

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

**CONVEYING PARTY DATA**

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

**RECEIVING PARTY DATA**

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

**PROPERTY NUMBERS Total: 32**

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:	76222685	Q BREAKFAST
Serial Number:	76222683	Q BREW
Serial Number:	78397517	QCARD
Serial Number:	78256008	QPOS
Serial Number:	76315477	QUIZ KIDZ

OP \$815.00 75839264

Serial Number:	76382249	QUIZNOS
Serial Number:	76382142	QUIZNOS
Serial Number:	78498191	QUIZNOS
Serial Number:	78329812	Q
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
Serial Number:	78530066	BATCH 83
Serial Number:	78388007	OVEN TOASTED
Serial Number:	76389520	TOASTY

**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:	02/24/2005

Total Attachments: 8  
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## Grant of Security Interest in Trademarks

GRANT OF SECURITY INTEREST IN TRADEMARKS (the “Grant”), dated as of February 9, 2005, made by QIP HOLDER LLC, a Delaware limited liability company (“Grantor”), in favor of QFA ROYALTIES LLC, a Delaware limited liability company (“Secured Party”).

WHEREAS, the Grantor is the owner of the United States trademarks and service marks set forth on Schedule 1 attached hereto, including the associated registrations and applications for registration set forth in Schedule 1 attached hereto (collectively, the “Trademarks”); and

WHEREAS, pursuant to the Issuer IP License Agreement, dated as of the date hereof, between Grantor and Secured Party (the “License Agreement”), Grantor granted, assigned and conveyed to Secured Party a continuing security interest in, and lien on, certain intellectual property defined in the License Agreement as the “Secured Assets,” including the Trademarks and the goodwill of the business symbolized by the Trademarks and all products and proceeds of the foregoing (collectively, the “Trademark Collateral”); and

WHEREAS, pursuant to the License Agreement, Grantor agreed to execute and deliver to Secured Party this Grant for purposes of filing the same with the United States Patent and Trademark Office (the “PTO”) to confirm, evidence and perfect the security interest in the Trademark Collateral granted pursuant to the License Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and subject to all applicable terms and conditions of the License Agreement, which are incorporated by reference as if fully set forth herein, Grantor hereby grants, assigns and conveys to Secured Party a continuing security interest in, and lien on, the Trademark Collateral, in each case, now existing or hereafter acquired.

The parties intend that this Grant is for recordation purposes only and its terms shall not modify the applicable terms and conditions of the License Agreement, which govern the Secured Party’s security interest in the Trademark Collateral, Grantor hereby acknowledges the sufficiency and completeness of this Grant to perfect the security interest in the Trademark Collateral for the Secured Party, and Grantor hereby requests the PTO to file and record the same together with the annexed Schedule 1.

Grantor and Secured Party hereby acknowledge and agree that the security interest in the Trademark Collateral may only be terminated in accordance with the terms of the License Agreement.

IN WITNESS WHEREOF, the undersigned has caused this Grant to be duly executed and delivered as of the date first above written.

QIP HOLDER LLC

By: 

Name: Patrick E. Meyers

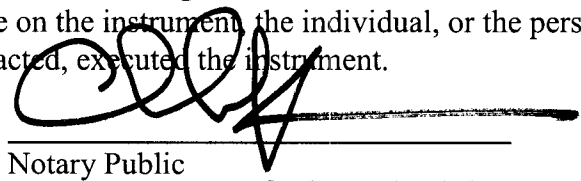
Title: Executive Vice President,  
General Counsel and Secretary

[Signature page to Notice of Security Interest in Trademarks from IP Holder to Issuer]

**TRADEMARK**  
**REEL: 003034 FRAME: 0322**

STATE OF NEW YORK )  
: ss.:  
COUNTY OF NEW YORK )

On the 9th day of February, 2005, before me the undersigned, personally appeared Patrick E. Meyers, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.





Notary Public



**CHARLENE C. KWAN**  
Notary Public, State of New York  
No. 01KW6113082  
Qualified in Kings County  
Commission Expires July 19, 2008

Schedule 1 to Grant of Security Interest

List of Trademarks


**United States Applications/Registrations**

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

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<u>GOODS/SERVICES</u>	<u>APPL. DATE</u>	<u>RENEW DATE</u>
<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

**United States Intent-to-Use Based Trademark Applications: Statement of use has not yet been filed and accepted**

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<b>BATCH 83</b> Class 30 – Sauces	<b>PENDING</b> 78/530,066 12/09/2004	
<b>OVEN TOASTED</b> Class 43 – Restaurant services	<b>PENDING</b> 78/388,007 03/20/2004	
<b>TOASTY</b> Class 30 – Sandwiches other than cracker sandwiches	<b>PENDING</b> 76/389,520 04/01/2002	