

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
KBI Holdings, LLC		01/01/2011	LIMITED LIABILITY COMPANY: ARIZONA

RECEIVING PARTY DATA	
Name:	Kahala Franchising, 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: 18		
Property Type	Number	Word Mark
Registration Number:	3153304	BLIMPIE
Registration Number:	3262105	BLIMPIE SNACK SHACK
Registration Number:	3230739	REAL. FRESH. TASTE.
Registration Number:	3008697	THE BLIMPIE BLUFFIN
Registration Number:	2997499	BLIMPIE BLAST.
Registration Number:	3261911	BLIMPIE XPRESS
Registration Number:	2747233	CHILI OLE
Registration Number:	2741942	ZESTO PESTO
Registration Number:	2851496	I WANT MY BLIMPIE
Registration Number:	2195438	BLIMPIE
Registration Number:	2011843	BLIMPIE BEST
Registration Number:	2120796	BLIMPIE SUBS & SALADS
Registration Number:	2007989	BLIMPIE SUBS & SALADS
Registration Number:	2070269	IT'S A BEAUTIFUL THING.

OP \$465.00 3153304

TRADEMARK

Registration Number:	1221085	BLIMPIE
Registration Number:	1455831	AMERICA'S BEST DRESSED SANDWICH
Registration Number:	1256296	BLIMPIE
Registration Number:	3256909	KIDZ ROLLZ

CORRESPONDENCE DATA

Fax Number: 4803624816
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 4803624800
 Email: rlmitchell@kahalamgmt.com
 Correspondent Name: Renee Mitchell
 Address Line 1: 9311 East Via de Ventura
 Address Line 4: Scottsdale, ARIZONA 85258

NAME OF SUBMITTER:	Renee Mitchell
Signature:	/Renee Mitchell/
Date:	01/30/2013

Total Attachments: 3
 source=2011-01-01 KBI Holdings LLC-Kahala Franchising LLC - Assignment#page1.tif
 source=2011-01-01 KBI Holdings LLC-Kahala Franchising LLC - Assignment#page2.tif
 source=2011-01-01 KBI Holdings LLC-Kahala Franchising LLC - Assignment#page3.tif

ASSIGNMENT AGREEMENT

This Assignment Agreement ("Assignment") is made effective as of January 1, 2011 ("Effective Date"), by and between KBI HOLDINGS, L.L.C., an Arizona limited liability company ("ASSIGNOR"), and KAHALA FRANCHISING, L.L.C., an Arizona limited liability company ("ASSIGNEE").

WHEREAS, ASSIGNOR is the owner of the trademarks listed in "Exhibit A", attached hereto and incorporated by reference herein (individually and collectively, "Marks"), together with the goodwill of the business symbolized thereby in connection with the goods and services on which the Marks are used.

WHEREAS, ASSIGNOR desires to convey, transfer, assign, deliver, and contribute to ASSIGNEE all of its right, title, and interest in and to the Marks; and

WHEREAS, ASSIGNEE desires to acquire all of ASSIGNOR's rights, title, and interest in and to the Marks and the goodwill symbolized thereby.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR hereby irrevocably sells, assigns, transfers, and conveys to ASSIGNEE all of its right, title, and interest in and to the Marks, as well as ASSIGNOR's right, title, and interest of every kind and character throughout the world, including, without limitation, all federal, state, foreign, statutory and common law and other rights and all domestic and foreign trademark applications and registrations therefor (and all extensions and renewals of such applications and registrations, and the right to apply for any of the foregoing), together with the goodwill of the business associated with the Marks, the same to be held and enjoyed by ASSIGNEE, its successors, assigns, and other legal representatives.

ASSIGNOR further assigns to ASSIGNEE all rights to sue for and receive all damages accruing from past, present, and future infringements or misappropriations of the Marks herein assigned.

This Assignment shall be binding upon the parties, their successors and/or assigns, and all others acting by, through, with, or under their direction, and all those in privity therewith.


ASSIGNOR further covenants that it will execute all documents, papers, forms and authorizations and take all other actions that may be necessary for securing, completing, or vesting in ASSIGNEE full right, title, and interest in and to the Marks.

[THE REMAINDER OF THIS PAGE IS LEFT INTENTIONALLY BLANK]

IN WITNESS WHEREOF the parties have duly executed and delivered this Assignment Agreement as of the day and year first above written.

ASSIGNOR:

KBI HOLDINGS, L.L.C., an Arizona limited liability company

By: 
Name: Michael Reagan
Its: Vice President of its Sole Member

ASSIGNEE:

KAHALA FRANCHISING, L.L.C., an Arizona limited liability company

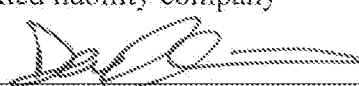
By: 
Name: David Guarino
Its: President of its Sole Member

EXHIBIT A**Schedule of Trademarks and Intellectual Property**

<u>TRADEMARK/ SERVICEMARK</u>	<u>SERIAL No./ REG. No.</u>	<u>STATUS</u>	<u>FILING DATE/ REGISTRATION DATE</u>
BLIMPIE	3,153,304	Registered	October 10, 2006
BLIMPIE SNACK SHACK	3,262,105	Registered	July 10, 2007
REAL. FRESH. TASTE.	3,230,739	Registered	April 17, 2007
THE BLIMPIE BLUFFIN	3,008,697	Registered	October 25, 2005
BLIMPIE BLAST.	2,997,499	Registered	September 20, 2005
BLIMPIE XPRESS	3,261,911	Registered	July 10, 2007
CHILI OLE	2,747,233	Registered	August 5, 2003
ZESTO PESTO	2,741,942	Registered	July 29, 2003
I WANT MY BLIMPIE	2,851,496	Registered	June 8, 2004
BLIMPIE	2,195,438	Registered	October 13, 1998
BLIMPIE BEST	2,011,843	Registered	October 29, 1996
BLIMPIE SUBS & SALADS	2,120,796	Registered	December 16, 1997
BLIMPIE SUBS & SALADS	2,007,989	Registered	October 15, 1996
IT'S A BEAUTIFUL THING.	2,070,269	Registered	June 10, 1997
BLIMPIE	1,221,085	Registered	December 21, 1982
AMERICA'S BEST DRESSED SANDWICH	1,455,831	Registered	September 1, 1987
BLIMPIE	1,256,296	Registered	November 1, 1983
KIDZ ROLLZ	3,256,909	Registered	June 26, 2007