

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/29/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
America's Drive-In Holding Inc.		08/29/2008	CORPORATION: KANSAS

RECEIVING PARTY DATA

Name:	Sonic Industries LLC
Street Address:	300 Johnny Bench Drive
City:	Oklahoma City
State/Country:	OKLAHOMA
Postal Code:	73104
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	3276505	SWEETHEART BLAST
Registration Number:	3304322	YOUR ULTIMATE DRINK STOP
Registration Number:	3309169	CINNASTUFFERS
Registration Number:	3383077	ULTIMATE DRINK STOP
Registration Number:	3409892	SONIC BOOM
Registration Number:	3486546	SMART WHEEL!
Registration Number:	3620264	SONIC COMICS
Registration Number:	3623935	SPEAK AROUND THE WORLD

CORRESPONDENCE DATA

Fax Number: (405)239-6651
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 405-235-7700
 Email: IPmail@crowedunlevy.com

OP \$215.00 3276505

Correspondent Name: David M. Sullivan
Address Line 1: 20 North Broadway, Suite 1800
Address Line 4: Oklahoma City, OKLAHOMA 73102

NAME OF SUBMITTER:	David M. Sullivan
--------------------	-------------------

Signature:	/David M. Sullivan/
------------	---------------------

Date:	08/12/2009
-------	------------

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

405-965-5

613-977-8

405-957-2 (5)

53-07

STATE OF KANSAS
CERTIFICATE OF MERGER
OF

2008 AUG 29 PM 3:20

SONIC INDUSTRIES FRANCHISING LLC
(a Delaware limited liability company)

and

AMERICA'S DRIVE-IN HOLDING INC.
(a Kansas corporation)

with and into

SONIC INDUSTRIES LLC
(a Delaware limited liability company)

FILED
SECRETARY OF STATE

Pursuant to the provisions of K.S.A. 17-7706, the undersigned limited liability company, being the surviving limited liability company in the merger herein certified, hereby executes the following Certificate of Merger and certifies as follows:

1. The name and jurisdiction of formation or organization of each of the limited liability companies and corporation which are to merge are:

Sonic Industries Franchising LLC, a limited liability company formed under the laws of the State of Delaware

America's Drive-In Holding Inc., a corporation formed under the laws of the State of Kansas

Sonic Industries LLC, a limited liability company formed under the laws of the State of Delaware

2. An agreement of merger has been approved and executed by each of the limited liability companies and corporation which are to merge (the "Agreement of Merger") in accordance with K.S.A. 17-7705.

3. The name of the surviving limited liability company is:

Sonic Industries LLC, a limited liability company formed under the laws of the State of Delaware

4. The organization documents of Sonic Industries LLC shall be the organizational documents of the surviving limited liability company.

5. The merger is to become effective at midnight on August 31, 2008.

6. The name and address of the registered agent of SIL for service of process on the surviving limited liability company is The Corporation Trust Company, Corporation Trust Center, 1209 Orange St., New Castle County, Wilmington, DE 19801.

AK

7. The executed Agreement of Merger is on file at the place of business of the surviving limited liability company at the following address:

Sonic Industries LLC
300 Johnny Bench Drive
Oklahoma City, Oklahoma 73104

8. A copy of the Agreement and Merger shall be furnished by the surviving limited liability company, upon request and without cost, to any member of Sonic Industries Franchising LLC or any stockholder of America's Drive-In Holding Inc.

In Witness Whereof, Sonic Industries LLC, the surviving limited liability company, has caused this certificate to be signed by an authorized person this 29th day of August, 2008.

ATTEST

Carolyn C. Cummins
Carolyn C. Cummins, Secretary

SONIC INDUSTRIES LLC

By: Paige S. Bass
Paige S. Bass, Vice President

ATTEST

Carolyn C. Cummins
Carolyn C. Cummins, Secretary

SONIC INDUSTRIES FRANCHISING LLC

By: Paige S. Bass
Paige S. Bass, Vice President

ATTEST

Carolyn C. Cummins
Carolyn C. Cummins, Secretary

AMERICA'S DRIVE-IN HOLDING INC.

By: Paige S. Bass
Paige S. Bass, Vice President

STATE OF OKLAHOMA)
) ss.
COUNTY OF OKLAHOMA)

I do hereby certify that before me, a Notary Public authorized to perform notarial acts in the State and County aforesaid, personally appeared Paige S. Bass and Carolyn C. Cummins, to me known to be the persons who executed the foregoing instrument, and who acknowledged to me that they signed said instrument as Vice President and Secretary, respectively, of Sonic Industries LLC, a limited liability company organized under the laws of the State of Delaware, and that their signing was on behalf of said company.

