

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
KBI Holdings, L.L.C.		01/23/2006	LIMITED LIABILITY COMPANY: ARIZONA

RECEIVING PARTY DATA

Name:	The Hillstreet Fund II, L.P.
Street Address:	300 Main Street
Internal Address:	Suite 1C
City:	Cincinnati
State/Country:	OHIO
Postal Code:	45202
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

PROPERTY NUMBERS Total: 23

Property Type	Number	Word Mark
Registration Number:	1455831	AMERICA'S BEST DRESSED SANDWICH
Registration Number:	2906558	BLIMPIE
Registration Number:	2195438	BLIMPIE
Registration Number:	2172835	BLIMPIE
Registration Number:	1256296	BLIMPIE
Registration Number:	2905006	BLIMPIE
Registration Number:	1221085	BLIMPIE
Registration Number:	2011843	BLIMPIE BEST
Registration Number:	2007989	BLIMPIE SUBS & SALADS
Registration Number:	2120796	BLIMPIE SUBS & SALADS
Registration Number:	2747233	CHILI OLE
Registration Number:	2851909	CRUNCH-A-BOWL
Registration Number:	2851496	I WANT MY BLIMPIE

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Registration Number:	2070269	IT'S A BEAUTIFUL THING.
Registration Number:	2884263	IT'S A BEAUTIFUL THING.
Registration Number:	2741942	ZESTO PESTO
Registration Number:	3008697	THE BLIMPIE BLUFFIN
Registration Number:	2997499	BLIMPIE BLAST.
Registration Number:	3153304	BLIMPIE
Registration Number:	3262105	BLIMPIE SNACK SHACK
Registration Number:	3261911	BLIMPIE XPRESS
Registration Number:	3256909	KIDZ ROLLZ
Registration Number:	3230739	REAL. FRESH. TASTE.

CORRESPONDENCE DATA

Fax Number: (513)579-6457

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

Phone: 5135796960

Email: trademarks@kmklaw.com

Correspondent Name: Courtney A. Laginess

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Address Line 4: Cincinnati, OHIO 45202

ATTORNEY DOCKET NUMBER:	HI4426FI0020
NAME OF SUBMITTER:	Courtney A. Laginess
Signature:	/Courtney A. Laginess/
Date:	03/27/2008

Total Attachments: 2

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MEMORANDUM OF PATENT, TRADEMARK AND LICENSE
SECURITY AGREEMENT

Pursuant to a certain Patent, Trademark And License Security Agreement dated as of January 24, 2002, as amended by that certain Assignment and Assumption Agreement dated as of January 23, 2006 (the "Security Agreement"), KBI HOLDINGS, L.L.C., an Arizona limited liability company, whose chief executive office is located at 7730 E. Greenway Road, Suite 104, Scottsdale, AZ 85260 ("Pledgor"), has granted to THE HILLSTREET FUND II, L.P., a Delaware limited partnership, whose chief executive office is located at 300 Main Street, Cincinnati, Ohio 45202, as agent (the "Secured Party"), a continuing security interest in, and a continuing lien upon, all of Pledgor's right, title and interest in and to (i) the trademark and trademark applications, foreign or domestic, listed on the attached Schedule 1 and (ii) the patents, patent applications and licenses, foreign or domestic listed on the attached Schedule 2 together with the goodwill connected with the use of and symbolized by each of such trademarks, patents, licenses and all renewals thereof. Such security interest and lien can be terminated only in accordance with the terms of the Security Agreement.

Dated as of January 23, 2006.

KBI HOLDINGS, L.L.C.

By: Kabala Corp.
Its: Sole Member

By: 
Name: David Fuerns
Title: President

SCHEDULE I

Borrower has an undivided sixty percent (60%) interest in the following Blimpie trademarks:

REGISTERED DOMESTIC TRADEMARKS

Trademark	Number	Date Registered
AMERICA'S BEST DRESSED SANDWICH	1,455,831	September 1, 1987
BLIMPIE	2,906,558	November 30, 2004
BLIMPIE	2,195,438	October 13, 1998
BLIMPIE	2,172,835	July 14, 1998
BLIMPIE	1,256,296	November 1, 1983
BLIMPIE and Design	2,905,006	November 23, 2004
BLIMPIE and Design	1,221,085	December 21, 1982
BLIMPIE BEST	2,011,843	October 29, 1996
BLIMPIE SUBS & SALADS and Design	2,007,989	October 15, 1996
BLIMPIE SUBS & SALADS and Design	2,120,796	December 16, 1997
CHILI OLE	2,747,233	August 5, 2003
CRUNCH-A-BOWL	2,851,909	June 8, 2004
I WANT MY BLIMPIE	2,851,496	June 8, 2004
IT'S A BEAUTIFUL THING.	2,070,269	June 10, 1997
IT'S A BEAUTIFUL THING.	2,884,263	September 14, 2004
ZESTO PESTO	2,741,942	July 29, 2003
THE BLIMPIE BLUFFIN	3,008,697	October 25, 2005
BLIMPIE BLAST.	2,997,499	September 20, 2005
BLIMPIE and Design	3,153,304	October 10, 2006
BLIMPIE SNACK SHACK	3,262,105	July 10, 2007
BLIMPIE XPRESS	3,261,911	July 10, 2007
KIDZ ROLLZ	3,256,909	June 26, 2007
REAL. FRESH. TASTE.	3,230,739	April 17, 2007