

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
QZ Finance LLC		02/09/2005	Limited Liability Company: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	QIP Holder LLC
<b>Street Address:</b>	1475 Lawrence Street
<b>Internal Address:</b>	Suite 400
<b>City:</b>	Denver
<b>State/Country:</b>	COLORADO
<b>Postal Code:</b>	80202
<b>Entity Type:</b>	Limited Liability Company: DELAWARE

**PROPERTY NUMBERS Total: 29**

Property Type	Number	Word Mark
Serial Number:	75839264	CRUSTINO'S
Serial Number:	76389519	MMMM...TOASTY
Serial Number:	76389522	MMMM...TOASTY
Serial Number:	76315480	MR. QUIZ KNOWZ
Serial Number:	76467725	MR. QUIZ KNOWZ
Serial Number:	76248996	OVEN TOASTED TASTES BETTER
Serial Number:	76315131	Q
Serial Number:	76315132	Q
Serial Number:	78329812	Q
Serial Number:	76222685	Q BREAKFAST
Serial Number:	76222683	Q BREW
Serial Number:	78397517	QCARD
Serial Number:	78256008	QPOS

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Serial Number:	76315477	QUIZ KIDZ
Serial Number:	76382249	QUIZNOS
Serial Number:	76382142	QUIZNOS
Serial Number:	78498191	QUIZNOS
Serial Number:	73481233	QUIZNO'S
Serial Number:	73481229	QUIZNO'S
Serial Number:	74191042	QUIZNO'S
Serial Number:	75106989	QUIZNO'S EXPRESS CLASSIC SUBS
Serial Number:	78242301	QUIZNOS SUB
Serial Number:	78498283	QUIZNOS SUB
Serial Number:	75446487	QUIZNO'S SUBS OVEN BAKED CLASSICS
Serial Number:	75705786	SMOOTHIE Q
Serial Number:	75705785	SMOOTHIE Q
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

NAME OF SUBMITTER:	Kristine M. Miller
Signature:	/Kristine Miller/
Date:	02/17/2005

Total Attachments: 6  
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## Trademark Assignment

This Trademark Assignment is made and entered into as of February 9, 2005, by and between QZ FINANCE LLC, a Delaware limited liability company (“QZF”), and QIP HOLDER LLC, a Delaware limited liability company (the “IP Holder”) (collectively referred to as the “Parties”).

WHEREAS, pursuant to the IP and Franchise Agreement Contribution Agreement between the Parties of even date herewith (the “Agreement”), QZF has assigned all right, title and interest in the QUIZNOS IP (as defined therein), including the trademarks, service marks, trade dress, designs, logos and other indicia of origin listed on the attached Schedule 1, and all goodwill of any business in the United States and Puerto Rico associated and connected therewith and symbolized thereby (collectively referred to as the “Trademarks”); and

WHEREAS, pursuant to the Agreement, IP Holder has acquired all right, title and interest in and to the QUIZNOS IP, including the Trademarks, and the Parties wish to record such acquisition in the U.S. Patent and Trademark Office; and


NOW, THEREFORE, for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby agree as follows:

1. Pursuant to the Agreement, which is incorporated by reference as if fully set forth herein, QZF hereby assigns to the IP Holder all of QZF’s right, title and interest in and to the Trademarks.

2. This Trademark Assignment may be executed simultaneously in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

3. This Trademark Assignment is subject to all the terms and conditions of the Agreement. The Parties intend that this Trademark Assignment is for recordation purposes only and its terms shall not modify the applicable terms and conditions of the Agreement, which govern the Parties’ rights and interests in the QUIZNOS IP.

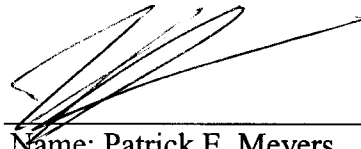
**QZ FINANCE LLC**

By:   
Name: Patrick E. Meyers  
Title: Executive Vice President,  
General Counsel and Secretary

Address: 1475 Lawrence Street  
Suite 400  
Denver, Colorado 80202

Attention: General Counsel  
Facsimile: 303-573-2412

**QIP HOLDER LLC**



By:   
Name: Patrick E. Meyers  
Title: Executive Vice President,  
General Counsel and Secretary



