

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
AMERICA'S DRIVE-IN HOLDING INC.		12/20/2006	CORPORATION: KANSAS

**RECEIVING PARTY DATA**

Name:	AMERICA'S DRIVE-IN BRAND PROPERTIES LLC
Street Address:	3500 NORTH ROCK ROAD
Internal Address:	BUILDING 1100
City:	WICHITA
State/Country:	KANSAS
Postal Code:	67226
Entity Type:	LIMITED LIABILITY COMPANY: KANSAS

**PROPERTY NUMBERS Total: 84**

Property Type	Number	Word Mark
Registration Number:	2558947	AMERICA'S DRIVE-IN
Registration Number:	3060836	BREAKFAST CLUB TOASTER
Registration Number:	2585866	BREAKFAST FAVORITES
Registration Number:	2550137	BREAKFAST TOASTER
Registration Number:	2744886	CHEAP CHILLS
Registration Number:	1980526	CHED'R'BITES
Registration Number:	1961572	CHED'R'PEPPERS
Registration Number:	2644664	CHILI MAKES IT BETTER!
Registration Number:	2933234	COMMUNITY FIRST
Registration Number:	2978403	COOL BREEZE
Registration Number:	2890096	COOL BREEZE
Registration Number:	2955000	COOL DOWN. DRINK UP.
Registration Number:	2781847	CREAMSLUSH

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Registration Number:	1514051	
Registration Number:	1515908	
Registration Number:	1948101	
Registration Number:	2066630	
Registration Number:	2037637	DRIVE IN FOR A CHANGE
Registration Number:	2864941	DRIVE-IN DEALS!
Registration Number:	2350718	DRIVE-IN TO SUMMER
Registration Number:	2765599	EAT DESSERT FIRST
Registration Number:	2481639	FLAVOR FLASH
Registration Number:	2142023	FOUNTAIN FAVORITES
Registration Number:	2219222	FOUNTAIN FAVORITES
Registration Number:	2181030	FOUNTAIN FAVORITES
Registration Number:	3031408	FRESH TASTES
Registration Number:	2197425	FROZEN FAVORITES
Registration Number:	2239161	FROZEN FAVORITES
Registration Number:	3041382	GARDEN GROWN FRESHNESS IN EVERY BITE.
Registration Number:	2718124	GET SLUSHED
Registration Number:	2711526	HAVE A GOOD MORNING!
Serial Number:	78742344	HOP JAVA
Registration Number:	2826496	HOPJAVA
Registration Number:	3160455	ISLAND FIRE
Registration Number:	2967209	IT'S SONIC GOOD
Registration Number:	2826731	JUMBO POPCORN CHICKEN
Registration Number:	2537956	MONSTER CHOCOLATE
Registration Number:	3007979	MY SONIC
Registration Number:	3088615	MY SONIC
Registration Number:	2043303	OCEAN WATER
Registration Number:	2989462	PICKLE-O'S
Registration Number:	2918028	PILE IT ON!
Registration Number:	2748672	PINK FLAMINGO
Registration Number:	2728120	PREMI-YUM
Registration Number:	1642215	ROUTE 44
Registration Number:	1630254	ROUTE 44 BIG DRINK
Registration Number:	3059080	SLUSH44.COM
Registration Number:	3059085	SLUSH44.COM

Registration Number:	2806566	SMART CUBE
Registration Number:	0776766	SONIC
Registration Number:	2750588	SONIC
Registration Number:	2777963	SONIC
Registration Number:	0982964	SONIC
Registration Number:	1618097	SONIC AMERICA'S DRIVE-IN
Registration Number:	1480188	SONIC
Registration Number:	2923271	SONIC
Registration Number:	2067808	SONIC
Registration Number:	2062125	SONIC
Registration Number:	1453414	SONIC BLAST
Registration Number:	3049569	SONIC BREAKFAST
Registration Number:	2855132	SONIC BUCKS
Registration Number:	2967148	SONIC CRUISERS
Registration Number:	3027856	SONIC CRUISERS
Registration Number:	0777151	SONIC DRIVE-IN SERVICE WITH THE SPEED OF SOUND
Registration Number:	1465985	SONIC EXPRESS
Registration Number:	1070007	SONIC HAPPY EATING
Registration Number:	2562057	SONIC RACING
Registration Number:	2507293	SONIC RADIO
Registration Number:	2802480	SONIC SIZE
Registration Number:	2553330	SONIC SUNRISE
Registration Number:	2530306	SONIC WAVE
Registration Number:	2698757	SUMMER IS COOLER AT SONIC
Registration Number:	2661409	SUNSHINE SMOOTHIE
Registration Number:	2756317	SUPERSONIC
Registration Number:	3158741	SUPERSONIC
Registration Number:	2537957	SWEETHEART SHAKE
Registration Number:	2847913	THE BIG CHEESE
Registration Number:	2931898	THE LITTLE CHEESE
Registration Number:	3056310	THE SONICTONES
Registration Number:	2348989	TOASTER
Registration Number:	3086942	TOASTER
Registration Number:	1595615	TRIPLE FEATURE
Registration Number:	2130809	WACKY PACK

