

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	SECURITY INTEREST
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Schlotsky's Franchisor, LLC		01/30/2004	LTD LIAB JT ST CO: DELAWARE

RECEIVING PARTY DATA	
Name:	Commerce National Bank
Street Address:	5300 Bee Cave Road
City:	Austin
State/Country:	TEXAS
Postal Code:	78746
Entity Type:	a national banking association:

PROPERTY NUMBERS Total: 24

Property Type	Number	Word Mark
Registration Number:	1375154	BUN RUN
Registration Number:	1385566	A WHOLE WORLD OF FLAVORS IN EVERY BITE
Registration Number:	2239445	TOP BUN
Registration Number:	2235917	SCHLOTZSKY'S DELI
Registration Number:	1252537	SCHLOTZSKY'S
Registration Number:	1775366	SCHLOTZSKY'S
Registration Number:	1632660	TOP BUN
Registration Number:	1337033	SCHLOTZSKY'S
Registration Number:	1940035	BEST BUNS IN TOWN
Registration Number:	2641418	SCHLOTZSKY'S DELI HOME OF THE FAMOUS ORIGINAL SANDWICH EST. 1971
Registration Number:	1528939	BAKED DAILY FRESH
Registration Number:	1147774	SCHLOTZSKY
Registration Number:	1632407	TOP BUN
Registration Number:	1649784	SERIOUS PIZZA

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Registration Number:	1150687	SCHLOTZSKY'S
Registration Number:	2044593	
Registration Number:	1956280	RUN YOUR BUNS OFF
Registration Number:	2041225	FUNNY NAME. SERIOUS SANDWICH.
Registration Number:	2519873	DELI DOLLARS
Registration Number:	2522315	DELI DEAL
Registration Number:	2496141	COOL DELI
Registration Number:	2734486	EAT LOCALLY CONNECT GLOBALLY
Serial Number:	76496513	AMERICA'S FAVORITE DELI
Serial Number:	76451349	COOL CLOUD

**CORRESPONDENCE DATA**

Fax Number: (512)322-2501

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Email: austmdept@bakerbotts.com

Correspondent Name: Baker Botts L.L.P.

Address Line 1: 98 San Jacinto Blvd.

Address Line 2: Suite 1500

Address Line 4: Austin, TEXAS 78701

ATTORNEY DOCKET NUMBER:	074737.0102
NAME OF SUBMITTER:	E. Scott Lineberry

**Total Attachments: 5**

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## GRANT OF SECURITY INTEREST IN TRADEMARKS

Pursuant to a Security Agreement (the "**Security Agreement**"), dated as of January 30, 2004, Schlotzsky's Franchisor, LLC, a Delaware limited liability company ("**Grantor**"), whose address is 203 Colorado Street, Austin, Texas 78701, Attention: Legal Department, as assignor, hereby grants and assigns to Commerce National Bank, a branch of Lubbock National Bank, a national banking association ("**Assignee**"), whose address is 5300 Bee Cave Road, Austin, Texas 78746, Attention: Mr. Brannin Prideaux, as assignee, a continuing security interest in and a continuing lien upon, all trademarks and service marks, registrations and applications for registration now owned or hereafter acquired by Grantor, together with the goodwill associated therewith (the "**Goodwill**"), including without limitation the below listed registrations and applications for registration:

### Registrations

<u>Nature of Interest (e.g., owner, licensee)</u>	<u>Registered Trademark</u>	<u>Registration Number</u>	<u>Date Registered</u>	<u>Jurisdiction of Registration</u>
Owner	Bun Run	44636	3/12/1985	Texas
Owner	Best Buns in Town	45936	2/3/1986	Texas
Owner	Run Your Buns Off	44735	4/17/1985	Texas
Owner	Miscellaneous Design of Legged Bun Running	44637	3/12/1985	Texas
Owner	Bun Run	1375154	12/10/1985	United States
Owner	A Whole World of Flavors in Every Bite	1385566	3/4/1986	United States
Owner	Top Bun	2239445	4/13/1999	United States
Owner	Schlotzsky's Deli	2235917	3/30/1999	United States
Owner	Schlotzsky's and Design (with color)	1252537	9/27/1983	United States
Owner	Schlotzsky's	1775366	6/8/1993	United States
Owner	Top Bun	1632660	1/22/1991	United States
Owner	Schlotzsky's	1337033	5/21/1985	United States
Owner	Best Buns in Town	1940035	12/5/1995	United States

