

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM299542

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Entity Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Quizno's Master LLC		12/21/2005	LIMITED LIABILITY COMPANY: COLORADO
RECEIVING PARTY DATA			
Name:	The Quizno's Master LLC		
Street Address:	1001 17th Street, Suite S-175		
City:	Denver		
State/Country:	COLORADO		
Postal Code:	80202		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2945032	CHEF JIMMY'S	
Registration Number:	3522278	MESA VERDE	
CORRESPONDENCE DATA			
Fax Number:	7196943718		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	719-475-6427		
Email:	docket@hollandhart.com		
Correspondent Name:	Amanda L. Swaim		
Address Line 1:	PO Box 8749		
Address Line 2:	Attn: Trademark Docketing		
Address Line 4:	Denver, COLORADO 80201-8749		
ATTORNEY DOCKET NUMBER:	58431.0001		
NAME OF SUBMITTER:	Amanda L. Swaim		
SIGNATURE:	/Amanda L. Swaim/		
DATE SIGNED:	03/28/2014		
Total Attachments: 6			
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source=CO Stmt of Conversion TQM#page1.tif			

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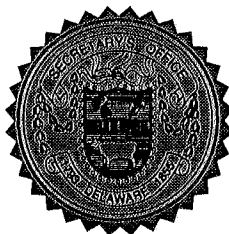
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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A COLORADO LIMITED LIABILITY COMPANY UNDER THE NAME OF "THE QUIZNO'S MASTER LLC" TO A DELAWARE LIMITED LIABILITY COMPANY, FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2005, AT 10:24 O'CLOCK P.M.



4082595 8100V

051050973

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4398031

DATE: 12-22-05

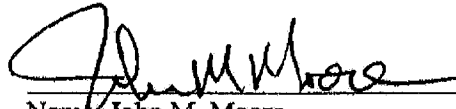
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REEL: 005246 FRAME: 0245

**CERTIFICATE OF CONVERSION
TO
LIMITED LIABILITY COMPANY
OF
THE QUIZNO'S MASTER LLC,
A COLORADO LIMITED LIABILITY COMPANY
TO
THE QUIZNO'S MASTER LLC,
A DELAWARE LIMITED LIABILITY COMPANY**

This Certificate of Conversion to Limited Liability Company, dated as of December 21, 2005, is being duly executed and filed by John M. Moore, as an authorized person, to convert The Quizno's Master LLC, a Colorado limited liability company (the "Other Entity"), to The Quizno's Master LLC, a Delaware limited liability company (the "Company"), under the Delaware Limited Liability Company Act (6 Del. C. §18-101, et seq.).

1. The Other Entity was first formed on May 8, 2002. The jurisdiction of the Other Entity at the time it was first formed was the State of Colorado.
2. The Other Entity's name immediately prior to the filing of this Certificate of Conversion to Limited Liability Company was The Quizno's Master LLC.
3. The name of the Company as set forth in its certificate of formation is The Quizno's Master LLC.
4. The conversion of the Other Entity to the Company shall be effective upon the filing of this Certificate of Conversion to Limited Liability Company and a certificate of formation with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion to Limited Liability Company as of the date first-above written.



Name: John M. Moore
Authorized Person

Document processing fee

If document is filed on paper

\$150.00

If document is filed electronically

Currently Not Available

Fees & forms/cover sheets

are subject to change.

To file electronically, access instructions

for this form/cover sheet and other

information or print copies of filed

documents, visit www.sos.state.co.us

and select Business Center.

Paper documents must be typewritten or machine printed.

20051474517 C

\$ 300.00

SECRETARY OF STATE

12-22-2005 11:05:59

ABOVE SPACE FOR OFFICE USE ONLY

Statement of Conversion

filed pursuant to §7-90-301, et seq. and §7-90-201 Colorado Revised Statutes (C.R.S.)

ID number (if applicable): 20021123693

1. Entity name of the converting entity:

The Quizno's Master LLC

(must be exactly as shown on the records of the Secretary of State)

2. Jurisdiction under which the converting entity was formed:

Colorado

3. Principal office street address of the converting entity:

1475 Lawrence Street, Suite 400

(Street name and number)

Denver

(City)

CO

(State)

80202

(Postal/Zip Code)

(Province - if applicable)

(Country - if not US)

4. Principal office mailing address of the converting entity:
(if different from above)

(Street name and number or Post Office Box information)

(City)

(State)

(Postal/Zip Code)

(Province - if applicable)

(Country - if not US)

5. Form of the converting entity:

Limited liability company

6. Entity name of the resulting entity:

The Quizno's Master LLC

7. Jurisdiction under which the resulting entity is being formed:

Delaware

8. Principal office street address of the resulting entity:

1475 Lawrence Street, Suite 400

(Street name and number)

CONVERT

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Rev. 6/15/2005

CO101 - 6/24/05 C T System Online

TRADEMARK
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Denver CO 80202
(City) (State) (Postal/Zip Code)
(Province - if applicable) (Country - if not US)

9. Principal office mailing address of the resulting entity:
(if different from above)

(Street name and number or Post Office Box information)
(City) (State) (Postal/Zip Code)
(Province - if applicable) (Country - if not US)

10. Form of the resulting entity:

Limited liability company

11. Use of Restricted Words (if any of these terms are contained in an entity name, true name of an entity, trade name or trademark stated in this document, mark the applicable box):

- "bank" or "trust" or any derivative thereof
 "credit union" "savings and loan"
 "insurance", "casualty", "mutual", or "surety"

12. The converting entity has been converted into the resulting entity pursuant to this section.

13. If the resulting entity is an entity for which constituent filed documents are to be filed in the records of the secretary of state, the converting entity shall deliver to the secretary of state for filing pursuant to part 3 of this article, the constituent filed document that complies with the requirements of the organic statutes.

If a constituent filed document is to be filed, submit the constituent filed document for the resulting entity together with the statement of conversion. Mark this box and include the appropriate constituent filed document that complies with the requirements of the organic statutes. Information contained in the statement of conversion controls over any contrary information contained elsewhere in the filed document. The filing fee of the appropriate constituent filed document is included in the filing fee of the statement of conversion.

14. Additional information may be included pursuant to other organic statutes such as title 12, C.R.S. If applicable, mark this box and include an attachment stating the additional information.

15. (Optional) Delayed effective date: _____
(mm/dd/yyyy)

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

16. Name(s) and address(es) of the individual(s) causing the document

to be delivered for filing:

Stewart Lyle B
 (Last) (First) (Middle) (Suffix)
 3751 S. Quebec Street
 (Street name and number or Post Office Box information)
 Denver CO 80237
 (City) (State) (Postal/Zip Code)
 (Province - if applicable) (Country - if not US)

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box and include an attachment stating the name and address of such individuals.)

Disclaimer:

This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.

DEPARTMENT OF STATE
 STATE OF COLORADO
 I hereby certify that this is a true copy of
 Document No. _____
 consisting of _____ pages filed by the
 Colorado Secretary of State in the records
 of the Secretary of State.

 Secretary of State
 BY _____
 Date _____
 CONVERT



STATE OF COLORADO
DEPARTMENT OF STATE

I hereby certify that this is a true copy of
Document No. 2005 1474517
consisting of 3 pages filed by the
Colorado Secretary of State in the records
of the Secretary of State.

Genette Dennis

Secretary of State

J. Schaub
By

12/28/05
Date