

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/02/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
WhataPartnership, L.P.		09/22/2006	LIMITED PARTNERSHIP: DELAWARE

RECEIVING PARTY DATA

Name:	Whataburger, Inc.
Street Address:	One Whataburger Way
City:	Corpus Christi
State/Country:	TEXAS
Postal Code:	78411
Entity Type:	CORPORATION: TEXAS

PROPERTY NUMBERS Total: 35

Property Type	Number	Word Mark
Registration Number:	3082173	ACTION PACK
Registration Number:	2418394	A
Registration Number:	2357071	BREAKFAST ON A BUN
Registration Number:	2348378	BREAKFAST ON A BUN B.O.B.
Registration Number:	2509386	JUMBOMANIA
Registration Number:	2636816	JUST LIKE YOU LIKE IT
Registration Number:	990311	JUSTABURGER
Registration Number:	2687851	LEAN & MEAN
Registration Number:	2942500	LIL' W
Registration Number:	2477965	LIVE LARGE
Registration Number:	2520673	REAL FOOD. REAL FRESH. FOR REAL FOLKS.
Registration Number:	2380151	THICK & HEARTY BURGER

CH \$890.00 3082173

Registration Number:	992085	W
Registration Number:	1101041	WE DON'T START WITHOUT YOU
Registration Number:	2424846	WHATA LOTTA HOT
Registration Number:	2846139	WHATABLENDERS
Registration Number:	2335590	WHATABURGER
Registration Number:	652137	WHATABURGER
Registration Number:	2757109	WHATABURGER
Registration Number:	1011928	W WHATABURGER
Registration Number:	1011927	WHATABURGER
Registration Number:	891082	WHATABURGER
Registration Number:	3188132	WHATABURGER FIELD
Registration Number:	3188136	WHATABURGER FIELD CORPUS CHRISTI
Registration Number:	1014196	WHATABURGER JR.
Registration Number:	1206344	WHATACATCH
Registration Number:	2160285	WHATACHICK'N
Registration Number:	2519854	WHATACOMIX
Registration Number:	2418380	WHATAGUY
Registration Number:	2432191	WHATAKIDS
Registration Number:	2372372	WHATAKIDS
Registration Number:	1116918	WHATAMEAL
Registration Number:	2534527	WHATAPLACE! WHATATASTE!
Registration Number:	3185230	WHATASIZE
Serial Number:	76621979	WHATAPALS

CORRESPONDENCE DATA

Fax Number: (202)719-7049
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 202-719-7000
Email: ckelly@wileyrein.com
Correspondent Name: Wiley Rein LLP/Christopher Kelly
Address Line 1: 1776 K Street, N.W.
Address Line 2: Trademark Administration
Address Line 4: Washington, DISTRICT OF COLUMBIA 20006

ATTORNEY DOCKET NUMBER:	807060001
NAME OF SUBMITTER:	Christopher Kelly
Signature:	/Christopher Kelly/

TRADEMARK

REEL: 003641 FRAME: 0057

Date:

10/16/2007

Total Attachments: 3

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Delaware

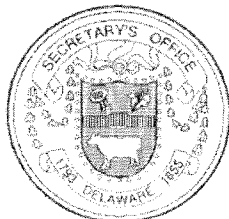
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"WHATAPARTNERSHIP, L.P.", A DELAWARE LIMITED PARTNERSHIP, WITH AND INTO "WHATABURGER, INC." UNDER THE NAME OF "WHATABURGER, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF TEXAS, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 2006, AT 5:47 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE SECOND DAY OF OCTOBER, A.D. 2006.



4224320 8100M

060878050

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5070539

DATE: 09-26-06

TRADEMARK
REEL: 003641 FRAME: 0059

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF A
DOMESTIC LIMITED PARTNERSHIP INTO
A FOREIGN CORPORATION**

Pursuant to Title 6, Section 17-211 of the Delaware Limited Partnership Act.

First: The name of the surviving Corporation is Whataburger, Inc., a Foreign Corporation.

Second: The jurisdiction in which this Corporation was formed is Texas.

Third: The name of the Limited Partnership being merged into the Corporation is Whatapartnership, L.P., a Delaware Limited Partnership.

Fourth: The agreement of merger or consolidation has been approved and executed by each of the business entities which is to merge or consolidate.

Fifth: The name of the surviving foreign Corporation is Whataburger, Inc.

Sixth: An agreement of merger or consolidation is on file at a place of business of the surviving foreign Corporation and the address thereof is One Whataburger Way, Corpus Christi, TX 78411.

Seventh: A copy of the agreement of merger or consolidation will be furnished by the surviving foreign corporation, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

Eighth: The surviving foreign Corporation agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of any domestic limited liability company which is to merge or consolidate, irrevocably appointing the Secretary of State as its agent to accept service of process in any such action, suit or proceeding and the address to which a copy of such process shall be mailed to by the Secretary of State is One Whataburger Way, Corpus Christi, TX 78411.

Ninth: The merger is to become effective on October 2, 2006.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by it's authorized person, this 22nd day of September, A.D., 2006.

By: 
Authorized Person

Name: Thomas E. Dobson

Title: Chairman, CEO & President