

**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
The Hillstreet Fund II, L.P.		12/17/2010	LIMITED PARTNERSHIP: DELAWARE

**RECEIVING PARTY DATA**

Name:	KBI Holdings, L.L.C.
Street Address:	9311 E. Via de Ventura
City:	Scottsdale
State/Country:	ARIZONA
Postal Code:	85258
Entity Type:	LIMITED LIABILITY COMPANY: ARIZONA

Name:	KAHA Acquisition VI, L.L.C.
Street Address:	9311 E. Via de Ventura
City:	Scottsdale
State/Country:	ARIZONA
Postal Code:	85258
Entity Type:	LIMITED LIABILITY COMPANY: ARIZONA

**PROPERTY NUMBERS Total: 22**

Property Type	Number	Word Mark
Registration Number:	3153304	BLIMPIE
Registration Number:	3262105	BLIMPIE SNACK SHACK
Registration Number:	3230739	REAL. FRESH. TASTE.
Registration Number:	2747233	CHILI OLE
Registration Number:	2741942	ZESTO PESTO
Registration Number:	3256909	KIDZ ROLLZ
Registration Number:	3008697	THE BLIMPIE BLUFFIN
Registration Number:	2997499	BLIMPIE BLAST.

**TRADEMARK**

900181178

REEL: 004451 FRAME: 0860

OP \$565.00 3153304

Registration Number:	3261911	BLIMPIE XPRESS
Registration Number:	2906558	BLIMPIE
Registration Number:	2905006	BLIMPIE
Registration Number:	2884263	IT'S A BEAUTIFUL THING.
Registration Number:	2851909	CRUNCH-A-BOWL
Registration Number:	2851496	I WANT MY BLIMPIE
Registration Number:	2195438	BLIMPIE
Registration Number:	2007989	BLIMPIE SUBS & SALADS
Registration Number:	2120796	BLIMPIE SUBS & SALADS
Registration Number:	2011843	BLIMPIE BEST
Registration Number:	2070269	IT'S A BEAUTIFUL THING.
Registration Number:	1221085	BLIMPIE
Registration Number:	1455831	AMERICA'S BEST DRESSED SANDWICH
Registration Number:	1256296	BLIMPIE

**CORRESPONDENCE DATA**

Fax Number: (480)362-4797  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 4803624800  
Email: rtmitchell@kahalamgmt.com  
Correspondent Name: Renee Mitchell  
Address Line 1: 9311 E. Via de Ventura  
Address Line 4: Scottsdale, ARIZONA 85258

ATTORNEY DOCKET NUMBER:	KBI HOLDINGS, L.L.C.
NAME OF SUBMITTER:	Renee Mitchell
Signature:	/Renee Mitchell/
Date:	01/12/2011

Total Attachments: 4  
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source=Release of Security Interest in TMs#page4.tif

## RELEASE OF SECURITY INTEREST IN TRADEMARKS

THIS RELEASE OF SECURITY INTEREST IN TRADEMARKS (this "Release") is made as of December 17, 2010 by THE HILLSTREET FUND II, L.P. ("HillStreet"), in favor of KBI HOLDINGS, L.L.C., an Arizona limited liability company ("KBI") and KAHA ACQUISITION VI, L.L.C., an Arizona limited liability company ("Kaha").

WHEREAS, pursuant to the terms and conditions of that certain Patent, Trademark and License Security Agreement dated January 15, 2008 (the "Kaha Agreement"), Kaha granted to HillStreet a security interest in and to Kaha's right, title and interest in, to and under certain of Kaha's trademarks, including those set forth on Schedule A attached hereto ("Trademarks");

WHEREAS, pursuant to the terms and conditions of that certain Memorandum of Patent, Trademark and License Security Agreement dated January 24, 2006 (the "KBI Agreement"), KBI granted to HillStreet a security interest in and to KBI's right, title and interest in, to and under the Trademarks;

WHEREAS, the Kaha Agreement and KBI Agreement were recorded with the United States Patent and Trademark Office ("PTO") on March 27, 2008 at Reel 3747, Frame 0809 and Reel 3748, Frame 0639, respectively; and

WHEREAS, the obligations secured thereby have been paid in full.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, HillStreet hereby terminates the Kaha Agreement and KBI Agreement and hereby terminates, cancels and releases any and all security interests it has against the Trademarks and the goodwill symbolized thereby.

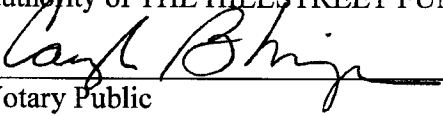
IN WITNESS WHEREOF, HillStreet has caused this Release to be executed by its duly authorized representative as of the date set forth above.

THE HILLSTREET FUND II, L.P. as Agent  
BY: HILLSTREET CAPITAL II, INC.  
Its: Investment Manager

By:   
Christian L. Meininger, President

STATE OF Ohio )  
 ) SS.  
COUNTY OF HAMILTON )

On this 17<sup>th</sup> day of December, 2010, there appeared before me Christian L. Meininger, personally known to me, who acknowledged that he/she signed the foregoing Release as his/her voluntary act and deed on behalf and with full authority of THE HILL STREET FUND II, L.P.

  
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Notary Public

**CARYL B. SIMPSON**  
Notary Public, State of Ohio  
My Commission Expires Jan. 28, 2013

**SCHEDULE A**  
**TRADEMARKS**

	<b>Serial Number</b>	<b>Reg. Number</b>	<b>Trademark</b>	<b>Registration Date</b>
1	78636751	3153304	BLIMPIE	October 10, 2006
2	78503831	3262105	BLIMPIE SNACK SHACK	July 10, 2007
3	78503810	3230739	REAL. FRESH. TASTE.	April 17, 2007
4	78144593	2747233	CHILI OLE	August 5, 2003
5	78144582	2741942	ZESTO PESTO	July 29, 2003
6	78503819	3256909	KIDZ ROLLZ	June 26, 2007
7	78414378	3008697	THE BLIMPIE BLUFFIN	October 25, 2005
8	78414362	2997499	BLIMPIE BLAST.	September 20, 2005
9	78377772	3261911	BLIMPIE XPRESS	July 10, 2007
10	78302927	2906558	BLIMPIE	November 30, 2004
11	78302910	2905006	BLIMPIE	November 23, 2004
12	78267432	2884263	IT'S A BEAUTIFUL THING.	September 14, 2004
13	78148317	2851909	CRUNCH-A-BOWL	June 8, 2004
14	76404978	2851496	I WANT MY BLIMPIE	June 8, 2004
15	75330553	2195438	BLIMPIE	October 13, 1998
16	74714398	2007989	BLIMPIE SUBS & SALADS	October 15, 1996

17	74736791	2120796	BLIMPIE SUBS & SALADS	December 16, 1997
18	74736794	2011843	BLIMPIE BEST	October 29, 1996
19	74607658	2070269	IT'S A BEAUTIFUL THING.	June 10, 1997
20	73188080	1221085	BLIMPIE	December 21, 1982
21	73581811	1455831	AMERICA'S BEST DRESSED SANDWICH	September 1, 1987
22	73188686	1256296	BLIMPIE	November 1, 1983