

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM859501

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Qdoba Restaurant Corporation		11/28/2023	Corporation: COLORADO
RECEIVING PARTY DATA			
Name:	Qdoba Franchisor LLC		
Street Address:	350 Camino del La Reina, 4th Floor		
City:	San Diego		
State/Country:	CALIFORNIA		
Postal Code:	92108		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 25			
Property Type	Number	Word Mark	
Registration Number:	4994684	CHOOSE FLAVOR	
Registration Number:	2876701		
Registration Number:	4830983	KNOCKOUT TACOS	
Registration Number:	2831477	NAKED BURRITO	
Registration Number:	2462773	QDOBA	
Registration Number:	4819478	QDOBA MEXICAN EATS	
Registration Number:	4833275	QDOBA MEXICAN EATS	
Registration Number:	2452146	QDOBA MEXICAN GRILL	
Registration Number:	2574316	QDOBA MEXICAN GRILL	
Registration Number:	4227729	QDOBA MEXICAN GRILL	
Registration Number:	4964072	QDOBA	
Registration Number:	4344272	QUESOFY	
Registration Number:	5571847	UNITED BY FLAVOR	
Registration Number:	5784766	QTEXT	
Registration Number:	5974017	QDOBA STANDS FOR FLAVOR	
Registration Number:	6154219	BIG FLAVORS. BOLD RETURNS.	
Registration Number:	6667168	Q-GO-BOX	
Registration Number:	6447460	BOO-GO	
Registration Number:	6885816	MAKING THE WORLD A MORE FLAVORFUL PLACE	

OP \$640.00 4994684

Property Type	Number	Word Mark
Serial Number:	88131298	Q-CASH
Serial Number:	90795249	PURE GOLD BY QDOBA
Serial Number:	97335149	IN CHEESE WE CRUST
Serial Number:	97442715	QUESOPOCKET
Serial Number:	97468653	LOADED GOLD QUESOS
Serial Number:	98233725	BOOGO

CORRESPONDENCE DATA

Fax Number: 9497609502

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 9497600404

Email: efilings@knobbe.com

Correspondent Name: KNOBBE MARTENS OLSON & BEAR LLP

Address Line 1: 2040 Main Street, 14th Floor

Address Line 2: c/o Steven J. Nataupsky

Address Line 4: Irvine, CALIFORNIA 92614

ATTORNEY DOCKET NUMBER: QDOBA.227GEN

NAME OF SUBMITTER: Steven J. Nataupsky

SIGNATURE: /Steven J. Nataupsky/

DATE SIGNED: 12/07/2023

Total Attachments: 13

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TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT (the "Trademark Assignment") is made and entered into as of November 28, 2023, by and between Qdoba Restaurant Corporation, a Colorado corporation located at 350 Camino del La Reina, 4th Floor, San Diego, CA 92108, ("Assignor"), and Qdoba Franchisor LLC, a Delaware limited liability company located at 350 Camino del La Reina, 4th Floor, San Diego, CA 92108 ("Assignee") (collectively referred to as the "Parties").

WHEREAS, pursuant to the Omnibus Closing Date Transfer Agreement between the Parties and certain other Transferors and Transferees party thereto, dated as of the date hereof (the "Agreement"), Assignor has Transferred all right, title and interest in and to its Conveyed IP (as defined by reference therein) throughout the world, including any and all trademarks, service marks and registrations and applications for the same listed on the attached Schedule 1 (collectively referred to as the "Trademarks"), and all goodwill connected with the use of or symbolized by the Trademarks; and

WHEREAS, pursuant to the Agreement, the Assignee has acquired all right, title and interest in and to Assignor's Conveyed IP, including the Trademarks, and the Parties wish to record such acquisition in the United States Patent and Trademark Office and the Canadian Intellectual Property Office; and

NOW, THEREFORE, for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby agree as follows:

Capitalized terms used herein and not defined herein have the meanings set forth in the Agreement.

