TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT
EFFECTIVE DATE:	06/01/1999

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
W.T.C. Holdings, Inc.		03/05/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	WhataPartnership, L.P.
Street Address:	300 Delaware Avenue, 9th Floor-DE 5403
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19801
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	2418394	A
Registration Number:	2520673	REAL FOOD. REAL FRESH. FOR REAL FOLKS.
Registration Number:	2418380	WHATAGUY
Registration Number:	2432191	WHATAKIDS
Registration Number:	2534527	WHATAPLACE! WHATATASTE!

CH $140.00 2418394

CORRESPONDENCE DATA

Fax Number: (202)719-7049
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 202-719-7000
Email: ckelly@wileyrein.com
Correspondent Name: Wiley Rein LLP/Chistopher Kelly
Address Line 1: 1776 K Street, N.W.
Address Line 2: Trademark Administration
Address Line 4: Washington, DISTRICT OF COLUMBIA 20006

ATTORNEY DOCKET NUMBER:	807060001
NAME OF SUBMITTER:	Christopher Kelly
Signature:	/Christopher Kelly/
Date:	10/16/2007

Total Attachments: 3
source=DOC106#page1.tif
source=DOC106#page2.tif
source=DOC106#page3.tif

NUNC PRO TUNC ASSIGNMENT

WHEREAS, W.T.C. Holdings, Inc. ("ASSIGNOR"), a Delaware corporation having its principal place of business at 300 Delaware Avenue, 9th floor-DE 5403, Wilmington, Delaware 19801, was the owner of the marks shown in Exhibit A attached hereto (the "Marks") in connection with the goods and services listed in Exhibit A; and

WHEREAS, heretofore on June 1, 1999, ASSIGNOR assigned and conveyed to WhataPartnership, L.P. ("ASSIGNEE"), a Delaware limited partnership having its principal place of business at 300 Delaware Avenue, 9th Floor-DE 5403, Wilmington, Delaware 19801 and having as its general partner Whataburger Management, LLC, a Delaware limited liability company of the same address, all right, title and interest in the Marks, thereof, all registrations and applications for registration and the goodwill of the business symbolized by the Marks;

WHEREAS, the parties desire to confirm and ratify said assignment;

NOW, THEREFORE, for Ten Dollars ($10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR does hereby sell, assign, transfer and convey to ASSIGNEE nunc pro tunc as of June 1, 1999, all right, title, and interest in and to the Marks, all registrations and applications for registration thereof including those specifically referenced in Exhibit A, together with the goodwill of the business symbolized by the Marks, and the right to recover for past infringement of the Marks.

ASSIGNOR agrees to execute any further lawful documents needed to give full force and effect to this instrument.

W.T.C. HOLDINGS, INC.

By: _____

Title: President

Dated: March 5, 2007

12601089.1

TRADEMARK
REEL: 003640 FRAME: 0655

EXHIBIT A
U.S. FEDERAL REGISTRATIONS

MARK	REG. NO.	REG. DATE	STATUS	GOODS/SERVICES
ADDABOY CHARACTER DESIGN	2,418,394	1/02/01	Registered	Restaurant services
REAL FOOD! REAL FRESH! FOR REAL FOLKS!	2,520,673	12/18/01	Registered	Restaurant services
WHATAGUY	2,418,380	01/02/01	Registered	Restaurant services
WHATAKIDS	2,432,191	02/27/01	Registered	Restaurant services
WHATAPLACE! WHATATASTE!	2,534,527	01/29/02	Registered	Restaurant services

12601978.1