

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
AMERICA'S DRIVE-IN BRAND PROPERTIES LLC		12/20/2006	CORPORATION: KANSAS

**RECEIVING PARTY DATA**

<b>Name:</b>	CITIBANK, N.A.
<b>Street Address:</b>	388 GREENWICH STREET
<b>Internal Address:</b>	14TH FLOOR, ATT: AGENCY & TRUST - SONIC
<b>City:</b>	NEW YORK
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10013
<b>Entity Type:</b>	NATIONAL ASSOCIATION:

**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:

12/27/2006

**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 BRAND PROPERTIES LLC, a Kansas limited liability company ("Grantor"), in favor of CITIBANK, N.A., a national banking association, as trustee ("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 Base Indenture, dated as of the date hereof, by and among Grantor, Secured Party, Sonic Capital LLC, a Delaware limited liability company, Sonic Industries Franchising LLC, a Delaware limited liability company, America's Drive-In Holding Inc., a Kansas corporation, America's Drive-In Restaurants LLC, a Kansas limited liability company, SRI Real Estate Holding LLC, a Delaware limited liability company, and SRI Real Estate Properties LLC, a Delaware limited liability company (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 United States Patent and Trademark Office (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.

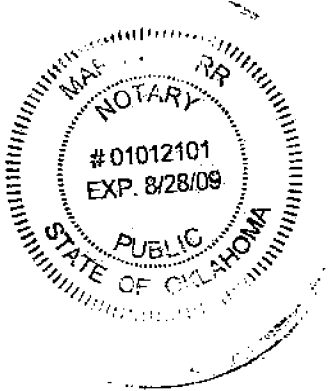
AMERICA'S DRIVE-IN BRAND  
PROPERTIES LLC.

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

*Marsha Orr*

**Schedule 1 - Trademark Collateral**

Trademark	Country	Reg. No. / Date	App. No. / Date	Owner	Status
AMERICA'S DRIVE-IN	U.S.	2558947/ 4-9-02	7808933/ 4-17-01	America's Drive-In Brand Properties LLC	Registered
BREAKFAST CLUB TOASTER	U.S.	3060836/ 2-21-06	78189042/ 1-26-02	America's Drive-In Brand Properties LLC	Registered
BREAKFAST FAVORITES	U.S.	2585866/ 6-25-02	75756939/ 7-21-99	America's Drive-In Brand Properties LLC	Registered
BREAKFAST TOASTER	U.S.	2550137/ 3-19-02	78016679/ 7-13-00	America's Drive-In Brand Properties LLC	Registered
CHEAP CHILLS	U.S.	2744886/ 7-29-03	78054334/ 3-21-01	America's Drive-In Brand Properties LLC	Registered
CHED 'R' BITES	U.S.	1980526/ 6-18-96	74581627/ 10-3-94	America's Drive-In Brand Properties LLC	Registered
CHED'R'PEPPERS	U.S.	1961572/ 3-12-96	74581638/ 10-3-94	America's Drive-In Brand Properties LLC	Registered
CHILI MAKES IT BETTER!	U.S.	2644664/ 10-29-02	78082144/ 8-31-01	America's Drive-In Brand Properties LLC	Registered
COMMUNITY FIRST	U.S.	2933234/ 3-15-05	78380328/ 3-8-04	America's Drive-In Brand Properties LLC	Registered
COOL BREEZE	U.S.	2978403/ 7-26-05	78188469/ 11-25-02	America's Drive-In Brand Properties LLC	Registered
COOL BREEZE	U.S.	2890096/ 9-28-04	78129332/ 5-16-02	America's Drive-In Brand Properties LLC	Registered
COOL DOWN. DRINK UP.	U.S.	2955000/ 5-24-05	78392759/ 5-29-04	America's Drive-In Brand Properties LLC	Registered
CREAMSLUSH	U.S.	2781847/ 11-11-03	78128660/ 5-14-02	America's Drive-In Brand Properties LLC	Registered
Design Only	U.S.	1514051/ 11-22-88	73667555/ 6-22-87	America's Drive-In Brand Properties LLC	Registered
Design Only	U.S.	1515908/ 12-6-88	73667540/ 6-22-87	America's Drive-In Brand Properties LLC	Registered
Design Only	U.S.	1948101/ 1-16-96	74534676/ 6-7-94	America's Drive-In Brand Properties LLC	Registered
Design Only	U.S.	2066630/ 6-3-97	75060211/ 2-20-96	America's Drive-In Brand Properties LLC	Registered

Schedule 1 to Grant of Security Interest in Trademarks by America's Drive-In Brand Properties LLC in favor of Citibank, N.A.



