

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Termination and Release of Security and Pledge Agreement
CONVEYING PARTY DATA	
Name	Execution Date
JPMorgan Chase Bank National Association	02/09/2005
RECEIVING PARTY DATA	
Name:	QFH LLC, and all other entities listed as Debtors in the Security and Pledge Agreement dated October 21, 2004
Street Address:	1475 Lawrence Street, Suite 400
City:	Denver
State/Country:	COLORADO
Postal Code:	80202
PROPERTY NUMBERS Total: 3	
Property Type	Number
Application Number:	60521355
Patent Number:	D467460
Patent Number:	D467797
CORRESPONDENCE DATA	
Fax Number:	(303)473-2720
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	3034732717
Email:	kwinterton@hollandhart.com
Correspondent Name:	Kenneth C. Winterton
Address Line 1:	Holland and Hart LLP
Address Line 2:	PO Box 8749
Address Line 4:	Denver, COLORADO 80201-8749
NAME OF SUBMITTER:	Kenneth C. Winterton
Total Attachments: 9 source=TrmRel1#page1.tif source=TrmRel2#page1.tif	

CH \$120.00 60521355

500020606

PATENT
REEL: 015687 FRAME: 0230

source=TrmRel3#page1.tif
source=TrmRel4#page1.tif
source=TrmRel5#page1.tif
source=TrmRel6#page1.tif
source=TrmRel7#page1.tif
source=TrmRel8#page1.tif
source=TrmRel9#page1.tif

TERMINATION AND RELEASE OF SECURITY AND PLEDGE AGREEMENT

This TERMINATION AND RELEASE OF SECURITY AND PLEDGE AGREEMENT, dated as of February 9, 2005 is made by JPMorgan Chase Bank National Association, successor by merger to JPMorgan Chase Bank, as Administrative Agent ("**Administrative Agent**"), having an office at 712 Main Street, Houston, Texas, 77002.

WHEREAS, Administrative Agent and QFH LLC, a Colorado limited liability company, having its chief executive office and principal place of business at 1475 Lawrence, Suite 400, Denver, Colorado 80202, and Canada Distribution, LLC, S&S Equipment Company LLC, International Food Distribution, LLC, US Fulfillment LLC, TQSC LLC, CLG Leasing, LLC, Quiz-Can Management, Inc., American Payroll Company, The Quizno's Master LLC, American Food Distributors LLC, American Freight Company LLC, Boulder Aviation Management LLC, Chain Management Systems LLC, CMS Agency LLC, CMS Gift Card LLC, Continental Lending Group LLC, QCCC LLC, Quiz-Dia LLC, Quiz-UK LLC, Quizno's Franchising LLC, Quizno's Services Company LLC, Seattle Area Directorship II LLC, Source One Systems LLC, The Quizno's Acquisition Company, The Quizno's Franchise Company LLC, The Quizno's Operating Company, LLC, and The Quizno's Realty Company LLC (collectively, "**Debtors**"), are parties to a Security and Pledge Agreement (the "**Agreement**") dated October 21, 2004, recorded on October 25, 2004, in the United States Patent and Trademark Office commencing at Reel No.2961, Frame No. 0743, whereby Debtor granted to Administrative Agent for the benefit of the Secured Parties a security interest in and to all of Debtor's right, title and interest of Debtor in and to the Collateral (as defined in the Agreement).

The Collateral includes the following **Intellectual Property**:

(A) **Patent Collateral**, meaning all Patents then owned or thereafter acquired by any Debtor, including each Patent Collateral identified in **Annex 1**. Patents are defined as (i) all patents and patent applications, including the inventions and improvements described and claimed therein, and all patentable inventions, (ii) all reissues, divisions, continuations, renewals, extensions and continuations-in-part thereof, and (iii) all rights, licenses and goodwill, now existing or hereafter coming into existence, (a) to all income, profits, royalties, damages and payments now or hereafter due and/or payable under and with respect thereto, including damages and payments for past, present or future infringements thereof, (b) to sue for past, present and future infringements thereof, and (c) otherwise accruing under or pertaining to any of the foregoing throughout the world; and

