

PATENT ASSIGNMENT

Electronic Version v1.1

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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT
CONVEYING PARTY DATA	
Name	Execution Date
QZ Finance LLC	02/09/2005
RECEIVING PARTY DATA	
Name:	QIP Holder LLC
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	
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Total Attachments: 3 source=AssnQZF1#page1.tif source=AssnQZF2#page1.tif source=AssnQZF3#page1.tif	

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Patent Assignment

This Patent Assignment is made and entered into as of February 9, by and between QZ FINANCE LLC, a Delaware limited liability company ("QZF"), and QIP HOLDER LLC, a Delaware limited liability company (the "IP Holder") (collectively referred to as the "Parties").

WHEREAS, pursuant to the IP and Franchise Agreement Contribution Agreement between the Parties of even date herewith (the "Agreement"), QZF has assigned all right, title and interest in the QUIZNOS IP (as defined therein), including any and all United States patents and United States pending patent applications listed on the attached Schedule 1, and all inventions described and claimed therein (including divisionals, continuation-in-parts, provisionals, reissues, reexaminations or interferences thereof), whether or not any such applications are modified, withdrawn or resubmitted (collectively referred to as the "Patents"); and

WHEREAS, pursuant to the Agreement, IP Holder has acquired all right, title and interest in and to the QUIZNOS IP, including the Patents, and the Parties wish to record such acquisition in the U.S. Patent and Trademark 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:

1. Pursuant to the Agreement, which is incorporated by reference as if fully set forth herein, QZF hereby assigns to the IP Holder all of QZF's right, title and interest in and to the Patents.
2. This Patent Assignment may be executed simultaneously in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.
3. This Patent Assignment is subject to all the terms and conditions of the Agreement. The Parties intend that this Patent Assignment is for recordation purposes only and its terms shall not modify the applicable terms and conditions of the Agreement, which govern the Parties' rights and interests in the QUIZNOS IP.

QZ FINANCE LLC

By: 

Name: Patrick E. Meyers

Title: Executive Vice President,
General Counsel and Secretary

Address: 1475 Lawrence Street
Suite 400
Denver, Colorado 80202

Attention: General Counsel
Facsimile: 303-573-2412

QIP HOLDER LLC

By: 

Name: Patrick E. Meyers

Title: Executive Vice President,
General Counsel and Secretary

Address: 1475 Lawrence Street
Suite 400
Denver, Colorado 80202

Attention: General Counsel
Facsimile: 303-573-2413

Schedule 1 – Patent Assignment

United States Issued Patents

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

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

United States Patent Applications

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.

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RECORDED: 02/16/2005

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