

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
America's Drive-In Corp.		09/14/2006	CORPORATION: KANSAS

**RECEIVING PARTY DATA**

<b>Name:</b>	Bank of America, N.A., as Administrative Agent
<b>Street Address:</b>	231 South LaSalle Street
<b>Internal Address:</b>	IL1-231-08-30
<b>City:</b>	Chicago
<b>State/Country:</b>	ILLINOIS
<b>Postal Code:</b>	60697
<b>Entity Type:</b>	national banking association: UNITED STATES

**PROPERTY NUMBERS Total: 97**

Property Type	Number	Word Mark
Registration Number:	3059085	SLUSH44.COM
Registration Number:	3059080	SLUSH44.COM
Registration Number:	3041382	GARDEN GROWN FRESHNESS IN EVERY BITE.
Registration Number:	2967209	IT'S SONIC GOOD
Registration Number:	3027856	SONIC CRUISERS
Registration Number:	3049569	SONIC BREAKFAST
Registration Number:	3088615	MY SONIC
Registration Number:	2989462	PICKLE-O'S
Registration Number:	2967148	SONIC CRUISERS
Registration Number:	3007979	MY SONIC
Registration Number:	2955000	COOL DOWN. DRINK UP.
Registration Number:	2933234	COMMUNITY FIRST
Registration Number:	2923271	SONIC

OP \$2440.00 3059085

Registration Number:	3056310	THE SONICTONES
Registration Number:	3031408	FRESH TASTES
Registration Number:	2931898	THE LITTLE CHEESE
Registration Number:	2802480	SONIC SIZE
Registration Number:	2864941	DRIVE-IN DEALS!
Registration Number:	3060836	BREAKFAST CLUB TOASTER
Registration Number:	2978403	COOL BREEZE
Registration Number:	2918028	PILE IT ON!
Registration Number:	2750588	SONIC
Registration Number:	2777963	SONIC
Registration Number:	2855132	SONIC BUCKS
Registration Number:	2826731	JUMBO POPCORN CHICKEN
Registration Number:	2756317	SUPERSONIC
Registration Number:	2826496	HOPJAVA
Registration Number:	2711526	HAVE A GOOD MORNING!
Registration Number:	2890096	COOL BREEZE
Registration Number:	2781847	CREAMSLUSH
Registration Number:	2681333	YOUR MORNING DRINK STOP!
Registration Number:	2806566	SMART CUBE
Registration Number:	2644664	CHILI MAKES IT BETTER!
Registration Number:	2562057	SONIC RACING
Registration Number:	2765599	EAT DESSERT FIRST
Registration Number:	2718124	GET SLUSHED
Registration Number:	2558947	AMERICA'S DRIVE-IN
Registration Number:	2748672	PINK FLAMINGO
Registration Number:	2744886	CHEAP CHILLS
Registration Number:	2698757	SUMMER IS COOLER AT SONIC
Registration Number:	2728120	PREMI-YUM
Registration Number:	2550137	BREAKFAST TOASTER
Registration Number:	2847913	THE BIG CHEESE
Registration Number:	2537957	SWEETHEART SHAKE
Registration Number:	2537956	MONSTER CHOCOLATE
Registration Number:	2661409	SUNSHINE SMOOTHIE
Registration Number:	2481639	FLAVOR FLASH
Registration Number:	3086942	TOASTER

Registration Number:	2553330	SONIC SUNRISE
Registration Number:	2585866	BREAKFAST FAVORITES
Registration Number:	2530306	SONIC WAVE
Registration Number:	2348989	TOASTER
Registration Number:	2197425	FROZEN FAVORITES
Registration Number:	2142023	FOUNTAIN FAVORITES
Registration Number:	2507293	SONIC RADIO
Registration Number:	2219222	FOUNTAIN FAVORITES
Registration Number:	2239161	FROZEN FAVORITES
Registration Number:	2043303	OCEAN WATER
Registration Number:	2181030	FOUNTAIN FAVORITES
Registration Number:	2066630	
Registration Number:	2067808	SONIC
Registration Number:	2062125	SONIC
Registration Number:	2037637	DRIVE IN FOR A CHANGE
Registration Number:	1961572	CHED'R'PEPPERS
Registration Number:	1980526	CHED'R'BITES
Registration Number:	1948101	
Registration Number:	2130809	WACKY PACK
Registration Number:	1630254	ROUTE 44 BIG DRINK
Registration Number:	1642215	ROUTE 44
Registration Number:	1595615	TRIPLE FEATURE
Registration Number:	1618097	SONIC AMERICA'S DRIVE-IN
Registration Number:	1480188	SONIC
Registration Number:	1514051	
Registration Number:	1515908	
Registration Number:	1465985	SONIC EXPRESS
Registration Number:	1453414	SONIC BLAST
Registration Number:	1070007	SONIC HAPPY EATING
Registration Number:	0982964	SONIC
Registration Number:	0777151	SONIC DRIVE-IN SERVICE WITH THE SPEED OF SOUND
Registration Number:	0776766	SONIC
Serial Number:	78961936	SMART WHEEL!
Serial Number:	78832719	LUCK OF THE STRAW
Serial Number:	78797337	ULTIMATE DRINK STOP