Pursuant to the Agreement, Assignor hereby (i) irrevocably Transfers all of its right, title and interest in and to the Trademarks and the goodwill connected with the use of or symbolized by the Trademarks to the Assignee, absolutely and not as collateral security, without recourse (except as explicitly provided in the Agreement), to the Assignee; and (ii) vests in the Assignee all powers and rights of the Assignor under the Trademarks including to all proceeds therefrom and the right to bring an action at law or in equity for any infringement, misappropriation, dilution or other violation of any of the Trademarks occurring prior to the date hereof, and to collect all damages, settlements and proceeds relating to the Trademarks to have and to hold the same unto the Assignee and its successors and assigns forever, as of the date hereof

Notwithstanding anything to the contrary contained herein, the Trademarks shall not include any application for registration of a Trademark that would be invalidated, canceled, voided or abandoned due to the Transfer of the Trademarks hereunder, including intent-to-use applications filed with the United States Patent and Trademark Office pursuant to 15 U.S.C. Section 1051(b) prior to the filing of a statement of use or amendment to allege use pursuant to 15 U.S.C. Section 1051(c) or (d), unless and until such time that the Transfer of the Trademarks hereunder will not cause such Trademark to be invalidated, cancelled, voided or abandoned.

This Trademark Assignment is subject to all the terms and conditions of the Agreement, which is incorporated by reference as if fully set forth herein. The Parties intend that this Trademark Assignment is for recordation purposes only and its terms shall not modify and shall be subject to the applicable terms and conditions of the Agreement, which govern the Parties' rights and interests in the applicable Conveyed IP.

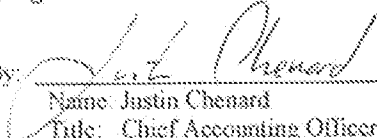
THIS TRADEMARK ASSIGNMENT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK (INCLUDING WITHOUT LIMITATION SECTIONS 5-1401 AND 5-1402 OF THE GENERAL OBLIGATIONS LAW OF THE STATE OF NEW YORK) WITHOUT REGARD TO ANY CHOICE OR CONFLICTS OF LAW PRINCIPLES THAT WOULD LEAD TO THE APPLICATION OF THE DOMESTIC SUBSTANTIVE LAWS OF ANY OTHER JURISDICTION, AND THE OBLIGATIONS, RIGHTS AND REMEDIES OF THE PARTIES HEREUNDER SHALL BE DETERMINED IN ACCORDANCE WITH SUCH LAWS OF THE STATE OF NEW YORK.

This Trademark Assignment may be executed by the parties hereto in separate counterparts, each of which when so executed shall be deemed to be an original and all of which when taken together shall constitute a single agreement.

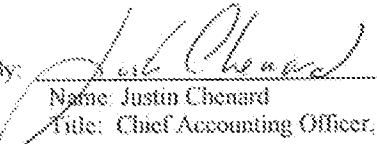
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IN WITNESS WHEREOF, the undersigned has caused this TRADEMARK ASSIGNMENT to be duly executed and delivered as of the date first written above.

QDOBA RESTAURANT CORPORATION, as
Assignor

By: 
Name: Justin Chenard
Title: Chief Accounting Officer


QDOBA FRANCHISOR LLC, as Assignee

By: 
Name: Justin Chenard
Title: Chief Accounting Officer, Treasurer &
Secretary



Signature Page to Trademark Assignment (U.S.)


**Schedule 1
Trademarks**

#	Country	Mark	Serial Number/ Filing Date	Registration Number/ Registration Date	Applicant or Registrant
1.	Australia (International Registration)	QDOBA	Appl. No. 1563942 Filing Date 5/24/2013	Reg. No. 1563942 Reg. Date 1/7/2014	Qdoba Restaurant Corporation
2.	Canada	BIG FLAVORS. BOLD RETURNS.	Appl. No. 1971879 Filing Date 6/19/2019		Qdoba Restaurant Corporation
3.	Canada	BOO-GO	Appl. No. 2097370 Filing Date 4/6/2021	Reg. No. TMA1187387 Reg. Date 6/28/2023	Qdoba Restaurant Corporation
4.	Canada	CHOOSE FLAVOR	Appl. No. 1758820 Filing Date 12/10/2015	Reg. No. TMA954984 Reg. Date 11/10/2016	Qdoba Restaurant Corporation
5.	Canada	IN CHEESE WE CRUST	Appl. No. 2210850 Filing Date 9/21/2022		Qdoba Restaurant Corporation
6.	Canada	LOADED GOLD QUESOS	Appl. No. 2225969 Filing Date 12/2/2022		Qdoba Restaurant Corporation
7.	Canada	MAKING THE WORLD A MORE FLAVORFUL PLACE	Appl. No. 2138800 Filing Date 10/7/2021		Qdoba Restaurant Corporation



