

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
The Quizno's Master LLC		08/10/2012	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Jeffrey Jolles		
Street Address:	604 S. Washington Square		
Internal Address:	Suite 2514		
City:	Philadelphia		
State/Country:	PENNSYLVANIA		
Postal Code:	19106		
Entity Type:	INDIVIDUAL: UNITED STATES		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	1640049	BAIN'S	
Registration Number:	0959079	BAIN'S CAFETERIA	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Email:	dsimpson@kaplaw.com		
Correspondent Name:	Dirk M. Simpson, Esquire		
Address Line 1:	910 Harvest Drive		
Address Line 2:	Kaplin Stewart		
Address Line 4:	Blue Bell, PENNSYLVANIA 19422		
NAME OF SUBMITTER:	Dirk M. Simpson		
Signature:	/Dirk M Simpson/		

OP \$65.00 1640049

Date:

02/08/2013

Total Attachments: 5

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TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT ("Trademark Assignment") is made and entered into as of August 10, 2012, by and between The Quizno's Master LLC, a limited liability company organized under the laws of the State of Delaware, U.S.A., whose business address is 1001 17th Street, Ste. S-175, Denver, CO 80202, U.S.A. ("Assignor"), and Jeff Jolles, an individual residing in the State of Pennsylvania, U.S.A., whose business address is 604 S. Washington Sq., Suite #2514, Philadelphia, PA 19106 ("Assignee").

WHEREAS, Assignor is the owner of the trademarks shown on the attached Schedule A and the registrations and applications and related goodwill therefor (collectively, the "Trademarks");


WHEREAS, pursuant to, and upon the terms of, that certain Asset Purchase Agreement, dated as of February 1, 1999 (as the same has been amended, restated, supplemented or otherwise modified) the "Asset Purchase Agreement", by and between The Quizno's Acquisition Company, Bain's Deli Corporation and Assignee, Assignor has agreed to assign all of its right, title and interest in and to the Trademarks; and

WHEREAS, in accordance with the Asset Purchase Agreement, Assignee desires to acquire all right, title and interest in and to the Trademarks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign to Assignee, and Assignee hereby accepts the assignment of, all right, title and interest in and to the Trademarks, together with the goodwill associated therewith, including all claims for damages for past infringement.

The parties hereto acknowledge that the terms of this Trademark Assignment shall be interpreted and construed in accordance with the terms of the Asset Purchase Agreement. Nothing in this Trademark Assignment is intended, nor shall it be deemed, to modify, limit, extend or amend any of the rights or obligations of either party to the Asset Purchase Agreement.


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Jeff Jolles

[Signature Page to Trademark Assignment]

ACKNOWLEDGED AND AGREED:

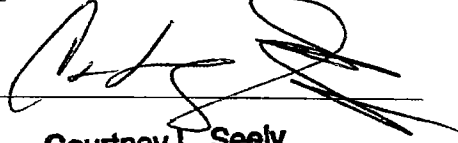
BAIN'S DELI CORPORATION

By: 
Name: Jeffrey Jones
Title: Pres.

[Signature Page to Trademark Assignment]

IN WITNESS WHEREOF, the parties have executed or caused this Trademark Assignment to be executed as of the date first written above.

THE QUIZNO'S MASTER LLC

By: 

Name: **Courtney L. Seely**

Executive Vice President

Title: _____

[Signature Page to Trademark Assignment]

SCHEDULE A

UNITED STATES TRADEMARK REGISTRATIONS

Mark	Registration Number
BAIN'S	1640049
BAIN'S CAFETERIA	0959079