

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Release of Security Interest

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Levine Leichtman Capital Partners II, L.P.		10/20/2004	LIMITED PARTNERSHIP: CALIFORNIA

RECEIVING PARTY DATA	
Name:	The Quizno's Holding Company
Street Address:	1475 Lawrence Street
Internal Address:	Suite 400
City:	Denver
State/Country:	COLORADO
Postal Code:	80202
Entity Type:	CORPORATION: NEVADA
Name:	The Quizno's Master LLC
Street Address:	1475 Lawrence Street
Internal Address:	Suite 400
City:	Denver
State/Country:	COLORADO
Postal Code:	80202
Entity Type:	Limited Liability Company: COLORADO
Name:	The Quizno's Acquisition Company LLC
Street Address:	1475 Lawrence Street
Internal Address:	Suite 400
City:	Denver
State/Country:	COLORADO
Postal Code:	80202
Entity Type:	Limited Liability Company: COLORADO
Name:	The Quizno's Operating Company LLC
Street Address:	1475 Lawrence Street
Internal Address:	
City:	
State/Country:	
Postal Code:	
Entity Type:	

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Internal Address:	Suite 400
City:	Denver
State/Country:	COLORADO
Postal Code:	80202
Entity Type:	Limited Liability Company: COLORADO

Name:	The Quizno's Realty Company LLC
Street Address:	1475 Lawrence Street
Internal Address:	Suite 400
City:	Denver
State/Country:	COLORADO
Postal Code:	80202
Entity Type:	Limited Liability Company: COLORADO

Name:	American Food Distributors LLC
Street Address:	1475 Lawrence Street
Internal Address:	Suite 400
City:	Denver
State/Country:	COLORADO
Postal Code:	80202
Entity Type:	Limited Liability Company: COLORADO

Name:	Quiz-Dia LLC
Street Address:	1475 Lawrence Street
Internal Address:	Suite 400
City:	Denver
State/Country:	COLORADO
Postal Code:	80202
Entity Type:	Limited Liability Company: COLORADO

Name:	The Quizno's Franchise Company LLC
Street Address:	1475 Lawrence Street
Internal Address:	Suite 400
City:	Denver
State/Country:	COLORADO
Postal Code:	80202
Entity Type:	Limited Liability Company: COLORADO

Name:	Quizno's Services Company LLC
Street Address:	1475 Lawrence Street

Internal Address:	Suite 400
City:	Denver
State/Country:	COLORADO
Postal Code:	80202
Entity Type:	Limited Liability Company: COLORADO

Name:	Quiz-Can LLC
Street Address:	1475 Lawrence Street
Internal Address:	Suite 400
City:	Denver
State/Country:	COLORADO
Postal Code:	80202
Entity Type:	Limited Liability Company: COLORADO

Name:	Capotek LLC
Street Address:	1475 Lawrence Street
Internal Address:	Suite 400
City:	Denver
State/Country:	COLORADO
Postal Code:	80202
Entity Type:	Limited Liability Company: COLORADO

Name:	S&S Equipment Company LLC
Street Address:	1475 Lawrence Street
Internal Address:	Suite 400
City:	Denver
State/Country:	COLORADO
Postal Code:	80202
Entity Type:	Limited Liability Company: COLORADO

Name:	American Freight Company LLC
Street Address:	1475 Lawrence Street
Internal Address:	Suite 400
City:	Denver
State/Country:	COLORADO
Postal Code:	80202
Entity Type:	Limited Liability Company: COLORADO

Name:	US Fulfillment LLC
Street Address:	1475 Lawrence Street

Internal Address:	Suite 400
City:	Denver
State/Country:	COLORADO
Postal Code:	80202
Entity Type:	Limited Liability Company: COLORADO

Name:	TQSC LLC
Street Address:	1475 Lawrence Street
Internal Address:	Suite 400
City:	Denver
State/Country:	COLORADO
Postal Code:	80202
Entity Type:	Limited Liability Company: COLORADO