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 Brand Properties LLC	Registered
DRIVE-IN DEALS!	U.S.	2864941/ 7-20-04	78213388/ 2-11-03	America's Drive-In Brand Properties LLC	Registered
DRIVE-IN TO SUMMER	U.S.	2350718/ 5-16-00	75466096/ 4-10-98	America's Drive-In Brand Properties LLC	Registered
EAT DESSERT FIRST	U.S.	2765599/ 9-16-03	78063601/ 5-15-01	America's Drive-In Brand Properties LLC	Registered
FLAVOR FLASH	U.S.	2481639/ 8-28-01	75862997/ 12-2-99	America's Drive-In Brand Properties LLC	Registered
FOUNTAIN FAVORITES	U.S.	2142023/ 3-10-98	75158880/ 8-30-96	America's Drive-In Brand Properties LLC	Registered
FOUNTAIN FAVORITES and Design	U.S.	2219222/ 1-19-99	75060298/ 2-20-96	America's Drive-In Brand Properties LLC	Registered
FOUNTAIN FAVORITES and Design	U.S.	2181030/ 8-11-98	75060222/ 2-20-96	America's Drive-In Brand Properties LLC	Registered
FRESH TASTES	U.S.	3031408/ 12-20-05	78314805/ 10-16-03	America's Drive-In Brand Properties LLC	Registered
FROZEN FAVORITES	U.S.	2197425/ 10-20-98	75283994/ 4-30-97	America's Drive-In Brand Properties LLC	Registered
FROZEN FAVORITES and Design	U.S.	2239161/ 4-13-99	75060296/ 2-20-96	America's Drive-In Brand Properties LLC	Registered
GARDEN GROWN FRESHNESS IN EVERY BITE.	U.S.	3041382/ 1-10-06	78521295/ 11-22-04	America's Drive-In Brand Properties LLC	Registered
GET SLUSHED	U.S.	2718124/ 5-20-03	78063598/ 5-15-01	America's Drive-In Brand Properties LLC	Registered
HAVE A GOOD MORNING!	U.S.	2711526/ 4-29-03	78140027/ 6-28-02	America's Drive-In Brand Properties LLC	Registered
HOP JAVA	U.S.	N/A	78742344/ 10-28-05	America's Drive-In Brand Properties LLC	Published
HOPJAVA	U.S.	2826496/ 3-23-04	78155631/ 8-19-02	America's Drive-In Brand Properties LLC	Registered
ISLAND FIRE	U.S.	3160455/ 10-17-06	78547372/ 1-13-05	America's Drive-In Brand Properties LLC	Registered
IT'S SONIC GOOD	U.S.	2967209/ 7-12-05	78503106/ 10-20-04	America's Drive-In Brand Properties LLC	Registered

Schedule 1 to Grant of Security Interest in Trademarks by America's Drive-In Brand Properties LLC in favor of Citibank, N.A.

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 Brand Properties LLC	Registered
MONSTER CHOCOLATE	U.S.	2537956/ 2-12-02	76142634/ 10-6-00	America's Drive-In Brand Properties LLC	Registered
MY SONIC	U.S.	3007979/ 10-18-05	78403434/ 4-16-04	America's Drive-In Brand Properties LLC	Registered
MY SONIC	U.S.	3088615/ 5-2-06	78444641/ 6-1-04	America's Drive-In Brand Properties LLC	Registered
OCEAN WATER	U.S.	2043303/ 3-11-97	75060223/ 2-20-96	America's Drive-In Brand Properties LLC	Registered
PICKLE-O'S	U.S.	2989462/ 8-30-05	78437843/ 6-18-04	America's Drive-In Brand Properties LLC	Registered
PILE IT ON!	U.S.	2918028/ 1-11-05	78181076/ 11-1-02	America's Drive-In Brand Properties LLC	Registered
PINK FLAMINGO	U.S.	2748672/ 8-05-03	78054337/ 3-21-01	America's Drive-In Brand Properties LLC	Registered
PREMI-YUM	U.S.	2728120/ 6-17-03	78051852/ 3-7-01	America's Drive-In Brand Properties LLC	Registered
ROUTE 44	U.S.	1642215/ 4-23-91	73829734/ 10-6-89	America's Drive-In Brand Properties LLC	Registered
ROUTE 44 BIG DRINK and Design	U.S.	1630254/ 1-1-91	73829737/ 10-6-89	America's Drive-In Brand Properties LLC	Registered
SLUSH44.COM	U.S.	3059080/ 2-14-06	78578644/ 3-2-05	America's Drive-In Brand Properties LLC	Registered
SLUSH44.COM and Design	U.S.	3059085/ 2-14-06	78579048/ 3-3-05	America's Drive-In Brand Properties LLC	Registered
SMART CUBE	U.S.	2806566/ 1-20-04	78100287/ 12-28-01	America's Drive-In Brand Properties LLC	Registered
SONIC	U.S.	0776766/ 9-8-64	72176119/ 8-30-63	America's Drive-In Brand Properties LLC	Registered
SONIC	U.S.	2750588/ 8-12-03	78176749/ 10-21-02	America's Drive-In Brand Properties LLC	Registered
SONIC	U.S.	2777963/ 10-28-03	78175692/ 10-17-02	America's Drive-In Brand Properties LLC	Registered
SONIC	U.S.	0982964/ 4-30-74	72460362/ 6-15-73	America's Drive-In Brand Properties LLC	Registered

Schedule I to Grant of Security Interest in Trademarks by America's Drive-In Brand Properties LLC in favor of Citibank, N.A.

