

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLORADO

Case No. 06-CV-02528-JLK-CBS

CHRIS BRAY, *et al.* v. QFA ROYALTIES LLC,

EXHIBITS A THROUGH G TO THE DECLARATION OF JEHAD MAJED

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G	12/14/06 Memorandum from Quizno's	1 Pages



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Fredric A. Cohen

December 8, 2006

Sent Via Overnight Delivery

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Jehad Majed
Ali Majed
7621 West Morrow Circle
Dearborn, Michigan 48126

Quiznos Sub
8471 North Telegraph Road
Dearborn Heights, Michigan 48127

RE: Notice of Termination; Franchise Agreement dated August 29, 2003 ("Agreement") Between Jehad Majed and Ali Majed ("Majed") and QFA Royalties LLC, as successor in interest to Quizno's Franchising LLC ("Quizno's") for the Quiznos Sub No. 5731 Located at 8471 North Telegraph Road, Dearborn Heights, Michigan 48127 ("Restaurant")

Ladies and Gentlemen:

You are hereby advised that Majed's franchise rights under the Agreement are terminated, effective five (5) days following receipt of this notice, pursuant to Section 18.2(c) of the Agreement, for engaging in conduct that, in the sole judgment of Quiznos, materially impairs the goodwill associated with the Marks, unless such conduct is cured within such five (5) day period.

Please refer to Section 18.7 of the Agreement regarding Majed's continuing obligations upon termination. Such obligations include, but are not limited to:

1. Pay Quizno's all royalties, other fees, and any and all amounts or accounts payable then owed Quizno's or its affiliates;
2. Cease to identify itself as a Quizno's franchisee and use any marks, trade secrets, signs, symbols, devices, trade names, and other materials of Quizno's;



December 8, 2006
Page Two

3. Immediately cease to identify the franchised location as being, or having been, associated with Quizno's, and immediately cease using any proprietary mark of Quizno's or any mark in any way associated with the marks and licensed methods;
4. Deliver to Quizno's all signs, sign-faces, advertising materials, forms and other materials bearing any of the marks or otherwise identified with Quizno's and obtained by and in connection with the Agreement;
5. Immediately deliver to Quizno's the Operations Manual and all other information, documents and copies thereof which are proprietary to Quizno's;
6. Promptly take action as may be required to cancel all fictitious or assumed names or equivalent registrations relating to its use of any marks;
7. Immediately notify the telephone company and all telephone directory publishers of the termination of its right to use any telephone number and any regular, classified or other telephone director listing associated with any Mark and to authorize transfer thereof to Quizno's or its designee; and
8. Abide by all restrictive covenants set forth in Section 20 of the Agreement.

All capitalized terms not otherwise defined herein shall have their meanings as set forth in the Agreement. Please be reminded that as specified in the Agreement, all of Majed's obligations which expressly or by their nature survive their termination of the Agreement, including the non-competition and non-disclosure provisions, will continue in full force and effect despite the Agreement being terminated.

Please contact me at (312) 368-4000 should you require further information with respect to curing Majed's conduct or, alternatively, ending its franchise operations.

Sincerely,

DLA Piper US LLP

A handwritten signature in black ink that reads 'Fredric A. Cohen'.

Fredric A. Cohen

NewsBank NewsLibrary
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Paper: Whittier Daily News, The (CA)
Title: Man who shot himself in eatery's bathroom dies
Date: November 28, 2006

WHITTIER - A man who shot himself in the bathroom of a Quizno's sandwich shop in Whittier late Monday afternoon has died, police said Tuesday. Police identified the man as 55-year-old Baber Vhupinder of Long Beach. He died Monday night at St. Francis Medical Center, Whittier Police Department spokesman Officer Jason Zhulke said.

Paramedics were called to 14153 E. Whittier Blvd. at 4:16 p.m., where employees heard gunshots after the man went inside the bathroom, Zuhlke said. He had three apparently self-inflicted gunshot wounds to his chest, said Zuhlke.

The man entered the store 15 minutes earlier and asked to speak to the owner, said store employee and Whittier resident Anthony Garcia.

He did not show any signs of being upset or distressed, said Garcia.

After talking to the manager and sipping a drink for about five minutes, the man stood up and casually excused himself to the restroom, said Garcia.

About 30 seconds after entering the bathroom, employees heard a shot ring out.

Investigators were still trying to determine why the man shot himself three times in the chest, he said, as no motive was immediately clear.