Name:	American Payroll Company
Street Address:	1475 Lawrence Street
Internal Address:	Suite 400
City:	Denver
State/Country:	COLORADO
Postal Code:	80202
Entity Type:	CORPORATION: COLORADO

Name:	Quizno's Franchising LLC
Street Address:	1475 Lawrence Street
Internal Address:	Suite 400
City:	Denver
State/Country:	COLORADO
Postal Code:	80202
Entity Type:	Limited Liability Company: COLORADO

Name:	Boulder Aviation Management LLC
Street Address:	1475 Lawrence Street
Internal Address:	Suite 400
City:	Denver
State/Country:	COLORADO
Postal Code:	80202
Entity Type:	Limited Liability Company: COLORADO

Name:	Quiz-UK LLC
Street Address:	1475 Lawrence Street

Internal Address:	Suite 400
City:	Denver
State/Country:	COLORADO
Postal Code:	80202
Entity Type:	Limited Liability Company: COLORADO

Name:	QCCC LLC
Street Address:	1475 Lawrence Street
Internal Address:	Suite 400
City:	Denver
State/Country:	COLORADO
Postal Code:	80202
Entity Type:	Limited Liability Company: COLORADO

PROPERTY NUMBERS Total: 33

Property Type	Number	Word Mark
Registration Number:	1640049	BAIN'S
Registration Number:	959079	BAIN'S CAFETERIA
Registration Number:	2144161	CHEEZE LOUISE
Registration Number:	2125221	CHEEZE LOUISE
Registration Number:	2480913	CIAO! BABY
Serial Number:	75839264	CRUSTINO'S
Registration Number:	1707520	JACK
Serial Number:	76389522	MMMM...TOASTY
Serial Number:	76389519	MMMM...TOASTY
Serial Number:	76315480	MR. QUIZ KNOWZ
Registration Number:	2540306	OVEN TOASTED TASTES BETTER
Serial Number:	76315131	Q
Serial Number:	76315132	Q
Serial Number:	76222685	Q BREAKFAST
Serial Number:	76222683	Q BREW
Serial Number:	76315477	QUIZ KIDZ
Registration Number:	1317421	QUIZNO'S
Registration Number:	1317420	QUIZNO'S
Registration Number:	1716834	QUIZNO'S
Registration Number:	1965096	Q QUIZNO'S

Registration Number:	2086598	QUIZNO'S EXPRESS CLASSIC SUBS
Registration Number:	2228680	QUIZNO'S SUBS OVEN BAKED CLASSICS
Serial Number:	76382142	QUIZNOS
Serial Number:	76382249	QUIZNOS
Registration Number:	2468324	SMOOTHIE Q
Registration Number:	2466397	SMOOTHIE Q
Registration Number:	1684756	SPAGHETTI JACK'S
Registration Number:	1212799	SUB & STUFF
Registration Number:	1133359	SUB&STUFF
Serial Number:	76389520	TOASTY
Serial Number:	76389521	TOASTY
Serial Number:	76315478	TURBO TURKEY SUB
Serial Number:	76315479	WHAMMY HAMMY SUB

CORRESPONDENCE DATA

Fax Number: (303)473-2720
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 303-473-2726
Email: docket@hollandhart.com
Correspondent Name: Kristine M. Miller
Address Line 1: 555 Seventeenth Street, Suite 3200
Address Line 2: P.O. Box 8749
Address Line 4: Denver, COLORADO 80201

ATTORNEY DOCKET NUMBER:	48642.0001
NAME OF SUBMITTER:	Kristine M. Miller

Total Attachments: 7
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**RELEASE OF SECURITY INTEREST IN
PATENTS, TRADEMARKS AND LICENSES**