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 Brand Properties LLC	Registered
SONIC and Design	U.S.	1480188/ 3-8-88	73667688/ 6-22-87	America's Drive-In Brand Properties LLC	Registered
SONIC and Design	U.S.	2923271/ 2-1-05	78361105/ 2-2-04	America's Drive-In Brand Properties LLC	Registered
SONIC and Design	U.S.	2067808/ 6-3-97	74713894/ 8-10-95	America's Drive-In Brand Properties LLC	Registered
SONIC and Design	U.S.	2062125/ 5-13-97	74713893/ 8-10-95	America's Drive-In Brand Properties LLC	Registered
SONIC BLAST	U.S.	1453414/ 8-18-87	73640354/ 1-20-87	America's Drive-In Brand Properties LLC	Registered
SONIC BREAKFAST and Design	U.S.	3049569/ 1-24-06	78480134/ 9-8-04	America's Drive-In Brand Properties LLC	Registered
SONIC BUCKS	U.S.	2855132/ 6-15-04	78175477/ 10-17-02	America's Drive-In Brand Properties LLC	Registered
SONIC CRUISERS	U.S.	2967148/ 7-12-05	78433360/ 6-10-04	America's Drive-In Brand Properties LLC	Registered
SONIC CRUISERS and Design	U.S.	3027856/ 12-13-05	78481877/ 9-10-04	America's Drive-In Brand Properties LLC	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 Brand Properties LLC	Registered
SONIC EXPRESS	U.S.	1465985/ 11-17-87	73650713/ 3-23-87	America's Drive-In Brand Properties LLC	Registered
SONIC HAPPY EATING and Design	U.S.	1070007/ 7-19-77	73100698/ 9-22-76	America's Drive-In Brand Properties LLC	Registered
SONIC RACING	U.S.	2562057/ 4-16-02	78082141/ 8-31-01	America's Drive-In Brand Properties LLC	Registered
SONIC RADIO	U.S.	2507293/ 11-13-01	75158862/ 8-30-96	America's Drive-In Brand Properties LLC	Registered
SONIC SIZE	U.S.	2802480/ 1-6-04	78213402/ 2-11-03	America's Drive-In Brand Properties LLC	Registered
SONIC SUNRISE	U.S.	2553330/ 3-26-02	7576940/ 6-21-99	America's Drive-In Brand Properties LLC	Registered
SONIC WAVE	U.S.	2530306/ 1-15-02	75684136/ 4-15-99	America's Drive-In Brand Properties LLC	Registered

Schedule 1 to Grant of Security Interest in Trademarks by America's Drive-In Brand Properties LLC in favor of Citibank, N.A.

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 Brand Properties LLC	Registered
SUNSHINE SMOOTHIE	U.S.	2661409/ 12-17-02	76067667/ 6-8-00	America's Drive-In Brand Properties LLC	Registered
SUPERSONIC	U.S.	2756317/ 8-26-03	78174729/ 10-15-02	America's Drive-In Brand Properties LLC	Registered
SUPERSONIC	U.S.	3158741/ 10-17-06	78786775/ 1-6-06	America's Drive-In Brand Properties LLC	Registered
SWEETHEART SHAKE	U.S.	2537957/ 2-12-02	76142635/ 10-6-00	America's Drive-In Brand Properties LLC	Registered
THE BIG CHEESE	U.S.	2847913/ 6-1-04	76185150/ 12-21-00	America's Drive-In Brand Properties LLC	Registered
THE LITTLE CHEESE	U.S.	2931898/ 3-8-05	78273335/ 7-11-03	America's Drive-In Brand Properties LLC	Registered
THE SONICTONES	U.S.	3056310/ 1-31-06	78327268/ 11-13-03	America's Drive-In Brand Properties LLC	Registered
TOASTER	U.S.	2348989/ 5-9-00	75372689/ 10-14-97	America's Drive-In Brand Properties LLC	Registered
TOASTER and Design	U.S.	3086942/ 5-2-06	75756941/ 7-21-99	America's Drive-In Brand Properties LLC	Registered
TRIPLE FEATURE	U.S.	1595615/ 5-8-90	73810166/ 7-3-89	America's Drive-In Brand Properties LLC	Registered
WACKY PACK	U.S.	2130809/ 1-20-98	74359667/ 2-16-93	America's Drive-In Brand Properties LLC	Registered
YOUR MORNING DRINK STOP!	U.S.	2681333/ 1-28-03	78118454/ 3-29-02	America's Drive-In Brand Properties LLC	Registered