(B) **Trademark Collateral**, meaning all Trademarks then owned or thereafter acquired by any Debtor including each Trademark Collateral identified in **Annex 2**. Trademarks are defined as (i) all trade names, trademarks and service marks, logos, trademark and service mark registrations, and applications for trademark and service

mark registrations, (ii) all renewal of trademark and service mark registrations, and (iii) all rights (a) to all income, royalties, damages and other payments (including in respect to all past, present and future infringements) with respect to any of the foregoing (b) to sue for all past, present and future infringements thereof, and (c) otherwise accruing under or pertaining to any of the foregoing, together, in each case, with the product lines and goodwill of the business connected with the use of, and symbolized by, each such trade name, trademark and service mark.

Intellectual Property also includes (a) all inventions, processes, production methods, proprietary information, know-how and trade secrets; (b) all licenses or user or other agreements granted to any Debtor with respect to any of the foregoing, in each case whether now or hereafter owned or used, including the contracts, licenses, or other agreement with respect to the Patent Collateral or the Trademark Collateral; (c) all information, customer lists, identification of suppliers, data, plans, blueprints, specifications, designs, drawings, recorded knowledge, surveys, engineering reports, test reports, manuals, materials standards, processing standards, performance standards, catalogs, computer and automatic machinery software and programs; (d) all field repair data, sales data and other information relating to sales or service of products now or hereafter manufactured; (e) all accounting information and all media in which or on which any information or knowledge or data or records may be recorded or stored and all computer programs used for the compilation or printout of such information, knowledge, records or data; and (f) all causes of action, claims and warranties now or hereafter owned or acquired by any Debtor in respect of any of the items listed above.

WHEREAS, all terms used in this Termination and Release of Security Interest with initial capital letters that are not defined herein shall have the meaning set forth in the Agreement; and

WHEREAS, Administrative Agent now desires to terminate the Agreement and release and discharge all of the security interests granted in the Agreement as such interests relate in any way to the Collateral, including, without limitation, the Patent Collateral and the Trademark Collateral.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Administrative Agent hereby releases and discharges in its entirety all of its security interest in and to the Collateral, and reassigns, and transfers to Debtors all of its right, title and interest in and to the Collateral (collectively, the "Release"). Such Release shall include, without limitation, the Patent Collateral and Trademark Collateral. The Release shall be effective to the extent that the Agreement created a security interest in the Collateral, including, without limitation, the Patent Collateral and Trademark Collateral.

Administrative Agent shall take any actions Debtors may reasonably require to further effect this Termination and Release of Security and Pledge Agreement and any other documents or instruments as are reasonably necessary to evidence the termination and release of Administrative Agent's security interest granted in the Collateral

pursuant to the Agreement, provided any such action shall be at Debtors' sole cost and expense.

Dated: February 8, 2005

ADMINISTRATIVE AGENT:

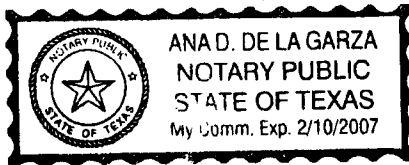
**JPMORGAN CHASE BANK, NATIONAL
ASSOCIATION, successor by merger to
JPMORGAN CHASE BANK**

By: 
Name: MICHAEL J. COSTELLO
Title: MANAGING DIRECTOR

ACKNOWLEDGMENT

STATE OF TEXAS)
) ss.
COUNTY OF HARRIS)

Before me, the undersigned, a Notary Public in and for the state and county aforesaid, on this 8th day of February, 2005, personally appeared Michael J. Costello to me known personally, and who, being by me duly sworn, deposes and says that he/she is Vice President of JPMORGAN CHASE BANK, NATIONAL ASSOCIATION, successor by merger to JPMORGAN CHASE BANK and that the foregoing instrument was signed on behalf of JPMORGAN CHASE BANK, NATIONAL ASSOCIATION and he/she acknowledged such instrument to be the free act and deed of said entity.



