## 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
The Hillstreet Fund II, L.P.		01/10/2005	LIMITED PARTNERSHIP:

### RECEIVING PARTY DATA

Name:	Blimpie International, Inc.
Street Address:	180 Interstate North Parkway, S.E.
Internal Address:	Suite #500
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30339
Entity Type:	CORPORATION: NEW JERSEY

PROPERTY NUMBERS Total: 21

Property Type	Number	Word Mark
Registration Number:	1455831	AMERICA'S BEST DRESSED SANDWICH
Serial Number:	78308374	BCC BLIMPIE CARB COUNTER MENU
Registration Number:	2172835	BLIMPIE
Registration Number:	2195438	BLIMPIE
Registration Number:	1256296	BLIMPIE
Serial Number:	78302927	BLIMPIE
Registration Number:	1221085	BLIMPIE
Serial Number:	78302910	BLIMPIE
Registration Number:	2011843	BLIMPIE BEST
Registration Number:	2007989	BLIMPIE SUBS & SALADS
Registration Number:	2120796	BLIMPIE SUBS & SALADS
Serial Number:	78377791	BLIMPIE SUPER SUMMER
Serial Number:	78377772	BLIMPIE XPRESS
		TRADEMARK

REEL: 003024 FRAME: 0394

900019248

Registration Number:	2747233	CHILI OLE
Serial Number:	78378460	COUNTING CARBS? COUNT ON BLIMPIE!
Serial Number:	78148317	CRUNCH-A-BOWL
Serial Number:	78300915	HAVE BLIMPIE WILL TRAVEL
Serial Number:	76404978	I WANT MY BLIMPIE
Registration Number:	2070269	IT'S A BEAUTIFUL THING.
Serial Number:	78267432	IT'S A BEAUTIFUL THING.
Registration Number:	2741942	ZESTO PESTO

### **CORRESPONDENCE DATA**

Fax Number: (513)579-6457

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

Phone: 513-579-6480

Email: dizenson@kmklaw.com

Correspondent Name: Dan Izenson/Keating Muething & Klekamp

Address Line 1: One East Fourth Street

Address Line 2: 1400 Provident Tower

Address Line 4: Cincinnati, OHIO 45202

NAME OF SUBMITTER:	Daniel E. Izenson
Signature:	/Dan iel E. Izenson/
Date:	02/08/2005

### **Total Attachments: 9**

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SECURITY INTEREST RELEASE AND ACKNOWLEDGEMENT

**RECITALS** 

A. The Provident Bank, an Ohio banking corporation having an address of

One East Fourth Street, Cincinnati, Ohio 45202 (hereinaster "Provident"), and Blimpie

International, Inc., a New Jersey corporation, having an address of 180 Interstate North Parkway,

S.E., Suite #500, Atlanta, Georgia 30339, entered into a certain Loan Agreement and Patent,

Trademark and License Security Agreement (hereinafter the "Loan Documents") giving rise to a

purported security interest in the trademarks identified on the attachment hereto as Exhibit "A"

(hereinafter, the "Blimpie Trademarks"), and such purported security interest was recorded in the

United States Patent and Trademark Office on January 25, 2002 at Reel/Frame 2441/0563.

B. Provident assigned its purported security interest in the Blimpie

Trademarks to The HillStreet Fund II, L.P. (hereinafter "HillStreet"), a limited partnership

having an address of 300 Main Street, Suite 1C, Cincinnati, Ohio 45202, and such assignment

was recorded in the United States Patent and Trademark Office on May 7, 2004, at Reel/Frame

2970/0617.

C. HillStreet wishes to fully release and discharge its purported security

interest in the Blimpie Trademarks.

NOW, THEREFORE, for and in consideration of the mutual covenants

contained herein and other good and valuable consideration, the receipt and adequacy of which

are hereby acknowledged, HillStreet hereby agrees to the following:

1. HillStreet hereby releases any and all security interests, liens or other

interests it may have in the Blimpie Trademarks.

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HillStreet further acknowledges, agrees and recognizes that so long as the 2.

