

Form PTO-1594

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

America's Drive-In Corp., a Nevada Corporation

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 11/13/03

2. Name and address of receiving party(ies)

Name: America's Drive-In Corp.

Internal Address: Suite 565

Street Address: 7701 E. Kellogg

City: Wichita State: KS Zip: 67207

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Kansas
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) see attached list

B. Trademark Registration No.(s) see attached list

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Joseph J. Ferretti

Internal Address: Crowe & Dunlevy, P.C.

Street Address: 20 North Broadway, Suite 1800

City: Oklahoma City State: OK Zip: 73102-8273

6. Total number of applications and registrations involved:

91

7. Total fee (37 CFR 3.41).....\$ 2,290.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

13-0110

DO NOT USE THIS SPACE

9. Signature.

Joseph J. Ferretti
Name of Person Signing


Signature

June 2, 2004
Date

Total number of pages including cover sheet, attachments, and document: 6

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

OP \$2290.00 75756941

United States Trademarks / Service Marks subject to Merger of America's Drive-In Trust (Conveying Party) into America's Drive-In Corp. (Receiving Party)

A. Trademark Applications

#	MARK	SERIAL NUMBER
1	TOASTER (and design)	75/756,941
2	THE BIG CHEESE	76/185,150
3	FAVES & CRAVES	76/185,306
4	NICE & NAUGHTY	78/118,436
5	HAVE YOUR CAKE & DRINK IT TOO!	78/118,461
6	COOL BREEZE	78/129,332
7	PICKLE-O'S	78/151,947
8	SUPER SONIC SILLIES	78/159,001
9	LET'S DO LUNCH. AT 7 A.M.	78/165,362
10	SONIC BUCKS	78/175,477
11	FRESH TASTES	78/181,070
12	PILE IT ON!	78/181,076
13	COOL BREEZE	78/188,469
14	BREAKFAST CLUB TOASTER	78/189,042
15	BAG A BARGAIN!	78/192,024
16	DRIVE-IN DEALS	78/213,388
17	SONIC RADIO LIVE	78/219,759
18	THE LITTLE CHEESE	78/273,335
19	THE SONIC TONES	78/327,268
20	SONIC	78/357,071
21	HOP JAVA	78/357,075
22	SONIC BUCKS	78/357,077
23	JUMBO POPCORN CHICKEN	78/357,080
24	COOL BREEZE	78/357,087
25	SONIC (with color and design)	78/361,105
26	COMMUNITY FIRST	78/380,328
27	KEEP LIKE INTERESTING	78/391,758
28	COOL DOWN. DRINK UP.	78/392,759
29	MY SONIC	78/403,434

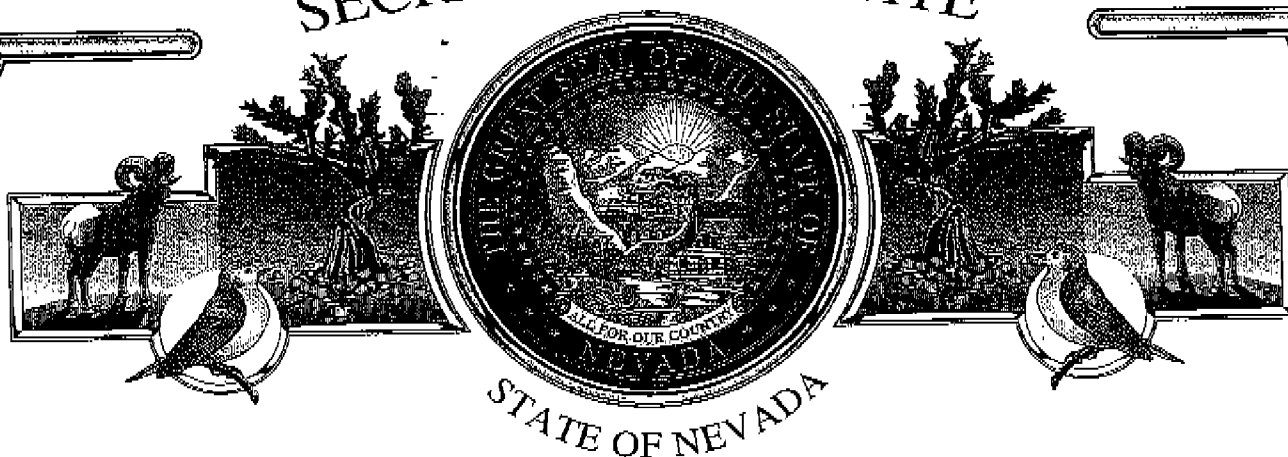
B. Trademark Registrations

1	SONIC	0,776,766
2	SONIC DRIVE-IN SERVICE WITH THE SPEED OF SOUND and Design	0,777,151
3	SONIC	0,982,964
4	SONIC HAPPY EATING (and design)	1,070,007
5	SONIC BLAST	1,453,414

