04-09-2003

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Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

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

Tab settings ⇨⇨⇨

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

1. Name of conveying party(ies): 4-4-03

Qdoba Restaurant Corporation

- [ ] Individual(s)
- [ ] Association
- [ ] General Partnership
- [ ] Limited Partnership
- [x] Corporation-State
- [ ] Other

Additional name(s) of conveying party(ies) attached? [ ] Yes [x] No

2. Name and address of receiving party(ies)

Name: Wachovia Bank, National Association, as Administrative Agent

Internal Address:

Street Address: 301 S. College Street, 5th FL

City: Charlotte State: NC Zip: 28288-0760

- [ ] Individual(s) citizenship
- [x] Association national banking association
- [ ] General Partnership
- [ ] Limited Partnership
- [ ] Corporation-State
- [ ] Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: [ ] Yes [ ] No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? [ ] Yes [x] No

3. Nature of conveyance:

- [ ] Assignment
- [ ] Merger
- [x] Security Agreement
- [ ] Change of Name
- [ ] Other

Execution Date: 02/21/2003

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 76014754, 75720644, 76375971, 76347150, 76375972

B. Trademark Registration No.(s)

Additional number(s) attached [x] Yes [ ] No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Richard Brown, Esq.

Internal Address:

Kennedy Covington Lobdell & Hickman, LLP

Street Address: 214 N. Tryon Street
47th Floor

City: Charlotte State: NC Zip: 28202

6. Total number of applications and registrations involved: 11

7. Total fee (37 CFR 3.41).....$ 290.00

- [x] Enclosed
- [ ] Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Betty G. Smith
Name of Person Signing

Signature

2/21/2003
Date

Total number of pages including cover sheet, attachments, and document: 7

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

04/08/2003 TDIAZ1 00000137 76014754
01 FC:851 40.00 OP
02 FC:852 250.00 OP

OFFICE OF PATENTS & TRADEMARKS
2003 APR 4 AM 9:35
FINANCE SECTION

CONTINUATION OF ITEM 4 FROM TRADEMARK COVER SHEET

Trademark Application Number

75/841758
75/841760
75/866205
75/922440
76/065541
75/220992

2141111.01
LIB:CH

ASSIGNMENT OF SECURITY INTEREST
IN UNITED STATES PATENTS AND TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, QDOBA RESTAURANT CORPORATION., a Delaware corporation (the "Assignor"), having its chief executive office at 4865 Ward Road, Suite 500, Wheat Ridge, Colorado 80033, hereby assigns and grants to WACHOVIA BANK, NATIONAL ASSOCIATION, with offices at 301 South College Street, 5th Floor, Charlotte, North Carolina 28288-0760 (the "Assignee"), a security interest in all of the Assignor's right, title and interest in, to and under the following (all of the following items or types or property being herein collectively referred to as the "Patent and Trademark Collateral"), whether presently existing or hereafter arising or acquired:

(i) each Patent and Patent application of the Assignor, including each Patent and Patent application referred to on Schedule A hereto;

(ii) each Trademark, Trademark registration and Trademark application, and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark, Trademark registration and Trademark application of the Assignor, including each Trademark, Trademark Registration and Trademark Application referred to in Schedule B hereto;

(iii) all products and proceeds of the foregoing, including any claim by the Assignor against third parties for past, present or future infringement of any Patent, or past, present or future infringement or dilution of any Trademark or Trademark registration, including any Patent or Trademark listed on Schedule A or Schedule B hereto, as applicable, or under any Patent or Trademark licensed under any Patent License or Trademark License, including any such License listed on Schedule A or Schedule B hereto, as applicable, or for injury to the goodwill associated with any Trademark, Trademark registration or Trademark License.

THIS ASSIGNMENT shall have an effective date as of February 21, 2003.

THIS ASSIGNMENT has been granted in conjunction with the security interest granted to the Assignee under the Collateral Agreement, dated as of January 22, 2003 by and among Jack in the Box Inc., certain of its Subsidiaries party thereto and the Assignee (as supplemented by that Joinder Agreement dated as of February 21, 2003, and as may be further amended, restated, supplemented or otherwise modified from time to time, the "Collateral Agreement"). Capitalized terms used herein but not defined herein shall have the meaning assigned to them in the Collateral Agreement. The rights and remedies of the Assignee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Collateral Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Assignment are deemed to conflict with the Collateral Agreement, the provisions of the Collateral Agreement shall govern.

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, the undersigned have executed this Assignment as of the 21st day of February, 2003.

QDOBA RESTAURANT CORPORATION, as Assignor

By: _____

Name: GARY J. BEISLER

Title: CEO AND PRESIDENT

STATE OF COLORADO

COUNTY OF JEFFERSON

The foregoing instrument was acknowledged before me this 21st day of February, 2003 by GARY J. BEISLER, as CEO AND PRESIDENT of QDOBA RESTAURANT CORPORATION, a Delaware corporation, on behalf of QDOBA RESTAURANT CORPORATION.

[NOTARY SEAL]

GAIL M. HILL NOTARY PUBLIC STATE OF COLORADO

_____

Notary Public

My commission expires: 6-3-05

WACHOVIA BANK, NATIONAL
ASSOCIATION, as Assignee

By: _____
Name: TODD SCHANZLIN
Title: VP

STATE OF NC

COUNTY OF MECKLENBURG

The foregoing instrument was acknowledged before me this 21 day of February, 2003 by TODD SCHANZLIN as VP of WACHOVIA BANK, NATIONAL ASSOCIATION, a national banking association, on behalf of WACHOVIA BANK, NATIONAL ASSOCIATION.

Stephanie Dorchinsky

My Commission Expires Dec. 29, 2003

2129888.02
LIB:

[Assignment of Security Interest in US Patents and Trademarks]

Schedule A

PATENTS

NONE

Schedule B

Trademark	Status	Curr App No.	Curr App Dt.	Curr Reg. No.	Curr Reg D
DESIGN (Cactus Logo)	Registered	76/014754	03/31/2000	2499125	10/16/2001
IT'S FOR REAL	Registered	75/720644	06/03/1999	2336083	03/28/2000
NAKED BURRITO	Filed	NYA	11/19/2002		
NOT JUST BIG BURRITOS. BIG FLAVOR	Filed	76/375971	02/27/2002		
Q-TO-GO	Filed	76/347150	12/07/2001		
Q-TO-GO & Design (Cactus Logo)	Filed	76/375972	02/27/2002		
QDOBA	Registered	75/841758	11/05/1999	2462773	06/19/2001
QDOBA MEXICAN GRILL	Registered	75/841760	11/05/1999	2452146	05/15/2001
QDOBA MEXICAN GRILL & Design (Cactus Logo)	Registered	75/866205	12/07/1999	2464633	06/26/2002
QDOBA MEXICAN GRILL & Design (Cactus Logo)	Registered	75/922440	02/18/2000	2574316	05/28/2002
TAKE THE ROAD TO QDOBA MEXICAN GRILL	Registered	76/065541	06/08/2000	2524500	01/01/2002
TECA	Registered	75/220992	01/03/97	2145517	03/17/1998