Registration Number: 2681333 YOUR MORNING DRINK STOP!

**CORRESPONDENCE DATA**

Fax Number: (646)848-4455  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 212-848-4455  
Email: jlik@shearman.com  
Correspondent Name: Scott Lyne  
Address Line 1: 599 Lexington Avenue  
Address Line 2: Shearman & Sterling LLP - IP Docketing  
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	30859/4
NAME OF SUBMITTER:	Scott Lyne
Signature:	/SCOTT LYNE/
Date:	12/26/2006

**Total Attachments: 8**  
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Grant of Security Interest in Trademarks

GRANT OF SECURITY INTEREST IN TRADEMARKS (the "Grant"), dated as of December 20, 2006, made by AMERICA'S DRIVE-IN HOLDING INC., a Kansas corporation ("Grantor"), in favor of AMERICA'S DRIVE-IN BRAND PROPERTIES LLC, a Kansas limited liability company ("Secured Party") (collectively referred to as the "Parties"). Capitalized terms used herein but not otherwise defined herein shall have the meanings set forth (or incorporated) in the Agreement (as defined below).

WHEREAS, Grantor is the owner of the Trademarks that are Registered in the United States and set forth in Schedule 1 attached hereto, including all goodwill of any business associated and connected therewith or symbolized thereby (collectively, the "Trademark Collateral");

WHEREAS, pursuant to the IP Assets Contribution Agreement, dated as of the date hereof, between the Parties (the "Agreement"), Grantor assigned and the Secured Party acquired all right, title and interest in the Franchise IP (as defined therein) throughout the world, including the Trademark Collateral, and the Parties have executed a Trademark Assignment, dated as of the date hereof, for recording such acquisition in the U.S. Patent and Trademark Office (the "PTO");

WHEREAS, pursuant to the Agreement, in the event a court of competent jurisdiction were to hold that the contribution of the Franchise IP pursuant to the Agreement does not constitute a valid contribution or absolute transfer of the Franchise IP as set forth in the Agreement, Grantor granted to the Secured Party a continuing security interest in, and lien on, the Franchise IP, including the Trademark Collateral; and

WHEREAS, pursuant to the Agreement, Grantor agreed to execute and deliver to the Secured Party this Grant for purposes of filing the same with the PTO to confirm and evidence the security interest in the Trademark Collateral granted pursuant to the Agreement.

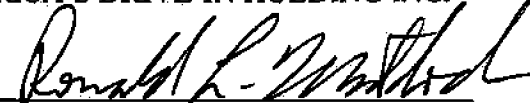
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and subject to all applicable terms and conditions of the Agreement, which are incorporated by reference as if fully set forth herein, the Grantor agrees as follows:

1. Grantor hereby grants to the Secured Party a continuing security interest in, and lien on, the Trademark Collateral, in each case, now existing or hereafter acquired.
2. The Parties intend that this Grant is for recordation purposes only and its terms shall not modify the applicable terms and conditions of the Agreement, which govern the Secured Party's interest in the Trademark Collateral. Grantor hereby requests the PTO to file and record this Grant together with the annexed Schedule 1.

3. Grantor hereby acknowledges and agrees that the security interest in the Trademark Collateral may only be terminated in accordance with the terms of the Agreement.

IN WITNESS WHEREOF, the undersigned has caused this Grant to be duly executed and delivered as of the date first above written.

AMERICA'S DRIVE-IN HOLDING INC.