Serial Number:	78797103	YOUR ULTIMATE DRINK STOP
Serial Number:	78786775	SUPERSONIC
Serial Number:	78759626	CINNASTUFFERS
Serial Number:	78742344	HOP JAVA
Serial Number:	78742294	HOP JAVA CHILLERS
Serial Number:	78674539	JAVA CHILLERS
Serial Number:	78659051	SUNRISE SPUD
Serial Number:	78616431	CREAM FIZZ
Serial Number:	78605165	SWISSHROOM
Serial Number:	78578659	SLUSH44
Serial Number:	78547372	ISLAND FIRE
Serial Number:	78546669	SWEETHEART BLAST
Serial Number:	78450656	MAKE YOUR MARK
Serial Number:	78417869	SONIC CAFE

**CORRESPONDENCE DATA**

Fax Number: (919)416-8339  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 919 286-8049  
Email: PTO\_TMconfirmation@mvalaw.com  
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Address Line 2: Suite 500  
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	017625.3665NTADICBOAJES
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	10/23/2006

Total Attachments: 6  
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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of September 14, 2006 (as the same may be amended, modified, restated or supplemented from time to time, the "Security Agreement") by and among the Grantors from time to time party thereto (each an "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications set forth on Schedule 1 attached hereto to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations.

The undersigned Grantor and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the trademarks and trademark applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

AMERICA'S DRIVE-IN CORP.,  
a Kansas corporation

By: \_\_\_\_\_

Name: Ronald L. Matlock

Title: Vice President

Acknowledged and Accepted:

BANK OF AMERICA, N.A.,  
as Administrative Agent

By: \_\_\_\_\_

Name: David Johanson

Title: Vice President

SONIC CORP.  
NOTICE OF GRANT OF  
SECURITY INTEREST IN TRADEMARKS

TRADEMARK  
REEL: 003413 FRAME: 0898

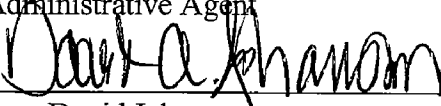
Very truly yours,

AMERICA'S DRIVE-IN CORP.,  
a Kansas corporation

By: \_\_\_\_\_  
Name:  
Title:

Acknowledged and Accepted:

