01-26-2001

FORM PTO-1618A Expires 06/30/99 OMB 0651-0027



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U.S. Department of Commerce Patent and Trademark Office TRADEMARK

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TRADEMARKS ONLY TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(les). Submission Type X New	/ / RECORDATION FORM COVER SHEET
Submission Type X New Resubmission Correction of PTO Error Reel # Frame # Change of Name Corrective Document Reel # Frame # Other Corrective Document Reel # Frame # Other Corrective Document Reel # Frame # Other Conveying Party Mark if additional names of conveying parties attached Month Day Year Fromerly Individual General Partnership Limited Partnership X Corporation Association Other X Citizenship/State of Incorporation/Organization DBA/AKA/TA Composed of Address (line 1) 300 Delaware Avenue, 9th Floor-DE5403 Address (line 2) Willmington Delaware Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation of a domestic representative should be attached. (Desi	TRADEMARKS ONLY
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gathering the data needed to complete the Cover Sfleet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to: Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

FORM PTO- Expires 06/30/99 OMB 0651-0027	1618B	Page 2	U.S. Department of Commerce Patent and Trademark Office TRADEMARK
	Representative Nan	ne and Address Enter for the first F	Receiving Party only.
Name			
Address (line 1)			
Address (line 2)			
Address (line 3)			
Address (line 4)			
Correspond	ent Name and Add	dress Area Code and Telephone Number	210) 554-5389
Name	Courtenay B.	Allen	
Address (line 1)	Cox & Smith I	Incorporated	
Address (line 2)	112 East Peca	an Street, Suite 1800	
Address (line 3)	San Antonio,	Texas 78205	
Address (line 4)			
Pages	Enter the total number including any attachment	er of pages of the attached conveyance d	ocument # 6
Trademark A			Mark if additional numbers attached
		mber <u>or</u> the Registration Number (DO NOT ENTER BO	
	demark Application No		stration Number(s)
75/445,2		75/653,696 2,150,703	1,116,918 958,634
75/552,7	67 [75/630,693]	2,160,285	1,101,041 891,082
75/621,9	86 75/654,525	1,206,344	1,014,196 990,311
Number of I	Properties Enter t	he total number of properties involved.	# 21
Fee Amoun	t Fee Am	ount for Properties Listed (37 CFR 3.41)	\$ 540.00
Method o Deposit A	f Payment:	Enclosed X Deposit Account	
		or if additional fees can be charged to the account.) Deposit Account Number:	# 03-3483
		Authorization to charge additional fees:	: Yes X No
Statement a	nd Signature		
To the	ne best of my knowledge	and belief, the foregoing information is true a of the original document. Charges to deposit	
Courtena	ay B. Allen	Court B. allen	1-11-2001
Name	of Person Signing	Signature	Date Signed

FORM PTO-1618C Expires 06/30/99

RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

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· ·	pplication Number(s) or Registrat Trademark Application Number or the Registration I	ion Number(s) Mark if additional numbers attached Number (DO NOT ENTER BOTH numbers for the same property).
Trade	mark Application Number(s)	Registration Number(s)
		992,085
		1,011,928
		1,011,927
		652,137
		2,335,590

TRADEMARK

REEL: 002220 FRAME: 0293

ASSIGNMENT

WHEREAS, Whataburger, Inc. ("ASSIGNOR"), a Texas corporation having its principal place of business at 4600 Parkdale Drive, Corpus Christi, Texas 78411-2981, has adopted, owns, and has been using the marks shown in Exhibit A attached hereto (the "Marks"), some of which have been registered or are currently pending registration with the United States Patent and Trademark Office and/or the Secretary of State of Texas, in connection with the goods and services listed in Exhibit A; and

WHEREAS, W.T.C. Holdings, Inc. ("ASSIGNEE"), a Delaware corporation having its principal place of business at 300 Delaware Avenue, 9th Floor-DE 5403, Wilmington, Delaware 19801, desires to acquire the Marks, all registrations and applications for registration thereof, and the goodwill of the business symbolized by the Marks;

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 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.