This RELEASE OF SECURITY INTEREST IN PATENTS, TRADEMARKS AND LICENSES, dated as of October __, 2004 is made by LEVINE LEICHTMAN CAPITAL PARTNERS II, L.P., a California limited partnership ("**Lender**"), having an office at 335 N. Maple Drive, Suite 240, Beverly Hills, California 90210

WHEREAS, Lender and THE QUIZNO'S HOLDING COMPANY, a Nevada corporation and the successor-in-interest to The Quizno's Corporation, a Colorado corporation, THE QUIZNO'S MASTER LLC, a Colorado limited liability company, THE QUIZNO'S ACQUISITION COMPANY LLC, a Colorado limited liability company, THE QUIZNO'S OPERATING COMPANY LLC, a Colorado limited liability company, THE QUIZNO'S REALTY COMPANY LLC, a Colorado limited liability company, AMERICAN FOOD DISTRIBUTORS LLC, a Colorado limited liability company, QUIZ-DIA LLC, a Colorado limited liability company, THE QUIZNO'S FRANCHISE COMPANY LLC, a Colorado limited liability company, QUIZNO'S SERVICES COMPANY LLC, a Colorado limited liability company, QUIZ-CAN LLC, a Colorado limited liability company, CAPOTEK LLC, a Colorado limited liability company, S&S EQUIPMENT COMPANY LLC, a Colorado limited liability company, AMERICAN FREIGHT COMPANY LLC, a Colorado limited liability company, US FULFILLMENT LLC, a Colorado limited liability company, TQSC LLC, a Colorado limited liability company, AMERICAN PAYROLL COMPANY, a Colorado corporation, QUIZNO'S FRANCHISING LLC, a Colorado limited liability company, BOULDER AVIATION MANAGEMENT LLC, a Colorado limited liability company, QUIZ-UK LLC, a Colorado limited liability company and QCCC LLC, a Colorado limited liability company (collectively, "**Grantors**"), having their chief executive office and principal place of business at 1475 Lawrence, Suite 400, Denver, Colorado 80202, are parties to a Second Amended and Restated Grant of Security Interest in Patents, Trademarks and Licenses (the "**Agreement**") dated November 3, 2003, recorded on November 17, 2003 in the United States Patent and Trademark Office commencing at Reel No. 2747, Frame No. 0808 and attached hereto as Annex 1, whereby Grantors granted to Lender a security interest in and to all of Grantors' right, title and interest of Grantors in and to the Intellectual Property Collateral (as defined in the Agreement). Such Intellectual Property Collateral includes: (i) patents and patent applications and/or registrations together with the inventions and improvements described and claimed therein including, without limitation, the Patents and applications, if any, referenced in the Agreement and made a part hereof, and any and all reissues and renewals thereof and all income, royalties, damages and payments now and hereafter due and/or payable in connection therewith including, without limitation, damages and payments for past or future infringements thereof ("**Patent Collateral**"), (ii) trademarks, trademark registrations and/or applications and tradenames including, without limitation, the Trademarks and applications, if any, listed on Annex 2 attached hereto and made a part hereof, and any and all reissues and/or renewals thereof, and all income, royalties, damages and payments now and hereafter due and/or payable in connection therewith including, without limitation, damages and payments for past or future infringements thereof (the "**Trademark Collateral**"), (iii) any license agreement in which such Grantors is or becomes licensed to use any patents and/or trademarks owned by a third party including, without limitation, the licenses, if any, described in the Agreement ("**License**

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Collateral"), (iv) the goodwill of such Grantor's business connected with and symbolized by the Intellectual Property Collateral, and (v) all cash and non-cash proceeds of the Intellectual Property Collateral;

WHEREAS, all terms used in this Release of Security Interest in Patents, Trademarks and Licenses with initial capital letters that are not defined herein shall have the meaning set forth in the Agreement; and

WHEREAS, Lender now desires to release and discharge all of its security interests granted in the Agreement as such interests relate in any way to the Intellectual Property Collateral, including, without limitation, the Trademark Collateral.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Lender hereby releases and discharges in its entirety all of its security interest in and to the Intellectual Property Collateral, and reassigns, and transfers to Grantors all of its right, title and interest in and to the Intellectual Property Collateral (collectively, the "Release"). Such Release shall include, without limitation, the Trademark Collateral. The Release shall be effective to the extent that the Agreement created a security interest in the Intellectual Property Collateral, including, without limitation, the Trademark Collateral.