#	Country	Mark	Serial Number/ Filing Date	Registration Number/ Registration Date	Applicant or Registrant
8.	Canada	NAKED BURRITO	Appl. No. 1322281 Filing Date 10/31/2006	Reg. No. TMA752528 Reg. Date 11/9/2009	Qdoba Restaurant Corporation
9.	Canada	Q-CASH	Appl. No. 1950190 Filing Date 3/7/2019	Reg. No. TMA1199532 Reg. Date 9/25/2023	Qdoba Restaurant Corporation
10.	Canada	Q-GO-BOX	Appl. No. 1978644 Filing Date 8/1/2019		Qdoba Restaurant Corporation
11.	Canada	QDOBA	Appl. No. 1322275 Filing Date 10/31/2006	Reg. No. TMA752530 Reg. Date 11/9/2009	Qdoba Restaurant Corporation
12.	Canada		Appl. No. 1769933 Filing Date 2/29/2016	Reg. No. TMA982995 Reg. Date 10/17/2017	Qdoba Restaurant Corporation
13.	Canada	QDOBA MEXICAN EATS	Appl. No. 1716085 Filing Date 2/20/2015	Reg. No. TMA951003 Reg. Date 9/30/2016	Qdoba Restaurant Corporation
14.	Canada		Appl. No. 1716079 Filing Date 2/20/2015	Reg. No. TMA948362 Reg. Date 9/6/2016	Qdoba Restaurant Corporation
15.	Canada	QDOBA MEXICAN GRILL	Appl. No. 1322278 Filing Date 10/31/2006	Reg. No. TMA752529 Reg. Date 11/9/2009	Qdoba Restaurant Corporation

#	Country	Mark	Serial Number/ Filing Date	Registration Number/ Registration Date	Applicant or Registrant
16.	Canada		Appl. No. 1519234 Filing Date 3/15/2011	Reg. No. TMA848897 Reg. Date 4/18/2013	Qdoba Restaurant Corporation
17.	Canada		Appl. No. 1322497 Filing Date 11/1/2006	Reg. No. TMA752527 Reg. Date 11/9/2009	Qdoba Restaurant Corporation
18.	Canada	QDOBA REWARDS	Appl. No. 1519236 Filing Date 3/15/2011	Reg. No. TMA848898 Reg. Date 4/18/2013	Qdoba Restaurant Corporation
19.	Canada	QDOBA STANDS FOR FLAVOR	Appl. No. 1963428 Filing Date 5/16/2019	Reg. No. TMA1137920 Reg. Date 8/12/2022	Qdoba Restaurant Corporation
20.	Canada	QUESOFY	Appl. No. 1623962 Filing Date 4/25/2013	Reg. No. TMA900698 Reg. Date 4/9/2015	Qdoba Restaurant Corporation
21.	Canada	QUESOPOCKET	Appl. No. 2225970 Filing Date 12/2/2022		Qdoba Restaurant Corporation
22.	Canada	UNITED BY FLAVOR	Appl. No. 1882355 Filing Date 2/9/2018	Reg. No. TMA1060488 10/24/2019	Qdoba Restaurant Corporation
23.	Canada		Appl. No. 1519233 Filing Date 3/15/2011	Reg. No. TMA848896 Reg. Date 4/18/2013	Qdoba Restaurant Corporation