August 1, 1976 agreement between Blimpie International Inc. ("BI") and Metropolitan Blimpie,

Inc. ("MBI") is not hereafter amended, in a writing signed by both BI and MBI, to provide or

allow otherwise, HillStreet may not, cannot and shall not accept any hypothecation, interest,

right, grant, lien or assignment of, in or upon the Blimpie Trademarks, or any trademark bearing

BLIMPIE as an element, without (a) the prior written consent of both BI and MBI, or (b) a

judicial determination, embodied in a final judgment (including any appeals), confirming a final

award of an arbitrator in an arbitration commenced before the American Arbitration Association

("AAA") in the City of New York, pursuant to the terms of Paragraph 4 of the January 10, 2005

Settlement Agreement between MBI, BI, Provident and Hillstreet, before a single arbitrator in

accordance with the Commercial Arbitration Rules of the American Arbitration Association, in

which the arbitrator declares that HillStreet has the legal right and authority to accept such an

interest.

Dated: Cincinnati, Ohio

January 10, 2005

The HillStreet Fund II, L.P.

By: HillStreet Capital II, Inc.

Its: Investment Manager

By:

Christian L. Meininger,

President

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# ATMENTA

[Listing Attached]

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# Blimpic International, Inc. BLIMPIE (et al.) U.S. Trademark/Service Mark Status Summary April 30, 2004

·	115.1119 B			115.1199 BG C: M	115.1147 AJ DI S.A	File No. Tr
	BLIMPIE			BCC BLIMPIE CARB COUNTER MENU and Design	AMERICA'S BEST DRESSED SANDWICH	Trademark/ Service Mark
	Blimpie International, Inc. (N.J. corp.) & Metropolitan Blimpie Inc. (N.Y. corp.) ("MBI")	** De		Blimpie International, Inc.	International Blimpie Corporation	Applicant/ Registrant
	2,172,835			78/308,374	1,455,831	Serial No./ Reg. No.
	7/14/98			10/2/03	9/1/87	Appl. Date/ Reg. Date
25	₩	43	30	29	42	Class(es)
Clothing, namely, hats, shirts, sweatshirts, pants, shorts, jackets, aprona, visors and uniforms	Bags, namely, all purpose athletic, all purpose sport, athletic, beach, book, carryon, duffel, gym, overnight, school book, school, tote, travel; and attache cases	Restaurant services, carry out restaurant services, catering services	Food, including but not limited to, brownies	Food, including but not limited to, potato chips	Restaurant services	Goods/Services
	Registered			Pending  Awaiting examination	Registered	Status
	Accepted & Acknowledged on 177/04				Accepted and Acknowledged on § 1/9/94	Secs. 8 & 15 Due
	7/14/08		•		9/1/07	Secs. 8 & 9 Due

		Awaiting examination	Salad dressings	30	2906538 11/30/14	239062	International, inc.		
		Pending	Potato chips	29	9/19/03	78/302,927	Blimpie	BLIMPIE	115.1185
			Restaurant services	42					
11/1/13	Accepted and Acknowledged on 3/13/90	Registered	Prepared meat, fish, and other food sandwiches for consumption on or off the premises	30	11/1/83	1,256,296	Blimpie International, Inc. & MBI	BLIMPIE	115.1144
			scrambled eggs, sausage, bacon, ham and cheese for consumption on and off the premises						
			Breakfast food combination sandwiches consisting of	30					•
·			which are for consumption on and off the premises				* 03		
			chips sold as a part of a combination meal; meat balls; and pickles all of				-		
			chicken, turkey and tuna fish salads; soups; chili; sausage patties; scrambled soors hamburger; notato						
	2/5/04		prepared fish; prepared seafood,				& MBI		
10/13/08	Accepted &	Registered	Meats and processed foods,	29	10/13/98	2,195,438	Blimpie	BLIMPIE	115.1124
Secs. 8 & 9 Due	Secs. 8 & 15 Due	Status	Goods/Services	Class(es)	Appl. Date/ Reg. Date	Serial No./ Reg. No.	Applicant/ Registrant	Trademark/ Service Mark	File No.
								-	