Lender shall take any actions Grantors may reasonably require, at Grantor's expense, to further effect this Release of Security Interest in Patents, Trademarks and Licenses and shall execute any other documents or instruments as are reasonably necessary to evidence the termination and release of Lender's security interest in the Intellectual Property Collateral pursuant to the Agreement.

Dated: October __, 2004

LENDER:

LEVINE LEICHTMAN CAPITAL PARTNERS II, L.P., a California limited partnership

By: 
Name: Steve
Title: D.P.

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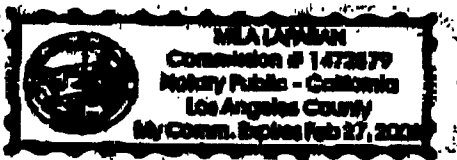
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ACKNOWLEDGMENT

STATE OF California)
) ss.
COUNTY OF Los Angeles)

Before me, the undersigned, a Notary Public in and for the state and county aforesaid, on this ninth day of October, 2004, personally appeared Steven Hartman to me known personally, and who, being by me duly sworn, deposes and says that he is Vice President of LEVINE LEICHTMAN CAPITAL PARTNERS II, L.P., and that the foregoing instrument was signed on behalf of LEVINE LEICHTMAN CAPITAL PARTNERS II, L.P. and he/she acknowledged such instrument to be the free act and deed of said entity.



[Seal]

Mila Lapan
Notary Public

My commission expires: _____

ANNEX 2**Trademarks**

MARK	COUNTRY	APP. NO.	REG. NO.	REG. DATE
Quizno's	Argentina	2339872		
Quizno's	Aruba		20986	12/14/00
Quizno's	Australia		789815	3/19/99
Quizno's Subs Oven Baked Classics and Design	Australia		789814	3/19/99
Quizno's	Bahamas	24096		
Quizno's	Bahrain	30694		
Quizno's	Bahrain	4760		
Quizno's	Belize		8786	2/19/01
Quizno's	Bermuda	33460		
Quizno's	Brazil	823940187		
Oven Toasted Tastes Better	Canada	1102778		
Quiz Kids	Canada	1103366		
Quizno's	Canada		489496	2/6/98
Quizno's Subs Oven Baked Classics and Design	Canada		548140	7/13/01
Quizno's	Cayman Islands		1576926	7/2/01
Quizno's	Chile		616357	1/10/02
Quizno's	Chile		616358	1/10/02
Quizno's	Chile		616356	1/10/02
Quizno's	China	200114634		
Quizno's	Colombia	1062772		
Quizno's	Costa Rica	1999-0008993		
Quizno's	Costa Rica	1999-0008994		
Quizno's	Dominican Republic			7/26/00
Quizno's	Ecuador	116246		
Quizno's	Egypt			
Quizno's	El Salvador		00206	6/7/01
Quizno's	Europe - CTM		1057223	10/4/00
Quizno's Subs Oven Baked Classics and Design	Europe - CTM	1057264		
Quizno's	France		003055661	3/9/01
Quizno's	Great Britain		1576926	8/18/95
Quizno's Subs Oven Baked	Great Britain		2197852A	6/16/00