#	Country	Mark	Serial Number/ Filing Date	Registration Number/ Registration Date	Applicant or Registrant
24.	Canada		Appl. No. 1322494 Filing Date 11/1/2006	Reg. No. TMA754366 Reg. Date 12/2/2009	Qdoba Restaurant Corporation
25.	Canada		Appl. No. 2152422 Filing Date 12/8/2021		Qdoba Restaurant Corporation
26.	China (International Registration)	QDOBA	Appl. No. 1120684 Filing Date 4/23/2012	Reg. No. 1120684 Reg. Date 4/23/2012	Qdoba Restaurant Corporation
27.	European Union (International Registration)	QDOBA	Appl. No. 1120684 Filing Date 4/23/2012	Reg. No. 1120684 Reg. Date 4/23/2012	Qdoba Restaurant Corporation
28.	European Union (International Registration)	QDOBA MEXICAN GRILL	Appl. No. 1122648 Filing Date 4/23/2012	Reg. No. 1122648 Reg. Date 4/23/2012	Qdoba Restaurant Corporation
29.	Japan (International Registration)	QDOBA	Appl. No. 1120684 Filing Date 4/23/2012	Reg. No. 1120684 Reg. Date 4/23/2012	Qdoba Restaurant Corporation
30.	Japan (International Registration)	QDOBA MEXICAN GRILL	Appl. No. 1122648 Filing Date 5/25/2023		Qdoba Restaurant Corporation

#	Country	Mark	Serial Number/ Filing Date	Registration Number/ Registration Date	Applicant or Registrant
31.	Korea (International Registration)	QDOBA	Appl. No. 1120684 Filing Date 4/23/2012	Reg. No. 1120684 Reg. Date 4/23/2012	Qdoba Restaurant Corporation
32.	Korea (International Registration)	QDOBA MEXICAN GRILL	Appl. No. 1122648 Filing Date 5/25/2023		Qdoba Restaurant Corporation
33.	India	QDOBA	Appl. No. 4400682 Filing Date 1/7/2020	Reg. No. 4400682 Reg. Date 9/10/2020	Qdoba Restaurant Corporation
34.	India		Appl. No. 4400683 Filing Date 1/7/2020	Reg. No. 4400683 Reg. Date 9/11/2020	Qdoba Restaurant Corporation
35.	New Zealand	QDOBA MEXICAN GRILL	Appl. No. 957169 Filing Date 4/12/2012	Reg. No. 957169 Reg. Date 10/16/2012	Qdoba Restaurant Corporation
36.	United Kingdom	QDOBA	Appl. No. UK00801 120684 Filing Date 4/23/2012	Reg. No. UK00801120684 Reg. Date 5/24/2013	Qdoba Restaurant Corporation
37.	United Kingdom	QDOBA MEXICAN GRILL	Appl. No. UK00801 122648 Filing Date 4/23/2012	Reg. No. UK00801122648 Reg. Date 6/11/2023	Qdoba Restaurant Corporation

#	Country	Mark	Serial Number/ Filing Date	Registration Number/ Registration Date	Applicant or Registrant
38.	USA	BIG FLAVORS. BOLD RETURNS.	88/300,106 2/13/2019	6,154,219 9/15/2020	Qdoba Restaurant Corporation
39.	USA	BOO-GO	90/311,226 11/10/2020	6,447,460 8/10/2021	Qdoba Restaurant Corporation
40.	USA	BOOGO	98/233,725 10/20/2023		Qdoba Restaurant Corporation
41.	USA	CHOOSE FLAVOR	86/661,441 6/12/2015	4,994,684 7/5/2016	Qdoba Restaurant Corporation
42.	USA	IN CHEESE WE CRUST	97/335,149 3/28/2022		Qdoba Restaurant Corporation
43.	USA	KNOCKOUT TACOS	86/548,616 2/27/2015	4,830,983 10/13/2015	Qdoba Restaurant Corporation
44.	USA	LOADED GOLD QUESOS	97/468,653 6/21/2022		Qdoba Restaurant Corporation
45.	USA	MAKING THE WORLD A MORE FLAVORFUL PLACE	90/634,782 4/9/2021	6,885,816 10/25/2022	Qdoba Restaurant Corporation