Services  Status  Secs. 8 & 15 Due Accepted and Acknowledged on 8/3/89  Registered Archive bis Secs. 8 & 15 Due Accepted and Acknowledged on 8/3/89  Registered Acknowledged on 1/15/03  Pending Accepted & Accepted & Acknowledged on 1/15/03  Registered Accepted & Accepted & Acknowledged on 1/15/03  Salads, chef salads, Accepted & Accepted & Acknowledged on 3/22/03  Accepted & Acknowledged on 4/17/03										
Applicant Reg. No. Reg. Date Reg. Status Reg. Date Reg				Prepared meat and fish sandwiches and other sandwiches, macaroni salads	0					
Applicant/ Reg.No. Reg.Date  Class(es) Class(e	12/16/07	Accepted & Acknowledged on 4/17/03	Registered	Garden salads, chef salads, and potato salads	29	12/16/97	2,120,796	Blimpie International, Inc. & MBI	BLIMPIE SUBS & SALADS and Design	115.1071
Applicant/ Reg. No. Reg. Date Reg. Soc. 8 & 15 Due Registrant Reg. No. Reg. Date Reg.	10/15/06	Accepted & Acknowledged on 3/22/03	Registered	Restaurant services	42	10/15/96	2,007,989	Blimpie International, Inc. & MBI	BLIMPIE SUBS & SALADS and Design	115.1146
Applicant/ Reg. No. Reg. Date    Class(es)   Goods/Services   Status   Secs. 8 & 15 Due     Registrant   Reg. No.   Reg. Date   Class(es)   Goods/Services   Status   Secs. 8 & 15 Due     Registrant   Reg. No.   Reg. Date   Reg. Date   Class(es)   Goods/Services   Status   Secs. 8 & 15 Due     Registrant   Reg. No.   Reg. Date   Class(es)   Goods/Services   Status   Status   Secs. 8 & 15 Due     Registrant   Reg. No.   Reg. Date   Class(es)   Goods/Services   Status   Registered   Accepted and Acknowledged on 8/3/89     Registrant   Reg. No.   Reg. Date   Registered   Registered   Accepted and Acknowledged on 8/3/89     Registrant   Reg. No.   Reg. Date   Registered   Registered   Accepted and Acknowledged on 8/3/89     Registrant   Reg. No.   Reg. No.   Registered   Registered   Accepted and Acknowledged on 8/3/89     Registrant   Reg. No.   Reg. No.   Registered   Registered   Registered   Accepted and Acknowledged on 8/3/89     Registrant   Reg. No.   Reg. No.   Reg. No.   Registered   Registered   Registered   Accepted and Acknowledged on 8/3/89     Registered   Registered   Registered   Registered   Accepted and Acknowledged on 8/3/89     Registered   Registered   Registered   Registered   Accepted and Acknowledged on 8/3/89     Registered   Registered   Registered   Registered   Registered   Registered   Acknowledged on 8/3/89     Registered   Registered   Registered   Registered   Registered   Registered   Registered   Acknowledged on 8/3/89     Registered   Registered	10/29/06	Accepted & Acknowledged on 1/15/03	Registered	Prepared meat and fish sandwiches and other sandwiches	30	10/29/96	2,011,843	Blimpie International, Inc. & MBI	BLIMPIE BEST	115.1069
Applicant/ Reg. No. Reg. Date  Blimpie International, Inc. & MBI  ### MBI    Applicant/   Reg. No.   Appl. Date/   Reg. Date   Class(es)   Goods/Services   Goods/Services			Awaiting examination	Salad dressings	30	11/23/04	4905006	Blimpie International, Inc.	BLIMPIE and Design	115.1197
Applicant/ Serial No./ Appl. Date/ Class(es) Goods/Services Status Status  Reg. No. Reg. Date  Blimpie 1,221,085 12/21/82 30 Prepared meat, fish, and International, Inc. & MBI Prepared meat, fish, and consumption on or off the premises  Prepared meat, fish, and consumption on or off the premises				Inchiam mit out thous	3 4					
Applicant/ Serial No./ Appl. Date/ Class(es) Goods/Services Status Status  Registrant Reg. No. Reg. Date  Blimple 1,221,085 12/21/82 30 Prepared meat, fish, and International, Inc. Other food sandwiches for Other food sandwich		0/2/07	·	consumption on or off the premises	<b>*</b>			& MBI		
Applicant/ Serial No./ Appl. Date/ Class(cs) Goods/Services Status Status Secs. 8 & 15 Due Registrant Reg. No. Reg. Date	12/21/12	Accepted and Acknowledged on		Prepared meat, fish, and other food sandwiches for	30	12/21/82	1,221,085	Blimpie International, Inc.	BLIMPIE and Design	115.1145
	Secs. 8 & 9 Due	Secs. 8 & 15 Due	Status		Class(es)	Appl Date/ Reg. Date	Serial No./ Reg. No.	Applicant/ Registrant	Trademark/ Service Mark	File No.

