

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
QIP Holder, LLC		05/04/2006	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	QZ Finance LLC
Street Address:	1475 LAWRENCE STREET, 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
Registration Number:	2798072	CRUSTINO'S
Registration Number:	2921118	MMMM...TOASTY
Registration Number:	2892389	MMMM...TOASTY
Registration Number:	2826894	MR. QUIZ KNOWZ
Registration Number:	2755921	MR. QUIZ KNOWZ
Registration Number:	2540306	OVEN TOASTED TASTES BETTER
Registration Number:	2714443	Q
Registration Number:	2722381	Q
Registration Number:	2945298	Q
Registration Number:	2694703	Q BREAKFAST
Registration Number:	2694702	Q BREW
Registration Number:	2866741	QPOS
Registration Number:	2765143	QUIZ KIDZ

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Registration Number:	2728066	QUIZNOS
Registration Number:	2820292	QUIZNOS
Registration Number:	3013409	QUIZNOS
Registration Number:	1317421	QUIZNO'S
Registration Number:	1317420	QUIZNO'S
Registration Number:	1716834	QUIZNO'S
Registration Number:	2086598	QUIZNO'S EXPRESS CLASSIC SUBS
Registration Number:	2843107	QUIZNOS SUB
Registration Number:	3013410	QUIZNOS SUB
Registration Number:	2228680	QUIZNO'S SUBS OVEN BAKED CLASSICS
Registration Number:	2468324	SMOOTHIE Q
Registration Number:	2466397	SMOOTHIE Q
Registration Number:	2901076	TOASTY
Registration Number:	2743992	TURBO TURKEY SUB
Registration Number:	2727950	WHAMMY HAMMY SUB
Registration Number:	3020912	BATCH 83
Registration Number:	2971338	TOASTY
Serial Number:	78397517	QCARD
Serial Number:	78388007	OVEN TOASTED

CORRESPONDENCE DATA

Fax Number: (714)755-8290
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 714-540-1235
Email: ipdocket@lw.com
Correspondent Name: Latham & Watkins LLP
Address Line 1: 650 Town Center Drive, Suite 2000
Address Line 4: Costa Mesa, CALIFORNIA 92626

ATTORNEY DOCKET NUMBER:	022411-0539 (QIP-QZ)
NAME OF SUBMITTER:	Anna T Kwan
Signature:	/Anna T Kwan/
Date:	05/05/2006

Total Attachments: 7
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RELEASE OF LIEN ON TRADEMARKS

RELEASE OF LIEN ON TRADEMARKS, (this "Trademark Release"), dated May 4, 2006, between QIP HOLDER LLC, a Delaware limited liability company ("Secured Party") and QZ FINANCE LLC, a Delaware limited liability company ("Grantor").

W I T N E S S E T H

WHEREAS, Grantor and Secured Party entered into that certain IP and Franchise Agreement Contribution Agreement, dated February 9, 2005 (the "IP and Franchise Contribution Agreement");

WHEREAS, pursuant to the IP and Franchise Contribution Agreement, and in connection with that certain Base Indenture, dated as of February 9, 2005, by and between QFA Royalties LLC, a Delaware limited liability company and the Bank of New York, as trustee (the "Base Indenture"), Grantor granted, assigned and conveyed Secured Party a continuing security interest in, and lien on, certain intellectual property defined in the IP and Franchise Contribution Agreement as the QUINZOS IP, including the United States trademark and service mark registrations and applications set forth in Schedule I attached hereto (collectively, the "Trademarks) and the goodwill of the business symbolized by the Trademarks and all products and proceeds of the foregoing (collectively the "Trademark Collateral");

WHEREAS, the Base Indenture has been terminated as of the date hereof;

WHEREAS, pursuant to the termination of the Base Indenture Secured Party has consented to the release of all the liens created by the IP and Franchise Contribution Agreement; and

WHEREAS, Secured Party has agreed to execute or cause to be executed such release documents and instruments and shall take such further actions as Grantor shall request to evidence such release.