MARK	COUNTRY	APP. NO.	REG. NO.	REG. DATE
Classics				
Quizno's Subs Oven Baked Classics and Design	Great Britain		2197852B	6/16/00
Quizno's	Guatemala		106606	10/23/00
Quizno's	Honduras	14542/99		
Quizno's	Hong Kong		01228/200	1/30/02
Quizno's	Iceland		1201/2000	10/2/00
Quizno's	India			
Quizno's	India			
Quizno's	Indonesia	11026-11089		
Quizno's	Iran			
Quizno's	Israel	149304		
Quizno's	Japan		4275508	5/21/99
Quizno's Subs Oven Baked Classics and Design	Japan		4437267	12/1/00
Quizno's Subs Oven Baked Classics and Design	Japan		4438999	12/8/00
Quizno's	Jordan			
Quizno's	Kuwait			
Quizno's	Lebanon			
Quizno's	Malaysia	2001/0976 4		
Quizno's	Malaysia	2001/0976 5		
Quizno's	Morocco		79900	12/31/01
Quizno's	Netherland Antilles			
Quizno's	New Zealand		638359	11/29/01
Quizno's	Nicaragua		46556CC	1/22/01
Quizno's	Oman			
Quizno's	Pakistan	174660		
Quizno's	Panama	113507		
Quizno's	Peru	110455		
Quizno's	Peru	110345		
Quizno's	Philippines			
Quizno's	Puerto Rico		41455	3/11/99
Quizno's	Romania			
Quizno's	Russian Federation			
Quizno's	Saudi Arabia	76316		
Quizno's	Saudi Arabia	76317		
Quizno's	South Africa	2001/1284		
Quizno's	South Africa	2001/0884		
Quizno's	Switzerland		483842	4/18/01

MARK	COUNTRY	APP. NO.	REG. NO.	REG. DATE
Quizno's	Syria		Based on CTM Reg. 1057223	
Quizno's	Taiwan			
Quizno's	Tunisia	EE01.1829		
Quizno's	Turkey	2002/8554		
Quizno's	U.A.E.	45612		
Quizno's	U.A.E.	45611		
Quizno's	Ukraine			
Bain's	USA		1640049	4/2/91
Bain's Cafeteria (stylized)	USA		959079	5/15/73
Cheeze Louise and Design	USA		2144161	3/17/98
Cheeze Louise and Design	USA		2125221	12/30/97
Ciao! Baby	USA		2480913	8/21/01
Crustino's	USA	75/839264		
Jack (Design)	USA		1707520	
MMMM... Toasty	USA	76/389522		
MMMM... Toasty	USA	76/389519		
Mr. Quiz Knows	USA	76/315480		
Oven Toasted Tasted Better	USA		2540306	2/19/02
Q design	USA	76/315131		
Q design	USA	76/315132		
Q Breakfast	USA	76/222685		
Q Brew	USA	76/222683		
Quiz Kidz	USA	76/315477		
Quizno's	USA		1317421	1/29/85
Quizno's (stylized)	USA		1317420	1/29/85
Quizno's and Design	USA		1716834	9/15/92
Quizno's and Q logo	USA		1965096	4/2/96
Quizno's Express Classic Subs	USA		2086598	8/5/97
Quizno's Subs Oven Baked Classics and Design	USA		2228680	3/2/99
Quizno's	USA	76/382142		
Quizno's	USA	76/382249		
Smoothie Q	USA		2468324	7/10/01
Smoothie Q (stylized)	USA		2466397	7/3/01
Spaghetti Jack's	USA		1684756	4/28/92
Sub & Stuff	USA		1212799	10/12/82

MARK	COUNTRY	APP. NO.	REG. NO.	REG. DATE
Sub & Stuff (stylized)	USA		1133359	4/15/80
Toasty	USA	76/389520		
Toasty	USA	76/389521		
Turbo Turkey Sub	USA	76/315478		
Whammy Hammy Sub	USA	76/315479		
Quizno's	Venezuela	2001-001560		
Quizno's	Venezuela	2001-001561		
Quizno's	Yemen			
Quizno's	Mexico		502259	8/30/95
Quizno's	Singapore		6014/94	9/12/94
Quizno's	South Korea		29994	1/11/96