Ana D. De La Garza
Notary Public

[Seal]

My commission expires: 2/10/2007

Annex 1 to Termination and Release of Security and Pledge Agreement

United States Patents

United States Design Patent No. D467,460 for Q-STRAW

United States Design Patent No. D467,797 for MEAL TRAY





United States Patent Application





United States Provisional Patent Application No. 60/521355 for IMPINGEMENT OVEN WITH RADIANT HEATING, Michael Manning, applicant and employee of The Quizno's Master LLC

Annex 2 to Termination and Release of Security and Pledge Agreement

United States Applications/Registrations


MARK CLASS GOODS/SERVICES	STATUS APPL. # APPL. DATE	REG. NUM. REG. DATE RENEW DATE
BAIN'S Class 42 – Restaurant services	REGISTERED 74/054,923 05/02/1990	1,640,049 04/02/1991 04/02/2011
BAIN'S CAFETERIA <i>Bain's Cafeteria</i> Class 42 – Restaurant services	REGISTERED 72/396,084 06/29/1971	959,079 05/15/1973 05/15/2013
BATCH 83 Class 30 – Sauces	PENDING 78/530,066 12/09/2004	
CERVANTES CAPITAL Class 36 – Financial services	PENDING 78/445,941 07/05/2004	
CHEF JIMMY'S Class 43 – Restaurant services; take-out restaurant services	PENDING 78/247,432 05/08/2003	
CIAO! BABY Class 42 - Restaurant and catering services	REGISTERED 75/929,943 02/28/2000	2,480,913 08/21/2001 08/21/2011
CRUSTINO'S Class 30 – Breadsticks	REGISTERED 75/839,264 11/03/1999	2,798,072 12/23/2003 12/23/2013
MESA VERDE SMOKING LOUNGE Class 43 – Restaurant services	PENDING 78/541,879 01/04/2005	
MMMM...TOASTY Class 30 – Sandwiches other than cracker sandwiches	REGISTERED 76/389,519 04/01/2002	2,921,118 01/25/2005 01/25/2015
MMMM...TOASTY Class 43 - Restaurant services	REGISTERED 76/389,522 04/01/2002	2,892,389 10/12/2004 10/12/2014
MR. QUIZ KNOWZ Class 43 - Restaurant services	REGISTERED 76/315,480 09/20/2001	2,826,894 03/30/2004 03/30/2014
MR. QUIZ KNOWZ Class 30 - Prepared meals consisting primarily of sandwiches with a variety of side dishes, for consumption on or off the premises	REGISTERED 76/467,725 11/18/2002	2,755,921 08/26/2003 08/26/2013
OVEN TOASTED Class 43 – Restaurant services	PENDING 78/388,007 03/20/2004	

MARK CLASS GOODS/SERVICES	STATUS APPL. # APPL. DATE	REG. NUM. REG. DATE RENEW DATE
OVEN TOASTED TASTES BETTER Class 30 – Sandwiches	REGISTERED 76/248,996 04/30/2001	2,540,306 02/19/2002 02/19/2012
 Class 35 – Promoting the sale of restaurant services through the administration of a gift card program; gift card services, namely issuing gift card certificates which may be redeemed for prepared food and restaurant services.	PENDING 78/329,812 11/19/2003	
 Class 42 - Restaurant services	REGISTERED 76/315,131 09/20/2001	2,714,443 05/06/2003 05/06/2013
 Class 30 – Sandwiches	REGISTERED 76/315,132 09/18/2001	2,722,381 06/03/2003 06/03/2013
Q BREAKFAST Class 29 - Cream cheese Class 30 – Bagels, sandwiches and coffee	REGISTERED 76/222,685 03/09/2001	2,694,703 03/11/2003 03/11/2013
Q BREW Class 29 - Cream cheese Class 30 – Bagels, sandwiches and coffee	REGISTERED 76/222,683 03/09/2001	2,694,702 03/11/2003 03/11/2013
 Class 35 Promoting the sale of restaurant services, through the administration of a gift card program; gift card services, namely issuing gift card certificates which may be redeemed for prepared food and restaurant services	PENDING 78/397,517 04/06/2004	
QPOS Class 09 – Cash register and parts therefor	REGISTERED 78/256,008 05/29/2003	2,866,741 07/27/2004 07/27/2014
QUIZ KIDZ Class 42 - Restaurant services	REGISTERED 76/315,477 09/20/2001	2,765,143 09/16/2003 09/16/2013
QUIZNOS Class 43 - Restaurant services	REGISTERED 76/382,249 03/13/2002	2,728,066 06/17/2003 06/17/2013