NOW, THEREFORE, the parties hereby agree as follows:

SECTION 1. Release of Lien in Trademark Collateral. Secured Party hereby acknowledges that its security in, to and under the Trademark Collateral, is released, relinquished and discharged and Secured Party hereby consents to the recordation of this Trademark Release by Grantor in the United States Patent and Trademark Office.

SECTION 2. Governing Law. This Trademark Release shall be governed by, and construed in accordance with, the laws of the State of Delaware.

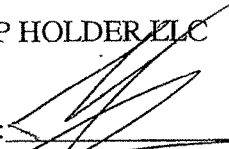
SECTION 3. Further Assurances. Secured Party shall take any further action Grantor may reasonably require to further effect this Trademark Release and any other documents or instruments as are reasonably necessary to evidence the termination and release of Secured Party's security interest grant in the Trademark Collateral pursuant to the IP and Franchise Contribution Agreement, provided such action shall be at Grantor's sole cost and expense.

SECTION 4. Terms Defined in the IP and Franchise Contribution Agreement. All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the IP and Franchise Contribution Agreement.

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IN WITNESS WHEREOF, the parties hereto have caused this Trademark Release to be executed by their respective officers thereunto duly authorized, as of the date first above written.

QIP HOLDER LLC

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



Acknowledged and agreed:



QZ FINANCE LLC

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


SCHEDULE I

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

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 <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>	REGISTERED 78/329,812 11/19/2003	2,945,298 4/26/1005 4/26/2015
Q BREAKFAST Class 29 - Cream cheese Class 30 – Bagels, sandwiches and coffee	REGISTERED 76/222,685 03/09/2001	2,694,703 03/11/2003 03/11/2013
Q BREW Class 29 - Cream cheese Class 30 – Bagels, sandwiches and coffee	REGISTERED 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>	ABANDONED 78/397,517 04/06/2004	
QPOS Class 09 – Cash register and parts therefor	REGISTERED 78/256,008 05/29/2003	2,866,741 07/27/2004 07/27/2014
QUIZ KIDZ Class 42 - Restaurant services	REGISTERED 76/315,477 09/20/2001	2,765,143 09/16/2003 09/16/2013
QUIZNOS Class 43 - Restaurant services	REGISTERED 76/382,249 03/13/2002	2,728,066 06/17/2003 06/17/2013
QUIZNOS Class 29 - Snack foods, namely potato-based snack foods Class 30 - Cookies, croutons, sauces and candy mints	REGISTERED 76/382,142 03/13/2002	2,820,292 03/02/2004 03/02/2014
QUIZNOS Class 30 – Sandwiches	REGISTERED 78/498,191 10/12/2004	3,013,409 11/08/2005 11/08/2015

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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
QUIZNO'S SUB Class 42 - Restaurant services; take-out restaurant services	REGISTERED 78/242,301 04/25/2003	2,843,107 05/18/2004 05/18/2014
QUIZNO'S SUB (Green and Red) Class 43 - Restaurant services	REGISTERED 78/498,283 10/12/2004	3,013,410 11/08/2005 11/08/2015
 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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SMOOTHIE Q  Class 32 - Non-alcoholic frozen beverages containing fruits or other flavorings	REGISTERED 75/705,785 05/13/1999	2,466,397 07/03/2001 07/03/2011
TOASTY Class 43 - Restaurant services	REGISTERED 76/389,521 04/01/2002	2,901,076 11/09/2004 11/09/2014
TURBO TURKEY SUB Class 42 - Restaurant services	REGISTERED 76/315,478 09/20/2001	2,743,992 07/29/2003 07/29/2013
WHAMMY HAMMY SUB Class 42 - Restaurant services	REGISTERED 76/315,479 09/20/2001	2,727,950 06/17/2003 06/17/2013
BATCH 83 Class 30 - Sauces	REGISTERED 78/530,066 12/09/2004	3,020,912 11/29/2005 11/29/2015
OVEN TOASTED Class 43 - Restaurant services	ABANDONED 78/388,007 03/20/2004	
TOASTY Class 30 - Sandwiches other than cracker sandwiches	REGISTERED 76/389,520 04/01/2002	2,971,338 7/19/2005 7/19/2015