

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Release of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Citibank, N.A.		05/20/2011	Bank: UNITED STATES
RECEIVING PARTY DATA			
Name:	America's Drive-In Brand Properties LLC		
Street Address:	300 Johnny Bench Drive		
City:	Oklahoma City		
State/Country:	OKLAHOMA		
Postal Code:	73104		
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	
Registration Number:	1514051		

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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!
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

TRADEMARK

REEL: 004546 FRAME: 0231

	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!
Serial Number:	78742344	HOP JAVA

TRADEMARK

REEL: 004546 FRAME: 0232

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ATTORNEY DOCKET NUMBER:	126810/2
NAME OF SUBMITTER:	Elaine D. Ziff
Signature:	/eziff/
Date:	05/24/2011

Total Attachments: 7

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RELEASE OF SECURITY INTEREST IN TRADEMARKS

This RELEASE OF SECURITY INTEREST IN TRADEMARKS (this "Release"), effective May 20, 2011, is made by CITIBANK, N.A., a national banking association, located at 338 Greenwich Street, 14th Floor, New York, NY 10013, as trustee under the Agreement ("Assignor"), in favor of AMERICA'S DRIVE-IN BRAND PROPERTIES LLC, a Kansas limited liability company, located at [*] ("Assignee"). Capitalized terms used herein but not defined herein shall have the meanings set forth in the Trademark Security Agreement (as defined below).

WHEREAS, pursuant to the Base Indenture, dated as of December 20, 2006, by and among Assignee, Assignor, 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 (as supplemented, amended or modified from time to time, the "Agreement"), Assignee granted to the Assignor a continuing security interest in, and lien on, the Franchise IP (as defined in the Agreement), including the Trademarks that are registered with the United States Patent and Trademark Office (the "PTO") and set forth on Schedule I attached hereto (collectively, the "Trademark Collateral"); and

WHEREAS, pursuant to the Grant of Security Interests in Trademarks, dated as of December 20, 2006, in favor of the Assignor (the "Trademark Security Agreement"), Assignee granted to the Assignor a continuing security interest in and lien on the Trademark Collateral for purpose of filing the same with the PTO to confirm and evidence the security interest in the Trademark Collateral granted pursuant to the Agreement;

WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on December 27, 2006 at Reel 003451/Frame 0116, et seq.; and

WHEREAS, the Assignor desires to release its security interest in and continuing lien on the Trademark Collateral.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor hereby terminates and releases its security interest in and continuing lien on the Trademark Collateral, including the Trademarks set forth on Schedule I hereto, and reassigns to the Assignee all right, title and interest of the Assignor in and to such Trademark Collateral.

The Assignor hereby authorizes Assignee or Assignee's authorized representative to record this Release with the United States Patent and Trademark Office, and/or otherwise record or file this Release in the applicable governmental office or agency. The Assignor further agrees to execute and deliver to the Assignee any and all further documents and instruments, and do any and all further acts which the Assignee (or its agents or designees) reasonably request (at the Assignee's sole cost and expense) in order to confirm this Release and the Assignee's right, title,

and interest in, to or under the Trademark Collateral, including the Trademarks set forth on Schedule I hereto.

[Signature Page Follows]

IN WITNESS WHEREOF, the Assignor has caused this RELEASE OF SECURITY INTEREST IN TRADEMARKS to be duly executed as of the date first written above.

CITIBANK N.A.,
As Trustee

By: 
Name: _____
Title: Jacqueline Suarez
Vice President

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
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

Trademark	Country	Reg. No. / Date	App. No. / Date	Owner	Status
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
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

Trademark	Country	Reg. No. / Date	App. No. / Date	Owner	Status
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
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-N 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
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

Trademark	Country	Reg. No. / Date	App. No. / Date	Owner	Status
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