

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Blimpie International, Inc.		01/23/2006	CORPORATION: NEW JERSEY

RECEIVING PARTY DATA

Name:	KBI Holdings, L.L.C.
Street Address:	7730 E. Greenway Road
Internal Address:	Suite 104
City:	Scottsdale
State/Country:	ARIZONA
Postal Code:	85260
Entity Type:	LIMITED LIABILITY COMPANY: ARIZONA

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Serial Number:	78503831	BLIMPIE SNACK SHACK
Serial Number:	78377772	BLIMPIE XPRESS
Serial Number:	78503819	KIDZ ROLLZ
Serial Number:	78454289	SIMPLY BLIMPIE
Serial Number:	78454302	SIMPLY BLIMPIE

CORRESPONDENCE DATA

Fax Number: (212)986-0604
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
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 Email: pto@wolfblock.com
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 Address Line 4: New York, NEW YORK 10177

OP \$140.00 78503831

ATTORNEY DOCKET NUMBER:	115.1250
NAME OF SUBMITTER:	Amy F. Divino
Signature:	/Amy F. Divino/
Date:	03/03/2006
Total Attachments: 4 source=_0303094432_001#page1.tif source=_0303094432_001#page2.tif source=_0303094432_001#page3.tif source=_0303094432_001#page4.tif	

CONFIRMATORY ASSIGNMENT

This is to confirm that Blimpie International, Inc. has assigned, transferred, and conveyed, and hereby assigns, transfers and conveys the trademarks identified in Exhibit 1 annexed hereto (hereinafter "The Trademarks"), and the U.S. applications and resulting registrations for the same, to KBI Holdings, L.L.C.

WHEREAS, on or about January 23, 2006, Blimpie International, Inc., having a place of business at 180 Interstate North Parkway, S.E., Suite 500, Atlanta, Georgia, 30339, had a bona fide intention to use The Trademarks, and was the record owner of applications for registration of The Trademarks in the United States Patent and Trademark Office under Trademark Act Section 1(b); and

WHEREAS, on or about January 23, 2006, Blimpie International, Inc. had an ongoing and existing business, to at least a portion of which The Trademarks pertain; and

WHEREAS, on or about January 23, 2006, KBI Holdings, L.L.C., an Arizona limited liability company, having a place of business at 7730 E. Greenway Road, Suite 104, Scottsdale, Arizona, 85260, desired to succeed to the portion of the business to which The Trademarks pertain, and was desirous of acquiring The Trademarks, the goodwill of the business symbolized by The Trademarks, and the applications for registration thereof and any registrations resulting therefrom;

and

WHEREAS, on or about January 23, 2006, Blimpie International, Inc. assigned, transferred, and conveyed for good and valuable consideration to KBI Holdings, L.L.C. the portion of its business to which The Trademarks pertain, and the entire right, title, and interest in and to The Trademarks, together with the goodwill of the business symbolized by The Trademarks along with the applications for registration thereof and any registrations resulting therefrom, and Blimpie International, Inc. hereby confirms said assignment and hereby assigns, transfers, and conveys for good and valuable consideration to KBI Holdings, L.L.C. the portion of its business to which The Trademarks pertain, and the entire right, title, and interest in and to The Trademarks, together with the goodwill of the business symbolized by The Trademarks along with the applications for registration thereof and any registrations resulting therefrom; and

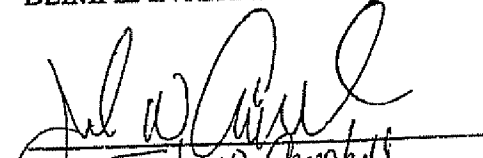
WHEREAS, KBI Holdings, L.L.C. has acquired and is desirous of acquiring the portion of Blimpie International, Inc.'s business to which The Trademarks pertain, the entire right, title, and interest in and to The Trademarks, together with the goodwill of the business symbolized by The Trademarks, along with the applications and resulting registrations therefrom.

NOW, THEREFORE, in consideration of an in exchange for the sum of one (U.S. \$1.00) dollar and other good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, said Blimpie International, Inc. hereby assigns, transfers, and conveys, and hereby confirms the assignment, transfer, and conveyance to KBI Holdings, L.L.C. of its business to which The Trademarks pertain and the entire right, title, and interest in and to The Trademarks,

together with the goodwill of the business symbolized by The Trademarks, and the applications for registration thereof and the registrations resulting therefrom.

BLIMPIE INTERNATIONAL, INC.

By:


Name: John W. Campbell
Position: VP. FIN. .

Dated: March 2, 2006

U.S. Federal Trademark Applications
Owned by Blimpie International, Inc.

Trademark	Application No.
BLIMPIE SNACK SHACK	78/503,831
BLIMPIE XPRESS	78/377,772
KIDZ ROLLZ	78/503,819
SIMPLY BLIMPIE and Design	78/454,289
SIMPLY BLIMPIE and Design	78/454,302

EXHIBIT 1