Applicant/ Registrant Reg. No. Reg. Date  Perpared meat, fish and International, Inc.  Peresss Blimpie International, Inc.  78/377,772  3/3/04  29  Shade of the premises constitute by the premises and other food sandwiches, all other food sandwiches, all for consumption on or off the premises carry out restaurant services, carry out restaurant services, all other food annotation by the premises of sardwiches, all other food annotation by the premises of sardwiches, all other food annotation by the premises of sardwiches, becon, the premise of sardwiches, on or off the premises of sardwiches, on the food annotation by the premise of sardwiches, on the food annotation by the premise of sardwiches consisting of sardwiches, all for consumption on or off the premises of sardwiches, all for consumption on or off the premises of sardwiches, all for consumption on or off the premises of sardwiches, all for consumption on or off the premises of sardwiches, all for consumption on or off the premises of sardwiches, all for consumption on or off the premises of sardwiches, all for consumption on or off the premises of sardwiches, all for consumption on or off the premises of sardwiches, all for consumption on or off the premises of sardwiches, all for consumption on or off the premises of sardwiches, all for consumption on or off the premises of sardwiches, all for consumption on or off the premises of sardwiches, all for consumption on or off the premises of sardwiches, all for consumption on or off the premises of sardwiches, all for consumption on or off the premises of sardwich	9/3/13	8/5/08-8/5/09	Registered	Garden salads containing chili	29	8/5/03	2,747,233	Blimple International, Inc.	CHILE OLÉ	115.1177
Applicant/ Reg.No. Reg. Date Reg.Strant Reg.No. Reg. Date Reg.No. Reg. Date Reg.No. Reg. Date Reg.Strant Reg.No. Reg. Date Reg. No. Reg. Date Strantbled edge, sausage, bacon, ham and cheese, all for consumption on or off of the premises Registrant Reg. No. Reg. Date Reg. Date Reg. No. Reg. Date Reg. No. Reg. Date Reg. Date Reg. No. Reg. Date Reg				Restaurant services, carry out restaurant services, catering services	43	·				
Applicant/ k Reg. No. Reg. Date    Prepared meat, fish and other food sandwiches, International, Inc.   Prepared meat, fish and International, Inc.   Prepared meat, fish and other food sandwiches, becon, ham and cheese, all for consumption on or off the premises				scrambled eggs, sausage, bacon, ham and cheese, all for consumption on or off the premises						
Applicant Applicant Reg. No. Reg. Date Class(es) Goods/Services Status  UPER Blimple International, Inc. International, Inc. Serial No. Reg. Date Services International, Inc. Serial No. Reg. Date Services		· .		Prepared meat, fish and other food sandwiches, breakfast food combination sandwiches consisting of	30					٠.
Applicant/ Reg. No. Reg. Date  Prepared meat, fish and international, Inc. Int. Int. Int. Int. Int. Int. Int. Int			Pending  Awaiting examination	Snack foods, including but not limited to, polato chips	29	3/3/04	78/377,772	Blimple International, Inc.	BLIMPIE XPRESS	115.1226
Applicant/ Reg. No. Reg. Date    Date   Class(es)   Goods/Services   Status   Status				Restaurant services, carry out restaurant services, catering services	#3					
Applicant/ Registrant Serial No./ Reg. Date  Reg. No. Reg. Date  Prepared meat, fish and International, Inc. International, Inc.  Serial No./ Appl. Date/ Reg. Date  Class(es) Goods/Services  Goods/Services  Status  Serial No./ Services  Status  Serial No./ Services  Prepared meat, fish and other food sandwiches, breakfast food combination  Awaiting examination		·		sandwiches consisting or scrambled eggs, sausage, bacon, ham and cheese, all for consumption on or off the premises						
Applicant/ Serial No./ Appl. Date/ Class(es) Goods/Services Status Sers. o & 15 June Reg. No. Reg. Date			Pending  Awaiting examination	Prepared meat, fish and other food sandwiches, breakfast food combination	30	3/3/04	78/377,791	Blimpie <sup>3</sup> International, Inc.	BLIMPIE SUPER SUMMER	115.1227
_	Secs. 8 & 9 Due	Secs. 8 & 15 Due		Goods/Services	-		Serial No./ . Reg. No.	1.5	Trademark/ Service Mark	File No.

