

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Quality Dining, Inc.		05/18/2007	CORPORATION: INDIANA

**RECEIVING PARTY DATA**

<b>Name:</b>	Bank of America, N.A., as Administrative Agent
<b>Street Address:</b>	231 S. LaSalle Street
<b>Internal Address:</b>	IL1-231-10-41
<b>City:</b>	Chicago
<b>State/Country:</b>	ILLINOIS
<b>Postal Code:</b>	60604
<b>Entity Type:</b>	national banking association: UNITED STATES

**PROPERTY NUMBERS Total: 10**

Property Type	Number	Word Mark
Registration Number:	2715442	PAPA VINO'S ITALIAN KITCHEN
Registration Number:	2706724	
Registration Number:	2713176	PAPA VINO'S ITALIAN KITCHEN
Registration Number:	2163710	
Registration Number:	2079451	QD QUALITY DINING, INC.
Registration Number:	2077753	QUALITY DINING, INC.
Registration Number:	2237892	SIZZLELINI
Registration Number:	1988292	SPAGEDDIES ITALIAN KITCHEN
Registration Number:	1940901	SPAGEDDIES ITALIAN KITCHEN
Registration Number:	1776842	SPAGEDDIES

**CORRESPONDENCE DATA**

Fax Number: (919)416-8363  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

**900077942**

**TRADEMARK  
 REEL: 003550 FRAME: 0532**

**OP \$265.00 2715442**

Phone: 9192868041  
Email: pto\_tmconfirmation@mvalaw.com  
Correspondent Name: Moore & Van Allen PLLC  
Address Line 1: 430 Davis Drive  
Address Line 2: Suite 500  
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	017625.4117NTQUALITYDEAR
NAME OF SUBMITTER:	Ellen A. Rubel
Signature:	/Ellen A. Rubel/
Date:	05/29/2007

**Total Attachments: 4**  
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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of May 18, 2007 (as the same may be amended, modified, restated or supplemented from time to time, the "Security Agreement") by and among the Grantors from time to time party thereto (each a "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the Secured Parties referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications set forth on Schedule 2 attached hereto to the Administrative Agent for the ratable benefit of the Secured Parties.

The undersigned Grantor and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the trademarks and trademark applications set forth on Schedule 2 attached hereto (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

QUALITY DINING INC.

By: 

Name: John C. Firth

Title: President

TRADEMARK

REEL: 003550 FRAME: 0535

Acknowledged and Accepted:

BANK OF AMERICA, N.A.,  
as Administrative Agent

By: 

Name:

Title:

Anne M. Zeschke

Assistant Vice President

QUALITY DINING, INC. AND QDI REALTY, LLC  
NOTICE OF GRANT OF SECURITY INTEREST - QUALITY DINING, INC.

TRADEMARK  
REEL: 003550 FRAME: 0536

**Schedule 2**

**Quality Dining, Inc.  
(Indiana Corporation)**

**U.S. Trademarks**

**Registered Marks**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
PAPA VINO'S ITALIAN KITCHEN	2715442	5/13/03
Design Only	2706724	4/15/03
PAPA VINO'S ITALIAN KITCHEN	2713176	5/6/03
Design Only	2163710	6/9/98
QD QUALITY DINING, INC. and Design	2079451	7/15/97
QUALITY DINING, INC.	2077753	7/8/97
SIZZLELINI	2237892	4/13/99
SPAGEDDIES ITALIAN KITCHEN	1988292	7/23/96
SPAGEDDIES ITALIAN KITCHEN and Design	1940901	12/12/95
SPAGEDDIES	1776842	6/15/93