MARK CLASS GOODS/SERVICES	STATUS APPL. # APPL. DATE	REG. NUM. REG. DATE RENEW DATE
QUIZNOS Class 29 - Snack foods, namely potato-based snack foods Class 30 - Cookies, croutons, sauces and candy mints	REGISTERED 76/382,142 03/13/2002	2,820,292 03/02/2004 03/02/2014
QUIZNOS Class 30 - Sandwiches	PENDING 78/498,191 10/12/2004	
QUIZNO'S Class 42 - Restaurant services	REGISTERED 73/481,233 05/21/1984	1,317,421 01/29/1985 01/29/2005
 Class 42 - Restaurant services	REGISTERED 73/481,229 05/21/1984	1,317,420 01/29/1985 01/29/2005
 Class 42 - Restaurant services	REGISTERED 74/191,042 08/02/1991	1,716,834 09/15/1992 09/15/2012
QUIZNO'S EXPRESS CLASSIC SUBS Class 42 - Restaurant services	REGISTERED 75/106,989 05/20/1996	2,086,598 08/05/1997 08/05/2007
Quiznos SUB Class 42 - Restaurant services; take-out restaurant services	REGISTERED 78/242,301 04/25/2003	2,843,107 05/18/2004 05/18/2014
Quiznos SUB (Green and Red) Class 43 - Restaurant services	PENDING 78/498,283 10/12/2004	
 Class 42 - Restaurant services	REGISTERED 75/446,487 03/09/1998	2,228,680 03/02/1999 03/02/2009
SMOOTHIE Q Class 32 - Non-alcoholic frozen beverages containing fruits or other flavorings	REGISTERED 75/705,786 05/13/1999	2,468,324 07/10/2001 07/10/2011
SMOOTHIE Q  Class 32 - Non-alcoholic frozen beverages containing fruits or other flavorings	REGISTERED 75/705,785 05/13/1999	2,466,397 07/03/2001 07/03/2011

MARK CLASS GOODS/SERVICES	STATUS APPL. # APPL. DATE	REG. NUM. REG. DATE RENEW DATE
SOURCE ONE Class 34 - Restaurant equipment; cash registers Class 35 - Accounting services; payroll preparation; administration of business payroll for others; wholesale food distribution services; advertising services, namely creating corporate and brand identity for others; order fulfillment services; serving as a human resources department for others; serving as an information technology department for others Class 36 - Financing services; cash management; real estate leasing services; financial services, namely, credit card services; merchant processing Class 37 - Installation, repair, and maintenance of restaurant equipment and cash registers Class 42 - Legal services	PENDING 78/403,025 04/16/04	
TOASTY Class 30 - Sandwiches other than cracker sandwiches	PENDING 76/389,520 04/01/2002	
TOASTY Class 43 - Restaurant services	REGISTERED 76/389,521 04/01/2002	2,901,076 11/09/2004 11/09/2014
TURBO TURKEY SUB Class 42 - Restaurant services	REGISTERED 76/315,478 09/20/2001	2,743,992 07/29/2003 07/29/2013
WHAMMY HAMMY SUB Class 42 - Restaurant services	REGISTERED 76/315,479 09/20/2001	2,727,950 06/17/2003 06/17/2013

Puerto Rico Applications/Registrations

MARK CLASS GOODS/SERVICES	STATUS APPL. # APPL. DATE	REG. NUM. REG. DATE RENEW DATE
QUIZNO'S Class 42 - Restaurant services	REGISTERED 43455 09/23/1997	41455 09/23/1997 09/23/2007
Q (AND DESIGN)  Class 43 - Restaurant services	PENDING 10/27/2004	

3325570_3.DOC