	115.1196 HAVE BLIMPIE WILL TRAVEL	115.1178 CRUNCH-A-BOWL			115.1225 COUNTING CARBS? COUNT ON BLIMPIE	File No. Trademark/ Service Mark
	Blimpie International, Inc.	Blimpie International, Inc.			Blimpie International, Inc.	Applicant/ Registrant
Abundon	78/300,915	78/148,317 77.5902 285/909 6/8/64			78/378,460	Serial No./ Reg. No.
Alandon 10/29/04	9/16/03	129/04			3/4/04	Appl. Date/ Reg. Date
36	29	29	43	3	29	Class(es)
Food, including but not limited to, sub sandwiches, dell sandwiches, sandwiches, wraps, cookies, desserts, brownies, cakes, cinnanton rolls, breakfast	Food, including but not limited to, salads	Garden salads for consumption on of off the premises	Restaurant services, carry out restaurant services, catering services	Prepared mest, rish and other food sandwiches, breakfast food combination sandwiches consisting of scrambled eggs, sausage, bacon, ham and cheese, all for consumption on or off the premises	Snack foods, including but not limited to, potato chips	Goods/Services
	Pending  Awaiting examination	Pending  Awaiting Certificate of  Registration			Pending  Awaiting examination	Status
				•		Secs. 8 & 15 Due
				<u> </u>		Secs. 8 & 9 Due

							i Transmittening		_
7/29/13	7/29/08-7/29/09	Registered	Garden salads containing turkey	29	7/29/03	2,741,942	Blimpie International Inc.	ZESTO PESTO	115.1176
			eggs, sausage, bacon, ham and cheese, all for consumption on or off the premises						
		action is due by 6/14/04	combination sandwiches consisting of scrambled		2884263 9/14/04	388436			
	-	Pending	Prepared meat and fish sandwiches and other	30	6/26/03	78/267,432	Blimpie International, Inc.	IT'S A BEAUTIFUL	115.1183
6/10/07	Accepted & Acknowledged on 8/19/03	Registered	Restaurant and catering services	42	6/10/97	2,070,269	Blimpie International, Inc.	IT'S A BEAUTIFUL THING.	115.1128
			Restaurant services, carry out restaurant services, catering services	43					
		•	premises	•					
			eggs, sausage, bacon, ham and cheese, all for consumption on or off the						
		A Statement of Use was filed on 2/9/04	<u>8</u> .	•	4/8/04	40/8/0 164158E		PLIMITE	
		Pending	Prepared meat and fish sandwiches and other	30	5/8/02	76/404,978	Blimple	I WANT MY	115.1168
Secs. 8 & 9 Due	Secs. 8 & 15 Due	Status	Goods/Services	Class(es)	Appl. Date/ Reg. Date	Serial No./ Reg. No.	Applicant/ Registrant	Trademark/ Service Mark	File No.
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RECORDED: 02/08/2005