

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLORADO

Civil Action No. 06-CV-02528-JLK-CBS

BRAY et al.,

Plaintiffs,

vs.

QFA ROYALTIES LLC,

Defendant.

DECLARATION OF PLAINTIFF ANNE KEANE

I, Anne Keane, declare as follows:

1. I serve on the board of directors of the Toasted Subs Franchisee Association, Inc. ("TSFA"). My husband Glenn Keane and I are controlling members of LKB LLC ("LKB"), which is an entity that transacts business with Quiznos on our behalf. LKB owns and operates Quiznos Store No. 7081, which is located at 64 Division Street, Derby, Connecticut 06418. My husband is not involved in the management of the TSFA.

2. Attached to this Declaration as Exhibit A are true and correct excerpts of the March 22, 2004 Franchise Agreement governing Quiznos Store No. 7081. The full Franchise Agreement for this store is otherwise nearly identical with the full agreement filed as Exhibit A to the Jehad Majed Declaration in this matter.

3. On December 11, 2006, I received a letter from Frederic C. Cohen, Esq., an attorney with DLA Piper in Chicago, Illinois. The letter is dated December 8, 2006 and purports

to terminate the franchise relationship with Quiznos in relation to Quiznos Store No. 7081.

Attached to this Declaration as Exhibits B is a true and correct copy of Mr. Cohen's letter.

4. If Quiznos' threatened termination takes effect, LKB, as well as my husband and I, will face irreparable harm, including, among other things, the impairment of our ability to maintain marketplace position and loss of goodwill. In addition, Quiznos' cure proposal threatens to impose a chilling effect on our First Amendment rights because under the proposal, we can avoid termination of the franchises only if we agree to Quiznos' coercive demand for compelled speech and restrictions on our rights to free speech and to associate. It is difficult, if not impossible, to calculate damages for the cessation of franchise operations due to the inherent nature of these harms.

5. Attached to this Declaration as Exhibit C is a true and correct copy of a December 11, 2006 email that I sent to Mr. Cohen after I received the termination letter from him.

6. Attached to this Declaration as Exhibit D is a true and correct copy of a December 13, 2006 email from Mr. Cohen to me that responded to my earlier email regarding the termination.

I DECLARE UNDER PENALTY OF PERJURY THAT THE FOREGOING IS TRUE AND CORRECT.

Dated this 18th day of December, 2006.

s/ Anne Keane
Anne Keane