

01-26-2001



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

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

1. 11. 01

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

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 must be a separate document from Assignment.)

01/25/2001 AAHMED1 00000053 75445225

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
500.00 OP

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

TRADEMARK
REEL: 002220 FRAME: 0361

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75/445,225"/>	<input type="text" value="75/630,682"/>	<input type="text" value="75/653,696"/>
<input type="text" value="75/552,767"/>	<input type="text" value="75/630,693"/>	<input type="text"/>
<input type="text" value="75/621,986"/>	<input type="text" value="75/654,525"/>	<input type="text"/>

<input type="text" value="2,150,703"/>	<input type="text" value="1,116,918"/>	<input type="text" value="958,634"/>
<input type="text" value="2,160,285"/>	<input type="text" value="1,101,041"/>	<input type="text" value="891,082"/>
<input type="text" value="1,206,344"/>	<input type="text" value="1,014,196"/>	<input type="text" value="990,311"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Courtenay B. Allen

Court B Allen

1-11-2001

Name of Person Signing

Signature

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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 must be a separate document from the Assignment.)

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Mark if additional numbers attached

Trademark Application Number(s)

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Registration Number(s)

992,085	<input type="text"/>	<input type="text"/>
1,011,928	<input type="text"/>	<input type="text"/>
1,011,927	<input type="text"/>	<input type="text"/>
652,137	<input type="text"/>	<input type="text"/>
2,335,590	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

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, owns 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, 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, 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.

W.T.C. HOLDINGS, INC.,
a Delaware corporation

By: *Linda S. Bubacz*
Printed Name: Linda S. Bubacz
Title: Treasurer

STATE OF DELAWARE

§
§
§

COUNTY OF NEW CASTLE

Before me, a notary public, on this day personally appeared Linda S. Buhner 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 Treasurer on behalf of W.T.C. Holdings, Inc. for the purposes and consideration therein expressed.

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

Janette H. Gordon
Notary Public in and for the State of Delaware

Janette H Gordon
Printed Name

My Commission Expires: 5/3/2001

EXHIBIT A

U.S. Federal Registrations				
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

U.S. Federal Registrations

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

U.S. Federal Applications

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	01/15/99	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	03/05/99	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

Texas State Registration

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