Address: 1475 Lawrence Street  
Suite 400  
Denver, Colorado 80202

Attention: General Counsel  
Facsimile: 303-573-2413


**Schedule 1 – Trademark Assignment**

**United States Applications/Registrations**

<u>MARK</u>	<u>STATUS</u>	<u>REG. NUM.</u>
<u>CLASS</u>	<u>APPL. #</u>	<u>REG. DATE</u>
<u>GOODS/SERVICES</u>	<u>APPL. DATE</u>	<u>RENEW DATE</u>
<b>CRUSTINO'S</b> Class 30 – Breadsticks	<b>REGISTERED</b> 75/839,264 11/03/1999	2,798,072 12/23/2003 12/23/2013
<b>MMMM...TOASTY</b> Class 30 – Sandwiches other than cracker sandwiches	<b>REGISTERED</b> 76/389,519 04/01/2002	2,921,118 1/25/2005 1/25/2015
<b>MMMM...TOASTY</b> Class 43 - Restaurant services	<b>REGISTERED</b> 76/389,522 04/01/2002	2,892,389 10/12/2004 10/12/2014
<b>MR. QUIZ KNOWZ</b> Class 43 - Restaurant services	<b>REGISTERED</b> 76/315,480 09/20/2001	2,826,894 03/30/2004 03/30/2014
<b>MR. QUIZ KNOWZ</b> Class 30 - Prepared meals consisting primarily of sandwiches with a variety of side dishes, for consumption on or off the premises	<b>REGISTERED</b> 76/467,725 11/18/2002	2,755,921 08/26/2003 08/26/2013
<b>OVEN TOASTED TASTES BETTER</b> Class 30 – Sandwiches	<b>REGISTERED</b> 76/248,996 04/30/2001	2,540,306 02/19/2002 02/19/2012
 Class 42 - Restaurant services	<b>REGISTERED</b> 76/315,131 09/20/2001	2,714,443 05/06/2003 05/06/2013
 Class 30 – Sandwiches	<b>REGISTERED</b> 76/315,132 09/18/2001	2,722,381 06/03/2003 06/03/2013

<u>MARK</u> <u>CLASS</u> <u>GOODS/SERVICES</u>	<u>STATUS</u> <u>APPL. #</u> <u>APPL. DATE</u>	<u>REG. NUM.</u> <u>REG. DATE</u> <u>RENEW DATE</u>
 Class 35 – Promoting the sale of restaurant services through the administration of a gift card program; gift card services, namely issuing gift card certificates which may be redeemed for prepared food and restaurant services.	<b>PENDING</b> 78/329,812 11/19/2003	
<b>Q BREAKFAST</b> Class 29 - Cream cheese Class 30 – Bagels, sandwiches and coffee	<b>REGISTERED</b> 76/222,685 03/09/2001	2,694,703 03/11/2003 03/11/2013
<b>Q BREW</b> Class 29 - Cream cheese Class 30 – Bagels, sandwiches and coffee	<b>REGISTERED</b> 76/222,683 03/09/2001	2,694,702 03/11/2003 03/11/2013
 Class 35 - Promoting the sale of restaurant services, through the administration of a gift card program; gift card services, namely issuing gift card certificates which may be redeemed for prepared food and restaurant services	<b>PENDING</b> 78/397,517 04/06/2004	
<b>QPOS</b> Class 09 – Cash register and parts therefor	<b>REGISTERED</b> 78/256,008 05/29/2003	2,866,741 07/27/2004 07/27/2014
<b>QUIZ KIDZ</b> Class 42 - Restaurant services	<b>REGISTERED</b> 76/315,477 09/20/2001	2,765,143 09/16/2003 09/16/2013
<b>QUIZNOS</b> Class 43 - Restaurant services	<b>REGISTERED</b> 76/382,249 03/13/2002	2,728,066 06/17/2003 06/17/2013
<b>QUIZNOS</b> Class 29 - Snack foods, namely potato-based snack foods Class 30 - Cookies, croutons, sauces and candy mints	<b>REGISTERED</b> 76/382,142 03/13/2002	2,820,292 03/02/2004 03/02/2014
<b>QUIZNOS</b> Class 30 – Sandwiches	<b>PENDING</b> 78/498,191 10/12/2004	

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QUIZNO'S Class 42 - Restaurant services	REGISTERED 73/481,233 05/21/1984	1,317,421 01/29/1985 01/29/2005
 Class 42 - Restaurant services	REGISTERED 73/481,229 05/21/1984	1,317,420 01/29/1985 01/29/2005
 Class 42 - Restaurant services	REGISTERED 74/191,042 08/02/1991	1,716,834 09/15/1992 09/15/2012
QUIZNO'S EXPRESS CLASSIC SUBS Class 42 - Restaurant services	REGISTERED 75/106,989 05/20/1996	2,086,598 08/05/1997 08/05/2007
<b>Quiznos SUB</b> Class 42 - Restaurant services; take-out restaurant services	REGISTERED 78/242,301 04/25/2003	2,843,107 05/18/2004 05/18/2014
<b>Quiznos SUB</b> (Green and Red) Class 43 - Restaurant services	PENDING 78/498,283 10/12/2004	
 Class 42 - Restaurant services	REGISTERED 75/446,487 03/09/1998	2,228,680 03/02/1999 03/02/2009
SMOOTHIE Q Class 32 - Non-alcoholic frozen beverages containing fruits or other flavorings	REGISTERED 75/705,786 05/13/1999	2,468,324 07/10/2001 07/10/2011

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<b>SMOOTHIE Q</b>    Class 32 - Non-alcoholic frozen beverages containing fruits or other flavorings	<b>REGISTERED</b> 75/705,785 05/13/1999	2,466,397 07/03/2001 07/03/2011
<b>TOASTY</b> Class 43 - Restaurant services	<b>REGISTERED</b> 76/389,521 04/01/2002	2,901,076 11/09/2004 11/09/2014
<b>TURBO TURKEY SUB</b> Class 42 - Restaurant services	<b>REGISTERED</b> 76/315,478 09/20/2001	2,743,992 07/29/2003 07/29/2013
<b>WHAMMY HAMMY SUB</b> Class 42 - Restaurant services	<b>REGISTERED</b> 76/315,479 09/20/2001	2,727,950 06/17/2003 06/17/2013