**Life goes on and we pass through
Days of sunlight days of tears
It's the way life comes to you
Foolish wasting precious years**

I am not a fool. My wife is not a fool

I even refuse to call myself gullible. I am not a gullible. My wife is not a gullible

We trusted in Quiznos. They promised us success, help and everything else to get us to buy into the "dream" they were selling. They had a private secret unannounced agenda! To trap you and screw you, the franchisee!

We are not fools. But, we have been fooled

We are like so many others who also bought into this dream and lost a substantial portion of their life's savings.

Countless individuals and families have been destroyed. Even some lives have been lost

I have struggled hard and did the best I could to create a voice for the franchisees in the system and to create a "support system" for the franchisees, which does not exist, and to fight the injustices of this franchise system (Quiznos). Not to bring the system down, but only to make it fair.

I hope my efforts will not go wasted. I hope the government will look into the systematic deceitful business practices of this franchisor. A serious investigation must be undertaken

It's been a tough battle

I have been dragged through the legal system for over 18 months by the immensely superior financial might of the franchisor, which will continue to keep justice from coming to me, and to the hundreds and thousands of franchisees who are trapped similarly in the system and are slaving for this franchisor, and those who have bought into the franchise agreement, and not yet become store operators

I have spent and sacrificed my time, money, family life. I thought of an option to leave the system quietly and fade away, but now I choose not to do that, and instead let the struggle go on

My struggle will continue after my sacrifice.

Some one must do something about what Quiznos is doing to the trapped franchisees. Everything they do is in their own self interest, with utter disregard for the interests of the franchisees, to who they sold the "dream" and put into business, only to screw them systematically from day one

The press and the media must bring out the atrocities Quiznos is carrying on with.

In this franchise system the Franchisor has all the rights and no duties or obligations, whereas it is just the opposite for the Franchisee, which is the franchisee has no rights, no remedies, only obligations

I have not been able to think well, eat well, for the past one month

My health has been going down very fast

My mental capacity, to think, to work, and carry on my daily activities normally, is severely diminished

I cannot survive like this much longer

Quiznos has killed me. Destroyed my life. Destroyed my family life for the past seven years

It has been a harrowing experience. We just could not get out of it. All doors were shut

Can some one stop this?

Can the government stop this Quiznos from destroying peoples lives? They have defrauded me and they are defrauding people. See my law suit (complaint) how they defrauded me from the very beginning, and then continued their systematic defrauding through out the period, until we left

They retaliated against me for trying to create a voice for the franchisees in the system

We were abused, we were manipulated, we were exploited,

I deeply regret getting in to Quiznos. I wish I had never heard of them

Can the media stop this?

CNN we need your help. Nancy Grace, please help! Glora Alred? Who else?
KTLA, LA Times, OC Register Please

How can a common individual like me and those like me in similar circumstances, there are thousands, with limited resources get justice?

I believe there will be justice. But it will be too late for me.

There are a large and growing number of us who believe, unreservedly, that the handful of people who own and/or otherwise control the Quiznos Corporation should spend the rest of their lives in prison. The Quiznos Corporation is just one of the most egregious in what they do, but the entirety of franchising in America is open to this kind of abuse. The IFA (International Franchise Association) is the umbrella entity that, along with individual Franchisors, has enough money and power to buy the legislation that protects the Franchisor, and exploits the Franchisee. Fair and just legislation, that would level the playing field, never sees the light of day. Senators and Representatives, primarily Republicans, continue to sell hard working Americans down the river. **STAY FAR, FAR AWAY FROM THE QUIZNOS CORPORATION. THEY ARE CRIMINAL IN WHAT THEY DO.** And treat any Franchise System with deep suspicion

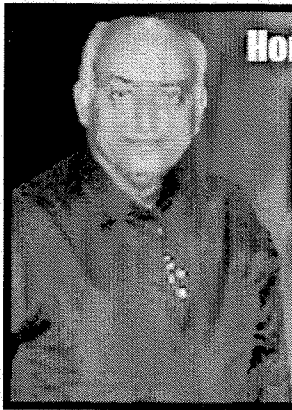


Signed: Bob Baber

These files are on the USB drive

TSFA *Toasted Subs* Franchisee Association

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Honoring The Passing Of A Fellow Franchisee

BOB BABER

Founder QSFA (Q Subs Franchisee Association)

- Read The Local News Story
- Bob's Final Note To The Media
- Donate To The Bob Baber Memorial Fund

Honoring the passing of a fellow franchisee...