6	SONIC EXPRESS	1,465,985
7	SONIC SIGN and Design (w/color)	1,480,188
8	MISCELLANEOUS DESIGN (Design of sign w/o color)	1,514,051
9	MISCELLANEOUS DESIGN (Design of sign with color)	1,515,908
10	TRIPLE FEATURE	1,595,615
11	SONIC AMERICA'S DRIVE-IN and Design	1,618,097
12	ROUTE 44 BIG DRINK (and design)	1,630,254
13	ROUTE 44	1,642,215
14	MISCELLANEOUS DESIGN (menu housing without color)	1,644,672
15	MISCELLANEOUS DESIGN (menu housing with color)	1,644,673
16	MISCELLANEOUS DESIGN (Red triangle)	1,924,208
17	MISCELLANEOUS DESIGN (f-shaped sign) (w/color)	1,948,101
18	CHED'R'PEPPERS	1,961,572
19	CHED'R'BITES	1,980,526
20	DRIVE IN FOR A CHANGE	2,037,637
21	OCEAN WATER	2,043,303
22	SONIC and Design	2,062,125
23	MISCELLANEOUS DESIGN (Cherry Limeade)	2,066,630
24	SONIC and Design	2,067,808
25	FROZEN FAVORITES (and design)	2,104,708
26	WACKY PACK	2,130,809
27	FOUNTAIN FAVORITES	2,142,023
28	FOUNTAIN FAVORITES and Design	2,181,030
29	FROZEN FAVORITES	2,197,425
30	FOUNTAIN FAVORITES and Design	2,219,222
31	SONIC ORANGE	2,238,768
32	FROZEN FAVORITES (and design)	2,239,161
33	TOASTER	2,348,989
34	DRIVE-IN TO SUMMER	2,350,718
35	FLAVOR FLASH	2,481,639
36	SONIC RADIO	2,507,293
37	SONIC WAVE	2,530,306
38	MONSTER CHOCOLATE	2,537,956
39	SWEETHEART SHAKE	2,537,957
40	BREAKFAST TOASTER	2,550,137
41	SONIC SUNRISE	2,553,330
42	AMERICA'S DRIVE-IN	2,558,947
43	SONIC RACING	2,562,057
44	BREAKFAST FAVORITES	2,585,866
45	CHILI MAKES IT BETTER!	2,644,664
46	SUNSHINE SMOOTHIE	2,661,409
47	YOUR MORNING DRINK STOP!	2,681,333
48	SUMMER IS COOLER AT SONIC	2,698,757

49	HAVE A GOOD MORNING!	2,711,526
50	GET SLUSHED	2,718,124
51	PREMI-YUM	2,728,120
52	CHEAP CHILLS	2,744,886
53	PINK FLAMINGO	2,748,672
54	SONIC	2,750,588
55	SUPERSONIC	2,756,317
56	EAT DESSERT FIRST	2,765,599
57	SONIC	2,777,963
58	CREAMSLUSH	2,781,847
59	SONIC SIZE	2,802,480
60	SMART CUBE	2,806,566
61	HOPJAVA	2,826,496
62	JUMBO POPCORN CHICKEN	2,826,731

SECRETARY OF STATE



I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited partnerships, limited-liability limited partnerships, limited-liability partnerships and business trusts, pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that there was filed in this office on November 13, 2003

ARTICLES OF MERGER
 merging
 AMERICA'S DRIVE-IN CORP.,
 (A NEVADA CORPORATION)
 into
 AMERICA'S DRIVE-IN CORP.,
 (A KANSAS CORPORATION)

IN WITNESS WHEREOF, I have here unto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on May 19, 2004.



Dean Heller

DEAN HELLER
 Secretary of State

By *[Signature]*
 Certification Clerk

TRADEMARK