BANK OF AMERICA, N.A.,  
as Administrative Agent

By:   
Name: David Johanson  
Title: Vice President

SONIC CORP.  
NOTICE OF GRANT OF  
SECURITY INTEREST IN TRADEMARKS

**TRADEMARK**

**REEL: 003413 FRAME: 0899**

**America's Drive-In Corp.  
(Kansas Corporation)**

**U.S. Trademarks**

**Registered Marks**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
SLUSH44.COM and Design	3059085	02/14/06
SLUSH44.COM	3059080	02/14/06
GARDEN GROWN FRESHNESS IN EVERY BITE.	3041382	01/10/06
IT'S SONIC GOOD	2967209	07/12/05
SONIC CRUISERS and Design	3027856	12/13/05
SONIC BREAKFAST and Design	3049569	01/24/06
MY SONIC	3088615	05/02/06
PICKLE-O'S	2989462	08/30/05
SONIC CRUISERS	2967148	07/12/05
MY SONIC	3007979	10/18/05
COOL DOWN. DRINK UP.	2955000	05/24/05
COMMUNITY FIRST	2933234	03/15/05
SONIC and Design	2923271	02/01/05
THE SONICTONES	3056310	01/31/06
FRESH TASTES	3031408	12/20/05
THE LITTLE CHEESE	2931898	03/08/05
SONIC SIZE	2802480	01/06/04
DRIVE-IN DEALS!	2864941	07/20/04
BREAKFAST CLUB TOASTER	3060836	02/21/06
COOL BREEZE	2978403	07/26/05
PILE IT ON!	2918028	01/11/05
SONIC	2750588	08/12/03
SONIC	2777963	10/28/03
SONIC BUCKS	2855132	06/15/04
JUMBO POPCORN CHICKEN	2826731	03/23/04
SUPERSONIC	2756317	08/26/03
HOPJAVA	2826496	03/23/04
HAVE A GOOD MORNING!	2711526	04/29/03
COOL BREEZE	2890096	09/28/04
CREAMSLUSH	2781847	11/11/03
YOUR MORNING DRINK STOP!	2681333	01/28/03
SMART CUBE	2806566	01/20/04
CHILI MAKES IT BETTER!	2644664	10/29/02
SONIC RACING	2562057	04/16/02
EAT DESSERT FIRST	2765599	09/16/03
GET SLUSHED	2718124	05/20/03
AMERICA'S DRIVE-IN	2558947	04/09/02
PINK FLAMINGO	2748672	08/05/03
CHEAP CHILLS	2744886	07/29/03
SUMMER IS COOLER AT SONIC	2698757	03/18/03
PREMI-YUM	2728120	06/17/03
BREAKFAST TOASTER	2550137	03/19/02
THE BIG CHEESE	2847913	06/01/04

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Mark	Registration No.	Registration Date
SWEETHEART SHAKE	2537957	02/12/02
MONSTER CHOCOLATE	2537956	02/12/02
SUNSHINE SMOOTHIE	2661409	12/17/02
FLAVOR FLASH	2481639	08/28/01
TOASTER and Design	3086942	05/02/06
SONIC SUNRISE	2553330	03/26/02
BREAKFAST FAVORITES	2585866	06/25/02
SONIC WAVE	2530306	01/15/02
TOASTER	2348989	05/09/00
FROZEN FAVORITES	2197425	10/20/98
FOUNTAIN FAVORITES	2142023	03/10/98
SONIC RADIO	2507293	11/13/01
FOUNTAIN FAVORITES and Design	2219222	01/19/99
FROZEN FAVORITES and Design	2239161	04/13/99
OCEAN WATER	2043303	03/11/97
FOUNTAIN FAVORITES and Design	2181030	08/11/98
Design Only	2066630	06/03/97
SONIC and Design	2067808	06/03/97
SONIC and Design	2062125	05/13/97
DRIVE IN FOR A CHANGE	2037637	02/11/97
CHED'R'PEPPERS	1961572	03/12/96
CHED'R'BITES	1980526	06/18/96
Design Only	1948101	01/16/96
WACKY PACK	2130809	01/20/98
ROUTE 44 BIG DRINK and Design	1630254	01/01/91
ROUTE 44	1642215	04/23/91
TRIPLE FEATURE	1595615	05/08/90
SONIC AMERICA'S DRIVE-IN and Design	1618097	10/16/90
SONIC and Design	1480188	03/08/88
Design Only	1514051	11/22/88
Design Only	1515908	12/06/88
SONIC EXPRESS	1465985	11/17/87
SONIC BLAST	1453414	08/18/87
SONIC HAPPY EATING and Design	1070007	07/19/77
SONIC	0982964	04/30/74
SONIC DRIVE-IN SERVICE WITH THE SPEED OF SOUND	0777151	09/15/64
SONIC	0776766	09/08/64

### Pending Applications

Mark	Application No.	Filing Date
SMART WHEEL!	78961936	08/28/06
LUCK OF THE STRAW	78832719	03/08/06
ULTIMATE DRINK STOP	78797337	01/23/06
YOUR ULTIMATE DRINK STOP	78797103	01/23/06
SUPERSONIC	78786775	01/06/06
CINNASTUFFERS	78759626	11/22/05
HOP JAVA	78742344	10/28/05
HOP JAVA CHILLERS	78742294	10/28/05
JAVA CHILLERS	78674539	07/20/05
SUNRISE SPUD	78659051	06/27/05
CREAM FIZZ	78616431	04/25/05
SWISSHROOM	78605165	04/08/05

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**TRADEMARK**  
**REEL: 003413 FRAME: 0901**

<b>Mark</b>	<b>Application No.</b>	<b>Filing Date</b>
SLUSH44	78578659	03/02/05
ISLAND FIRE	78547372	01/13/05
SWEETHEART BLAST	78546669	01/12/05
MAKE YOUR MARK	78450656	07/14/04
SONIC CAFÉ	78417869	05/13/04

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**RECORDED: 10/23/2006**

**TRADEMARK  
REEL: 003413 FRAME: 0902**