Bob Baber, a fellow franchisee who spent the last years of his life working for and advocating for the rights of franchisees, has passed away in Whittier, California Monday November 27, 2006. Bob established the Q Subs Franchisee Association (QSFA) and worked closely with the TSFA. The published story regarding his passing is below. In addition, Bob left a note to the media about his concerns for Quiznos franchisees and franchising in general. (see below)

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From left to right: Ratti Baber (Bob's wife), Chris Bray (TSFA President) and Bob Baber meet in Killeen, Texas to discuss matters relating to Quiznos Franchisees.

Local News Story...

Man who shot himself in eatery's bathroom dies

WHITTIER - A man who shot himself in the bathroom of a Quizno's sandwich shop in Whittier late Monday afternoon has died, police said Tuesday.

Police identified the man as 55-year-old Baber Vhupinder of Long Beach. He died Monday night at St. Francis Medical Center, Whittier Police Department spokesman Officer Jason Zhulke said.

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TOASTED SUBS
FRANCHISEE ASSOCIATION

bathroom, employees heard a shot ring out. Investigators were still trying to determine why the man shot himself three times in the chest, he said, as no motive was immediately clear.

Article extracted from <http://www.whittierdailynews.com/>

Bob's Letter To The Media...

Whittier, CA detectives found a paper copy of this letter along with a digital copy on a USB drive in Bob's possession. Bob had also saved a copy on his computer where his wife could easily find it along with a separate letter to his children and wife.

To view the original letter [click here](#)

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Days of sunlight days of tears
It's the way life comes to you
Foolish wasting precious years**

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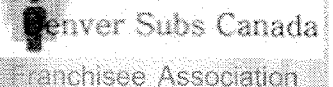
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Disclaimer: The Toasted Subs Franchisee Association is not responsible for the content of these websites associated with these links.

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Restaurant Research

 FRENCH IN CASUAL AND FAMILY DINING
Franchise Times

 RIP-OFF
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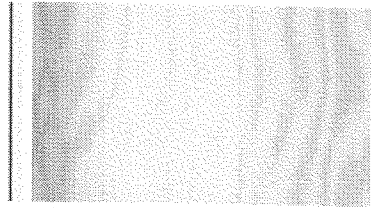
Donate To The Bob Baber Memorial Fund

All proceeds will go to Bob's wife and his 3 children to help them pay the bills at home during these difficult times. These funds will be recorded and handled in an account separate from the TSFA accounts. The TSFA will not use these funds for anything else.

**Make check or money orders payable to:
The TSFA - Bob Baber Memorial fund**

Mail to:

The TSFA - Bob Baber Memorial Fund
P.O. Box 180784
Utica, MI 48318



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Contact us by email at tsfa@toastedsubs.info or by phone at (254) 618-5417
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QUIZNOS SUB

MMMM...TOASTY!

Memorandum

To: Franchise Owners
From: Corporate Communications
Date: December 8, 2006

Quiznos Numbered Communication Program
5428

We have received questions from franchise owners about a tragic situation that occurred last week and statements or press coverage concerning that situation. We were and continue to be deeply saddened by Mr. Baber's death. Upon learning of the tragedy, Quiznos expressed its condolences to the family and took additional steps to provide comfort and support to the other members of our franchisee community who were directly affected by this situation.

We are disappointed and saddened that anyone would exploit this tragic event. It is unthinkable that a certain group of your fellow franchise owners would be intent on damaging the Quiznos brand that we, you and thousands of other franchisees have worked so hard to build.

Our prayers go out to the family at this very sad time.

Memorandum

Date: December 14, 2006

To: Franchise Owners

From: Corporate Communications

RE: Protecting FOs and the Quiznos Brand



Quiznos Numbered
Communication Program

5432

In our communication to you last week, we told you how disappointed we were that a small group of franchise owners continue to slander and defame Quiznos and use the media to exploit a tragic situation. While this group states that their “mission” is to work with Quiznos to “participate in cooperative communications, coordinated efforts and a focus on common issues”, they in fact promote only their own agenda through their repeated and hostile efforts to publicly damage the goodwill and reputation of the Quiznos brand and all of you who have worked so hard to build that brand and your business. We recognize that franchise owners have legitimate concerns and questions, and have always been willing to discuss individual Franchise Owner concerns to help make them more successful. However, we take our responsibility to protect the brand and the system seriously, and will take the actions necessary to uphold that responsibility.

As a result, we have terminated eight franchise owners for engaging in conduct that we consider (and believe that any reasonable person would consider) to be not just violations of their contractual obligations under their franchise agreements, but morally reprehensible as well. We strongly believe that we and our franchise owners, working together, will continue the Quiznos success story. From time to time, we need to take the steps necessary to protect the brand, as we have in this case.

We thank you for your hard work and ongoing efforts to run great Quiznos restaurants.