amy Powers*  
Amy Powers  
Deputy Chief General Counsel

State of Colorado }  
County of Denver } SS

On this 24 day of July, 2002, before me, a Notary Public in and for the County and State aforesaid, appeared Amy Powers, to me personally known to be the same person who subscribed to the foregoing instrument, and acknowledged that execution of said document was a free and voluntary act for the uses and purposes therein expressed.

WITNESS my hand and seal the day and year last above given.

Notary Public: *Michelle J. Yante*

My Commission Expires: 02-07-2004