Signed this 1st day of June, 1999.

WHATABURGER, INC.,

a Texas corporation

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Printed Name: Jha MMc le 114 n

Title: Se. Vice President

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Before me, a notary public, on this day personally appeared John W Me le llan known to me to be the person whose name is subscribed to the foregoing instrument, who acknowledged to me that he executed the same as SR. Via President on behalf of Whataburger, Inc. for the purposes and consideration therein expressed.

Given under my hand and seal of office this 1st day of June, 1999.

SANDI STRATTON Notary Public, State of Texas My Commission Expires 10-24-99

Notary Public in and for the State of

Printed Name

My Commission Expires: 10-24-99

EXHIBIT A

		U.S. Federal Registrations	egistrations	
Mark	Reg. No.	Reg. Date	Status	Goods/Services
WHATASIZE IT!	2,150,703	04/14/98	Registered	Restaurant services featuring a prepared meal containing french fries and a soft drink for consumption on or off the premises
WHATACHICK'N	2,160,285	05/26/98	Registered	Chicken sandwich
WHATACATCH	1,206,344	08/24/82	Registered	Breaded fish fillets suitable for fish sandwiches; prepared fish sandwich for consumption on or off the premises
WHATAMEAL	1,116,918	04/24/79	Registered	Prepared meal consisting of a hamburger sandwich, french fries and a beverage for consumption on or off the premises
WE DON'T START WITHOUT YOU	1,101,041	08/29/78	Renewed	Restaurant services
WHATABURGER JR.	1,014,196	06/24/75	Renewed	Prepared hamburger sandwich for consumption on or off the premises
WHATADOG (Stylized)	958,634	05/08/73	Renewed	Frankfurter sandwiches
WHATABURGER (Stylized)	891,082	05/12/70	Renewed	Restaurant services and drive in restaurant services
JUSTABURGER	990,311	08/06/74	Renewed	Hamburger sandwiches and cheeseburger sandwiches

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		U.S. Federal Registrations	egistrations	
Mark	Reg. No.	Reg. Date	Status	Goods/Services
W (Stylized)	992,085	08/27/74	Renewed	Softdrinks, hamburgers, cheeseburgers, french fried potatoes, fried pies, onion rings, malt and shake beverages, frankfurter sandwiches, restaurant and drive-in restaurant services
W WHATABURGER (Stylized)	1,011,928	05/27/75	Renewed	Softdrinks, hamburgers, cheeseburgers, french fried potatoes, fried pies, onion rings, malt and shake beverages, frankfurter sandwiches, restaurant and drive-in restaurant services
WHATABURGER (Stylized)	1,011,927	05/27/75	Renewed	Softdrinks, hamburgers, cheeseburgers, french fried potatoes, fried pies, onion rings, malt and shake beverages, frankfurter sandwiches, restaurant and drive-in restaurant services
WHATABURGER (Stylized)	652,137	09/24/57	Renewed	Hamburger sandwich

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		U.S. Federal Applications	pplications	
Mark	Application No.	Filing Date	Status	Goods/Services
BUILDING BETTER TASTING BURGERS ONE AT A TIME.	75/445,225	03/05/98	Published for Opposition	Restaurant services
THICK & HEARTY BURGER	75/552,767	09/14/98	Pending	Restaurant services
WHATACHILL	75/621,986	01/12/99	Pending	Beverages, namely frozen drinks and flavored Italian ices
BREAKFAST ON A BUN	75/630,682	01/29/99	Pending	Sandwiches
BREAKFAST ON A BUN B.O.B.	75/630,693	01/29/99	Pending	Sandwiches
WHATAKIDS	75/654,525	03/02/99	Pending	Clothing
YOUR HOME GROWN TEXAS TASTE	75/653,696	03/04/99	Pending	Restaurant services
WHATABURGER	To be assigned	Executed 03/22/99	Pending	Restaurant services

Goods/Services Hamburger sandwich Renewed Status Texas State Registration Reg. Date 07/20/74 Reg. No. 31486WHATABURGER Mark

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