#	Country	Mark	Serial Number/ Filing Date	Registration Number/ Registration Date	Applicant or Registrant
46.	USA	NAKED BURRITO	76/471,448 11/20/2002	2,831,477 4/13/2004	Qdoba Restaurant Corporation
47.	USA		90/795,249 6/25/2021		Qdoba Restaurant Corporation
48.	USA	Q-CASH	88/131,298 9/25/2018		Qdoba Restaurant Corporation
49.	USA	Q-GO-BOX	88/340,693 3/14/2019	6,667,168 3/8/2022	Qdoba Restaurant Corporation
50.	USA	QDOBA	75/841,758 11/5/1999	2,462,773 6/19/2001	Qdoba Restaurant Corporation
51.	USA		86/772,766 9/29/2015	4,964,072 5/24/2016	Qdoba Restaurant Corporation
52.	USA	QDOBA MEXICAN EATS	86/372,604 8/20/2014	4,819,478 9/22/2015	Qdoba Restaurant Corporation

#	Country	Mark	Serial Number/ Filing Date	Registration Number/ Registration Date	Applicant or Registrant
53.	USA		86/372,563 8/20/2014	4,833,275 10/13/2015	Qdoba Restaurant Corporation
54.	USA	QDOBA MEXICAN GRILL	75/841,760 11/5/1999	2,452,146 5/15/2001	Qdoba Restaurant Corporation
55.	USA		75/922,440 2/18/2000	2,574,316 5/28/2002	Qdoba Restaurant Corporation
56.	USA		85/496,188 12/15/2011	4,227,729 10/16/2012	Qdoba Restaurant Corporation
57.	USA	QDOBA STANDS FOR FLAVOR	88/281,507 1/29/2019	5,974,017 1/28/2020	Qdoba Restaurant Corporation
58.	USA	QTEXT	87/820,052 3/5/2018	5,784,766 6/25/2019	Qdoba Restaurant Corporation
59.	USA	QUESOFY	85/770,754 11/2/2012	4,344,272 5/28/2013	Qdoba Restaurant Corporation
60.	USA	QUESOPOCKET	97/442715 6/3/2022		Qdoba Restaurant Corporation

#	Country	Mark	Serial Number/ Filing Date	Registration Number/ Registration Date	Applicant or Registrant
61.	USA	UNITED BY FLAVOR	87/564,193 8/10/2017	5,571,847 9/25/2018	Qdoba Restaurant Corporation
62.	USA		76/537,807 8/15/2003	2,876,701 8/24/2004	Qdoba Restaurant Corporation
63.	WO (International Registration)	QDOBA	Appl. No. 1120684 Filing Date 4/23/2012	Reg. No. 1120684 Reg. Date 4/23/2012	Qdoba Restaurant Corporation
64.	WO (International Registration)	QDOBA MEXICAN GRILL	Appl. No. 1122648 Filing Date 4/23/2012	Reg. No. 1122648 Reg. Date 4/23/2012	Qdoba Restaurant Corporation

U.S. State Marks

Mark	Jurisdiction	App. No./ App. Date	Reg. No./ Reg. Date	Status	Applicant or Registrant
IN CHEESE WE CRUST	State Puerto Rico	Appl. No. A-250554-30-0 9/27/2022		Pending	Qdoba Restaurant Corporation
LOADED GOLD QUESOS	State Puerto Rico	Appl. No. A-251341-30-0 12/13/2022		Pending	Qdoba Restaurant Corporation
QDOBA	State Puerto Rico	Appl. No. 245674-43-0 10/11/2021	Reg. No. 228051 6/23/2022	Registered	Qdoba Restaurant Corporation
QDOBA MEXICAN EATS	State Puerto Rico	Appl. No. A-245675-43-0 10/11/2021	Reg. No. 228542 8/19/2022	Registered	Qdoba Restaurant Corporation

Mark	Jurisdiction	App. No./ App. Date	Reg. No./ Reg. Date	Status	Applicant or Registrant
	State Puerto Rico	Appl. No. A-245678-43-0 10/11/2021	Reg. No. 228543 8/19/2022	Registered	Qdoba Restaurant Corporation
QUESOPOCKET	State Puerto Rico	Appl. No. A-251343-30-0 12/13/2022		Pending	Qdoba Restaurant Corporation
	State Puerto Rico	Appl. No. 245677-43-0 10/11/2021	Reg. No. 228053 6/23/2022	Registered	Qdoba Restaurant Corporation