By: 

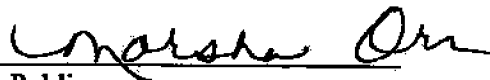
Name: Ronald L. Matlock

Title: Vice President

[Signature Page to Grant of Security Interest in Trademarks]

STATE OF OKLAHOMA )  
 : ss:  
COUNTY OF OKLAHOMA )

On the 20th day of December, 2006, before me the undersigned, personally appeared Ronald L. Matlock, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

  
Notary Public



**Schedule 1 - Trademark Collateral**

Trademark	Country	Reg. No. / Date	App. No. / Date	Owner	Status
AMERICA'S DRIVE-IN	U.S.	258947/ 4-9-02	780933/ 4-17-01	America's Drive-In Holding Inc.	Registered
BREAKFAST CLUB TOASTER	U.S.	306036/ 2-21-06	78189042/ 1-26-02	America's Drive-In Holding Inc.	Registered
BREAKFAST FAVORITES	U.S.	258866/ 6-25-02	75756939/ 7-21-99	America's Drive-In Holding Inc.	Registered
BREAKFAST TOASTER	U.S.	2550137/ 3-19-02	78016679/ 7-13-00	America's Drive-In Holding Inc.	Registered
CHEAP CHILLS	U.S.	2744886/ 7-29-03	78054334/ 3-21-01	America's Drive-In Holding Inc.	Registered
CHED 'R' BITES	U.S.	1980526/ 6-18-96	74581627/ 10-3-94	America's Drive-In Holding Inc.	Registered
CHED'R'PEPPERS	U.S.	1961572/ 3-12-96	74581638/ 10-3-94	America's Drive-In Holding Inc.	Registered
CHILI MAKES IT BETTER!	U.S.	2644664/ 10-29-02	78082144/ 8-31-01	America's Drive-In Holding Inc.	Registered
COMMUNITY FIRST	U.S.	2932324/ 3-15-05	78380328/ 3-8-04	America's Drive-In Holding Inc.	Registered
COOL BREEZE	U.S.	2978403/ 7-26-05	78188469/ 11-25-02	America's Drive-In Holding Inc.	Registered
COOL BREEZE	U.S.	2890096/ 9-28-04	78129332/ 5-16-02	America's Drive-In Holding Inc.	Registered
COOL DOWN, DRINK UP.	U.S.	2955000/ 5-24-05	78392739/ 5-29-04	America's Drive-In Holding Inc.	Registered
CREAMSLUSH	U.S.	2781847/ 11-11-03	78128660/ 5-14-02	America's Drive-In Holding Inc.	Registered
Design Only	U.S.	1514051/ 11-22-88	73667555/ 6-22-87	America's Drive-In Holding Inc.	Registered
Design Only	U.S.	1515908/ 12-6-88	73667540/ 6-22-87	America's Drive-In Holding Inc.	Registered
Design Only	U.S.	1948101/ 1-16-96	74534676/ 6-7-94	America's Drive-In Holding Inc.	Registered
Design Only	U.S.	2066630/ 6-3-97	75060211/ 2-20-96	America's Drive-In Holding Inc.	Registered

Schedule 1 to Grant of Security Interest in Trademarks by America's Drive-In Holding Inc. in favor of America's Drive-In Brand Properties LLC



Trademark	Country	Reg. No. / Date	App. No. / Date	Owner	Status
DRIVE IN FOR A CHANGE	U.S.	2037637/ 2-11-97	74625678/ 1-26-95	America's Drive-In Holding Inc.	Registered
DRIVE-IN DEALS!	U.S.	2864941/ 7-20-04	78213388/ 2-11-03	America's Drive-In Holding Inc.	Registered
DRIVE-IN TO SUMMER	U.S.	2350718/ 5-16-00	75466096/ 4-10-98	America's Drive-In Holding Inc.	Registered
EAT DESSERT FIRST	U.S.	2765599/ 9-16-03	78063601/ 5-15-01	America's Drive-In Holding Inc.	Registered
FLAVOR FLASH	U.S.	2481639/ 8-28-01	75862997/ 12-2-99	America's Drive-In Holding Inc.	Registered
FOUNTAIN FAVORITES	U.S.	2142023/ 3-10-98	75158880/ 8-30-96	America's Drive-In Holding Inc.	Registered
FOUNTAIN FAVORITES and Design	U.S.	2219222/ 1-19-99	75060298/ 2-20-96	America's Drive-In Holding Inc.	Registered
FOUNTAIN FAVORITES and Design	U.S.	2181030/ 8-11-98	75060222/ 2-20-96	America's Drive-In Holding Inc.	Registered
FRESH TASTES	U.S.	3031408/ 12-20-05	78314805/ 10-16-03	America's Drive-In Holding Inc.	Registered
FROZEN FAVORITES	U.S.	2197425/ 10-20-98	75283994/ 4-30-97	America's Drive-In Holding Inc.	Registered
FROZEN FAVORITES and Design	U.S.	2239161/ 4-13-99	75060296/ 2-20-96	America's Drive-In Holding Inc.	Registered
GARDEN GROWN FRESHNESS IN EVERY BITE.	U.S.	3041382/ 1-10-06	78521295/ 11-22-04	America's Drive-In Holding Inc.	Registered
GET-SLUSHED	U.S.	2718124/ 5-20-03	78063598/ 5-15-01	America's Drive-In Holding Inc.	Registered
HAVE A GOOD MORNING!	U.S.	2711526/ 4-29-03	78140027/ 6-28-02	America's Drive-In Holding Inc.	Registered
HOP JAVA	U.S.	N/A	78742344/ 10-28-05	America's Drive-In Holding Inc.	Published
HOPJAVA	U.S.	2826496/ 3-23-04	78155631/ 8-19-02	America's Drive-In Holding Inc.	Registered
ISLAND FIRE	U.S.	3160455/ 10-17-06	78547372/ 1-13-05	America's Drive-In Holding Inc.	Registered
IT'S SONIC GOOD	U.S.	2967209/ 7-12-05	78503106/ 10-20-04	America's Drive-In Holding Inc.	Registered