<u>Nature of Interest (e.g., owner, licensee)</u>	<u>Registered Trademark</u>	<u>Registration Number</u>	<u>Date Registered</u>	<u>Jurisdiction of Registration</u>
Owner	Schlotsky's Deli and Design (Home of the Original Logo)	2641418	10/29/2002	United States
Owner	Baked Fresh Daily and Design	1528939	3/7/1989	United States
Owner	Schlotszsky	1147774	2/24/1981	United States
Owner	Top Bun	1632407	1/22/1991	United States
Owner	Serious Pizza	1649784	7/2/1991	United States
Owner	Schlotszsky's	1150687	4/7/1981	United States
Owner	Miscellaneous Design of Legged Bun Running	2044593	3/11/1997	United States
Owner	Run Your Buns Off	1956280	2/13/1996	United States
Owner	Funny Name. Serious Sandwich.	2041225	2/25/1997	United States
Owner	Deli Dollars	2519873	12/18/2001	United States
Owner	Deli Deal	2522315	12/25/2001	United States
Owner	Cool Deli	2496141	10/9/2001	United States
Owner	Eat Locally. Connect Globally.	2734486	7/8/2003	United States

### Applications

<u>Nature of Interest (e.g. owner, licensee)</u>	<u>Application relates to following Trademark</u>	<u>Application Number</u>	<u>Date of Application</u>	<u>Jurisdiction of Application</u>
Owner	America's Favorite Deli	76/496,513	3/10/2003	United States
Owner	Cool Cloud	76/451,349	9/17/2002	United States

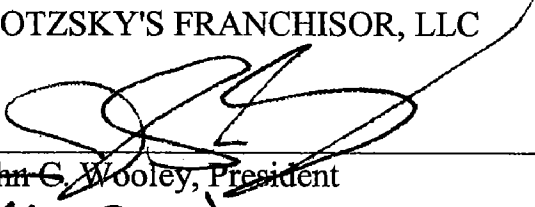
<u>Nature of Interest (e.g. owner, licensee)</u>	<u>Common Law (unregistered) Trademark</u>	<u>Date of First Use</u>	<u>Geographic Area Where Used</u>
Owner			United States
Owner			United States
Owner			United States
Owner			United States

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The Assignee's security interest in such trademarks and service marks, registrations and applications for registration thereof and Goodwill can be terminated only in accordance with the terms of the Security Agreement.

SCHLOTZSKY'S FRANCHISOR, LLC

By: \_\_\_\_\_

  
John G. Wooley, President

Jeffrey J.

Sr Vice

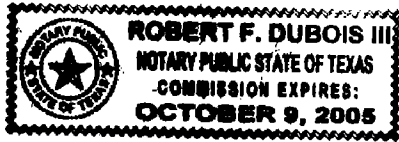
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ACKNOWLEDGMENT:

STATE OF TEXAS

COUNTY OF TRAVIS

On this 30<sup>th</sup> day of January, 2004, before me, a Notary Public for the State and County aforesaid, came Jeffrey J. Wooley, to me known and known to be the Senior Vice President of Schlotsky's Franchisor, LLC, and he acknowledged to me that he executed the foregoing Assignment pursuant to authority duly vested in him by said Schlotsky's Franchisor, LLC.



*Robert F. Dubois III*  
Notary Public

AUS01:334682.2

*{Acknowledgment Page to Grant of Security Interest in Trademarks}*