

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Conversion

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Whataburger		12/01/2011	PARTNERSHIP: TEXAS

RECEIVING PARTY DATA	
Name:	Tres Aguilas Enterprises LLC
Street Address:	300 Concord Plaza Drive
City:	San Antonio
State/Country:	TEXAS
Postal Code:	78216
Entity Type:	LIMITED LIABILITY COMPANY: TEXAS

PROPERTY NUMBERS Total: 42		
Property Type	Number	Word Mark
Serial Number:	85201729	THE EXTINGUISHER
Serial Number:	85347234	GREAT PRIDE. GREAT TASTE.
Serial Number:	85347250	GREAT PRIDE. GREAT TASTE.
Serial Number:	85347261	GREAT PRIDE. GREAT TASTE.
Serial Number:	85429864	WHATATACO
Serial Number:	85429871	WHATATACO
Registration Number:	0652137	WHATABURGER
Registration Number:	0891082	WHATABURGER
Registration Number:	0990311	JUSTABURGER
Registration Number:	0992085	W
Registration Number:	1011927	WHATABURGER
Registration Number:	1011928	W WHATABURGER
Registration Number:	1014196	WHATABURGER JR.
Registration Number:	1101041	WE DON'T START WITHOUT YOU

CH \$1065.00 85201729

Registration Number:	1116918	WHATAMEAL
Registration Number:	1206344	WHATACATCH
Registration Number:	2160285	WHATACHICK'N
Registration Number:	2335590	WHATABURGER
Registration Number:	2348378	BREAKFAST ON A BUN B.O.B.
Registration Number:	2357071	BREAKFAST ON A BUN
Registration Number:	2372372	WHATAKIDS
Registration Number:	2380151	THICK & HEARTY BURGER
Registration Number:	2418380	WHATAGUY
Registration Number:	2418394	A
Registration Number:	2424846	WHATA LOTTA HOT
Registration Number:	2432191	WHATAKIDS
Registration Number:	2477965	LIVE LARGE
Registration Number:	2519854	WHATACOMIX
Registration Number:	2534527	WHATAPLACE! WHATATASTE!
Registration Number:	2636816	JUST LIKE YOU LIKE IT
Registration Number:	2687851	LEAN & MEAN
Registration Number:	2757109	WHATABURGER
Registration Number:	2846139	WHATABLENDER
Registration Number:	2942500	LIL' W
Registration Number:	3082173	ACTION PACK
Registration Number:	3185230	WHATASIZE
Registration Number:	3188132	WHATABURGER FIELD
Registration Number:	3188136	WHATABURGER FIELD CORPUS CHRISTI
Registration Number:	3376301	WHATAPALS
Registration Number:	3926573	W WHATABURGER SERVES
Registration Number:	4068961	WHATTA WING!
Registration Number:	3951235	REAL FOOD. REAL FRESH. FOR REAL FOLKS.

CORRESPONDENCE DATA

Fax Number: (512)703-1250
Phone: (512) 476-1400
Email: kcronin@dmtechlaw.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: Kirby Cronin
Address Line 1: P.O. Box 684908

TRADEMARK
REEL: 004715 FRAME: 0460

Address Line 4: Austin, TEXAS 78768-4908

ATTORNEY DOCKET NUMBER: 6000-20000

NAME OF SUBMITTER: Kirby Cronin

Signature: /kirbycronin/

Date: 02/10/2012

Total Attachments: 3

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Office of the Secretary of State

CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument for

Whataburger

File Number: [Entity not of Record, Filing Number Not Available]

Converting it to

Tres Aguilas Enterprises LLC

File Number: 801519859

has been received in this office and has been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the conversion on the date shown below.

Dated: 12/13/2011

Effective: 01/02/2012 03:01 pm



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

Form 646
(Revised 05/11)

This space reserved for office use.



Submit in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709

Filing Fee: See instructions

**Certificate of Conversion
of a
Texas General Partnership
Converting to a
Texas Filing Entity**

FILED
In the Office of the
Secretary of State of Texas
DEC 13 2011
Corporations Section

Converting Entity Information

The converting entity is a Texas general partnership. The name of the Texas general partnership is:
Whataburger

Converted Entity Information

The Texas general partnership is converting to another type of entity formed under the Texas Business Organizations Code. The name of the converted Texas entity is:

Tres Aguilas Enterprises LLC

(Name of entity after the conversion must include an organizational identifier for the entity type selected below.)

The entity type of the converted entity is a: *(Select one entity type from the list shown below.)*

- | | |
|---|---|
| <input checked="" type="checkbox"/> Limited liability company | <input type="checkbox"/> For-profit corporation |
| <input type="checkbox"/> Professional limited liability company | <input type="checkbox"/> Limited partnership |
| <input type="checkbox"/> Professional corporation | <input type="checkbox"/> Professional association |
| | <input type="checkbox"/> Nonprofit corporation |

Plan of Conversion

The plan of conversion is attached.

If the plan of conversion is not attached, the following section must be completed.

Alternative Statements

In lieu of providing the plan of conversion, the converting general partnership certifies that:

1. A signed plan of conversion is on file at the principal place of business of the general partnership, the converting entity. The address of the principal place of business of the general partnership is:

300 Concord Plaza Drive	San Antonio	TX	USA	78216
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>

2. A signed plan of conversion will be on file after the conversion at the principal place of business of the converted entity. The address of the principal place of business of the converted entity is:

300 Concord Plaza Drive	San Antonio	TX	USA	78216
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>

3. A copy of the plan of conversion will be furnished on written request without cost by the converting entity before the conversion or by the converted entity after the conversion to any owner or member of the converting or converted entity.

Certificate of Formation for the Converted Entity

The certificate of formation of the Texas filing entity must be attached to this certificate either as an attachment or exhibit to the plan of conversion, or as an attachment or exhibit to this certificate of conversion if the plan has not been attached to the certificate of conversion.

Approval of the Plan of Conversion

The plan of conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the converting entity.

Effectiveness of Filing (Select either A, B, or C.)

A. This document becomes effective when the document is accepted and filed by the secretary of state.

B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: January 2, 2012, 3:01 pm

C. This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Tax Certificate

Attached hereto is a certificate from the comptroller of public accounts that certifies that the general partnership is in good standing for purposes of conversion.

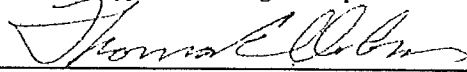
In lieu of providing the tax certificate, the converted entity is liable for the payment of any franchise taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code to execute the filing instrument.

Date: 12-1-11

By: Thomas E. Dobson, trustee for the Tom Dobson
Revocable Voting Trust, authorized partner
Printed or typed name of general partner


Signature of general partner (See instructions)

Handwritten initials