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Trademark	Country	Reg. No. / Date	App. No. / Date	Owner	Status
JUMBO POPCORN CHICKEN	U.S.	2826731/ 3-23-04	78174920/ 10-16-02	America's Drive-In Holding Inc.	Registered
MONSTER CHOCOLATE	U.S.	237956/ 2-12-02	76142634/ 10-6-00	America's Drive-In Holding Inc.	Registered
MY SONIC	U.S.	3007979/ 10-18-05	78403434/ 4-16-04	America's Drive-In Holding Inc.	Registered
MY SONIC	U.S.	3088615/ 5-2-06	78444641/ 6-1-04	America's Drive-In Holding Inc.	Registered
OCEAN WATER	U.S.	2043303/ 3-11-97	75060223/ 2-20-96	America's Drive-In Holding Inc.	Registered
PICKLE-O'S	U.S.	2989462/ 8-30-05	78437843/ 6-18-04	America's Drive-In Holding Inc.	Registered
PILE IT ON!	U.S.	2918028/ 1-11-05	78181076/ 11-1-02	America's Drive-In Holding Inc.	Registered
PINK FLAMINGO	U.S.	2748672/ 8-05-03	78054337/ 3-21-01	America's Drive-In Holding Inc.	Registered
PREMI-YUM	U.S.	2728120/ 6-17-03	78051852/ 3-7-01	America's Drive-In Holding Inc.	Registered
ROUTE 44	U.S.	1642215/ 4-23-91	73829734/ 10-6-89	America's Drive-In Holding Inc.	Registered
ROUTE 44 BIG DRINK and Design	U.S.	1630254/ 1-1-91	73829737/ 10-6-89	America's Drive-In Holding Inc.	Registered
SLUSH44.COM	U.S.	3059080/ 2-14-06	78578644/ 3-2-05	America's Drive-In Holding Inc.	Registered
SLUSH44.COM and Design	U.S.	3059085/ 2-14-06	78579048/ 3-3-05	America's Drive-In Holding Inc.	Registered
SMART CUBE	U.S.	2806566/ 1-20-04	78100287/ 12-28-01	America's Drive-In Holding Inc.	Registered
SONIC	U.S.	0776766/ 9-8-64	72176119/ 8-30-63	America's Drive-In Holding Inc.	Registered
SONIC	U.S.	2750588/ 8-12-03	78176749/ 10-21-02	America's Drive-In Holding Inc.	Registered
SONIC	U.S.	2777963/ 10-28-03	78175692/ 10-17-02	America's Drive-In Holding Inc.	Registered
SONIC	U.S.	0982964/ 4-30-74	72460362/ 6-15-73	America's Drive-In Holding Inc.	Registered

Schedule 1 to Grant of Security Interest in Trademarks by America's Drive-In Holding Inc. in favor of America's Drive-In Brand Properties LLC

