

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
Franchise Brands LLC		11/12/2010	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	TDM IP Holder, LLC.
Street Address:	325 Bic Drive
City:	Milford
State/Country:	CONNECTICUT
Postal Code:	06461
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	3258474	TACO DEL MAR MISSION STYLE BURRITOS
Registration Number:	3274962	TACO DEL MAR
Registration Number:	3274961	TACO DEL MAR
Registration Number:	3192867	MOJITO BURRITO
Registration Number:	3182961	TACO DEL MAR MONDO BURRITOS RIPPIN TACOS
Registration Number:	3816202	MONDITO BURRITO
Registration Number:	3637601	DEL MAR'S BAJA MEXICAN
Registration Number:	3375300	TACODELMAR
Registration Number:	3371981	TACODELMAR DELICIOUS IS OUR MIDDLE NAME.
Registration Number:	3061858	DISCOVER YOUR INNER BAJA!
Registration Number:	3061857	RELEASE YOUR INNER BAJA!
Registration Number:	1954511	TACO DEL MAR

CORRESPONDENCE DATA

900191268

TRADEMARK
 REEL: 004536 FRAME: 0695

OP \$315.00 3258474

Fax Number: (203)876-6690
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 203-877-4281 ext 156
Email: duplessie_d@subway.com
Correspondent Name: Danielle Duplessie
Address Line 1: 325 Bic Drive
Address Line 4: Milford, CONNECTICUT 06461

NAME OF SUBMITTER:	Danielle Duplessie
Signature:	/Danielle Duplessie/
Date:	05/09/2011
Total Attachments: 1 source=Assignment FBLLC to TDM IP Holder, LLC#page1.tif	

Intellectual Property Assignment Agreement

This Intellectual Property Assignment Agreement is entered by and between Franchise Brands, LLC, a Delaware Limited Liability Company with a principle address of 300 Elic Drive, Milford, Connecticut, U.S.A. ("Assignor") and TDM IP Holder, LLC, a Delaware Limited Liability Company with a principle address of 325 Bic Drive, Milford, Connecticut, 06461, U.S.A. ("Assignee") as of this 12th day of November, 2010.

WHEREAS, the Assignor is the owner of (1) the trade names and trademarks of TACO DEL MAR® ("the Business"); (2) the registrations and applications for registrations thereof; (3) the goodwill of the business connected with the use thereof and symbolized thereby; and (4) the domain names of the business and the registrations associated therewith, (the "Intellectual Property"); and

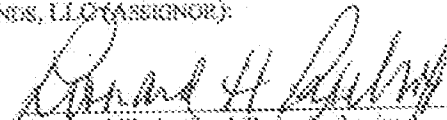
WHEREAS, the Assignor desires to transfer to the Assignee all of its right, title and interest in and to the Intellectual Property.

Acknowledging and agreeing to the foregoing and for good and valuable consideration the parties agree as follows:

1. **ASSETS ASSIGNED.** Effective as of the date hereof, Assignor transfers, conveys, assigns, and delivers to Assignee, and Assignee accepts right, title and interest of Assignor in and to the Intellectual Property, according to the terms below:
2. **SUCCESSORS.** This Assignment shall inure to the benefit of and is binding upon the respective successors and assigns of the parties hereto.
3. **GOVERNING LAW.** This Assignment shall be governed by, and construed in accordance with (a) the laws of the United States, in respect to trademark and patent issues, and (b) in all other respects, including as to validity (except for patent and trademark issues), interpretation and effect, by the laws of the State of Connecticut, without regard to the conflicts of law provisions thereof.
4. **ENTIRE AGREEMENT.** This Assignment contains the entire agreement between Assignor and Assignee with respect to the subject matter hereof, and supersedes every other course of dealing, other conduct or oral agreement or representation previously made. No change in this Assignment shall be effective unless made in a writing duly executed by the Assignor and Assignee.

IN WITNESS WHEREOF, this Assignment has been signed on the date first set forth above.

BY FRANCHISE BRANDS, LLC (ASSIGNOR):


Leonard H. Axelrod-Duly Authorized

November 12, 2010

BY TDM IP HOLDER, LLC (ASSIGNEE):


David S. Wenzel/Manager

November 12, 2010