Trademark	Country	Reg. No. / Date	App. No. / Date	Owner	Status
SONIC AMERICA'S DRIVE-IN and Design	U.S.	1618097/ 10-16-90	73801178/ 5-19-89	America's Drive-In Holding Inc.	Registered
SONIC and Design	U.S.	1480188/ 3-8-88	73667688/ 6-22-87	America's Drive-In Holding Inc.	Registered
SONIC and Design	U.S.	2923271/ 2-1-05	78361105/ 2-2-04	America's Drive-In Holding Inc.	Registered
SONIC and Design	U.S.	2067808/ 6-3-97	74713894/ 8-10-95	America's Drive-In Holding Inc.	Registered
SONIC and Design	U.S.	2062125/ 5-13-97	74713893/ 8-10-95	America's Drive-In Holding Inc.	Registered
SONIC BLAST	U.S.	1453414/ 8-18-87	73640354/ 1-20-87	America's Drive-In Holding Inc.	Registered
SONIC BREAKFAST and Design	U.S.	3049569/ 1-24-06	78480134/ 9-8-04	America's Drive-In Holding Inc.	Registered
SONIC BUCKS	U.S.	2855132/ 6-15-04	78175477/ 10-17-02	America's Drive-In Holding Inc.	Registered
SONIC CRUISERS	U.S.	2967148/ 7-12-05	78433360/ 6-10-04	America's Drive-In Holding Inc.	Registered
SONIC CRUISERS and Design	U.S.	3027856/ 12-13-05	78481877/ 9-10-04	America's Drive-In Holding Inc.	Registered
SONIC DRIVE-IN SERVICE WITH THE SPEED OF SOUND	U.S.	0777151/ 1 9-15-64	72176120/ 8-30-63	America's Drive-In Holding Inc.	Registered
SONIC EXPRESS	U.S.	1465985/ 11-17-87	73650713/ 3-23-87	America's Drive-In Holding Inc.	Registered
SONIC HAPPY EATING and Design	U.S.	1070007/ 7-19-77	73100698/ 9-22-76	America's Drive-In Holding Inc.	Registered
SONIC RACING	U.S.	2562057/ 4-16-02	78082141/ 8-31-01	America's Drive-In Holding Inc.	Registered
SONIC RADIO	U.S.	2507293/ 11-13-01	75158862/ 8-30-96	America's Drive-In Holding Inc.	Registered
SONIC SIZE	U.S.	2802480/ 1-6-04	78213402/ 2-11-03	America's Drive-In Holding Inc.	Registered
SONIC SUNRISE	U.S.	2553330/ 3-26-02	7576940/ 6-21-99	America's Drive-In Holding Inc.	Registered
SONIC WAVE	U.S.	2530306/ 1-15-02	75684136/ 4-15-99	America's Drive-In Holding Inc.	Registered

Schedule 1 to Grant of Security Interest in Trademarks by America's Drive-In Holding Inc. in favor of America's Drive-In Brand Properties LLC

Trademark	Country	Reg. No. / Date	App. No. / Date	Owner	Status
SUMMER IS COOLER AT SONIC	U.S.	2698757/ 3-18-03	78053676/ 3-17-01	America's Drive-In Holding Inc.	Registered
SUNSHINE SMOOTHIE	U.S.	2661409/ 12-17-02	76067667/ 6-8-00	America's Drive-In Holding Inc.	Registered
SUPERSONIC	U.S.	2756317/ 8-26-03	78174729/ 10-15-02	America's Drive-In Holding Inc.	Registered
SUPERSONIC	U.S.	3158741/ 10-17-06	78786775/ 1-6-06	America's Drive-In Holding Inc.	Registered
SWEETHEART SHAKE	U.S.	2537957/ 2-12-02	76142635/ 10-6-00	America's Drive-In Holding Inc.	Registered
THE BIG CHEESE	U.S.	2847913/ 6-1-04	76185150/ 12-21-00	America's Drive-In Holding Inc.	Registered
THE LITTLE CHEESE	U.S.	2931898/ 3-8-05	78273335/ 7-11-03	America's Drive-In Holding Inc.	Registered
THE SONICTONES	U.S.	3056310/ 1-31-06	78327268/ 11-13-03	America's Drive-In Holding Inc.	Registered
TOASTER	U.S.	2348989/ 5-9-00	75372689/ 10-14-97	America's Drive-In Holding Inc.	Registered
TOASTER and Design	U.S.	3086942/ 5-2-06	75756941/ 7-21-99	America's Drive-In Holding Inc.	Registered
TRIPLE FEATURE	U.S.	1595615/ 5-8-90	73810166/ 7-3-89	America's Drive-In Holding Inc.	Registered
WACKY PACK	U.S.	2130809/ 1-20-98	74359667/ 2-16-93	America's Drive-In Holding Inc.	Registered
YOUR MORNING DRINK STOP!	U.S.	2681333/ 1-28-03	78118454/ 3-29-02	America's Drive-In Holding Inc.	Registered