

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 |
|-------------------|----------|----------------|--------------------|
| Whataburger, Inc. | | 09/22/2006 | CORPORATION: TEXAS |

RECEIVING PARTY DATA

| | |
|-----------------|-------------------------|
| Name: | Whataburger Partnership |
| Street Address: | One Whataburger Way |
| City: | Corpus Christi |
| State/Country: | TEXAS |
| Postal Code: | 78411 |
| Entity Type: | PARTNERSHIP: 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: | 0990311 | 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 |
| Registration Number: | 0992085 | W |

CH \$890.00 3082173

| | | |
|----------------------|----------|----------------------------------|
| 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: | 0652137 | WHATABURGER |
| Registration Number: | 2757109 | WHATABURGER |
| Registration Number: | 1011928 | W WHATABURGER |
| Registration Number: | 1011927 | WHATABURGER |
| Registration Number: | 0891082 | 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/ |

Date:

10/16/2007

Total Attachments: 11

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is entered into effective August 25, 2006 by and among the "Merging Entities" defined below.

Table of Contents

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|------------|-----------------------------------------------------------|
| Article 1: | Merging Entities, Surviving Entities, Created Entities |
| Article 2: | Terms and Conditions |
| Article 3: | Conversion of Ownership Interests in the Merging Entities |
| Article 4: | Miscellaneous Provisions |
| Exhibit A: | Owned Real Property |
| Exhibit B: | Ownership Interests |
| Exhibit C: | Organizational Documents for Surviving Entities |

ARTICLE 1

1.1 Merging Entities

- a. Whataburger, Inc., a Texas corporation
- b. WTC Holdings, Inc., a Delaware corporation
- c. Whataburger Restaurants of Arizona, Inc. a Nevada corporation
- d. Whataburger Management LLC. a Delaware limited liability company
- e. Whatapartnership LP, a Delaware limited liability partnership
- f. Whataco, Inc., a Delaware corporation
- g. Whataco of Red River, a Texas corporation
- h. Whataburger Partnership (parent)
- i. Whataburger Real Estate LP
- j. Whataburger Restaurants LP
- k. Whataburger Franchise LP
- l. Whataburger International LP

1.2 Surviving Entities

- a. Whataco, Inc., a Delaware corporation
- b. Whataco of Red River, a Texas corporation
- c. Whataburger Management LLC
- d. Whataburger Partnership (parent)
- e. Whataburger Real Estate LP
- f. Whataburger Restaurants LP
- g. Whataburger Franchise LP
- h. Whataburger International LP

ARTICLE 2


2.1 Allocation of Real and Tangible Personal Property

2.2 Allocation of All Other Assets

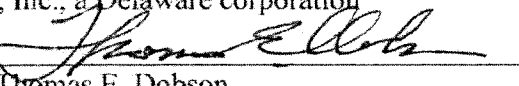
| Entity | Asset Allocation |
|---------------------------------------|-----------------------------------------------------------------------------------------|
| Whataburger Partnership ("Parent") | Ownership of all Whataburger trademarks and service marks held by all Merging Entities. |
| | |

The parties to this Agreement and Plan of Merger have caused it to be executed by their respective officers as of the date first written above.


Whataburger, Inc., a Texas corporation

By: 
Thomas E. Dobson
Its: Chairman, President & CEO


WTC Holdings, Inc., a Delaware corporation

By: 
Thomas E. Dobson
Its: President

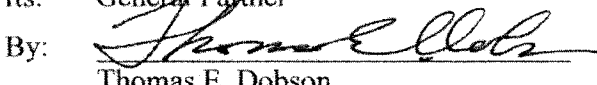
Whataburger Restaurants of Arizona, Inc. a Nevada corporation

By: 
John M. McLellan
Its: President

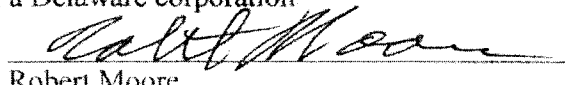
Whataburger Management LLC, a Delaware limited liability company

By: 
Thomas E. Dobson
Its: Sole Manager

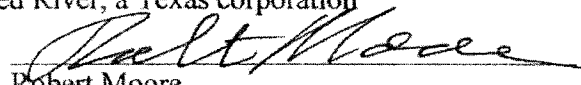
Whatapartnership LP, a Delaware limited partnership

By: Whataburger Management LLC
Its: General Partner
By: 
Thomas E. Dobson
Its: Sole Manager

Whataco, Inc., a Delaware corporation

By: 
Robert Moore
Its: President

Whataco of Red River, a Texas corporation


By: 
Robert Moore
Its: President

Whataburger Restaurants LP, a Texas limited partnership

By: Whataburger Management LLC

Its: General Partner

By:



Thomas E. Dobson

Its: Sole Manager

Whataburger Real Estate LP, a Texas limited partnership

By: Whataburger Management LLC

Its: General Partner

By:



Thomas E. Dobson

Its: Sole Manager

Whataburger Franchise LP, a Texas limited partnership

By: Whataburger Management LLC

Its: General Partner

By:



Thomas E. Dobson


Its: Sole Manager

Whataburger International LP, a Texas limited partnership

By: Whataburger Management LLC

Its: General Partner

By:



Thomas E. Dobson

Its: Sole Manager

Whataburger Partnership

By:



Thomas E. Dobson

Its: General Partner



Office of the Secretary of State

CERTIFICATE OF MERGER

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

WHATABURGER, INC.
Domestic For-Profit Corporation
[File Number: 29673900]

Into

WHATACO OF RED RIVER, INC.
Domestic For-Profit Corporation
[File Number: 67661600]

Whataco, Inc.
Foreign For-Profit Corporation
Delaware, USA
[File Number: 800713269]

WHATABURGER MANAGEMENT, LLC
Foreign Limited Liability Company (LLC)
Delaware, USA
[File Number: 707494023]

Whataburger Restaurants LP
Domestic Limited Partnership (LP)
[File Number: 800705649]

Whataburger Real Estate LP
Domestic Limited Partnership (LP)
[File Number: 800705650]

Whataburger International LP
Domestic Limited Partnership (LP)
[File Number: 800705653]

Whataburger Franchise LP
Domestic Limited Partnership (LP)
[File Number: 800707044]

has been received in this office and has been found to conform to law.

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Roger Williams
Secretary of State

Office of the Secretary of State

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the merger on the date shown below.

Dated: 09/28/2006

Effective: 10/02/2006



A handwritten signature in black ink that reads "Roger Williams".

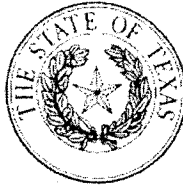
Roger Williams
Secretary of State

Phone: (512) 463-5555
Prepared by: Lisa Sartin

Come visit us on the internet at <http://www.sos.state.tx.us/>
Fax: (512) 463-5709

TTY: 7-1-1
Document: 145927830002

TRADEMARK
REEL: 003641 FRAME: 0149



Office of the Secretary of State

**CERTIFICATE OF FILING
OF**

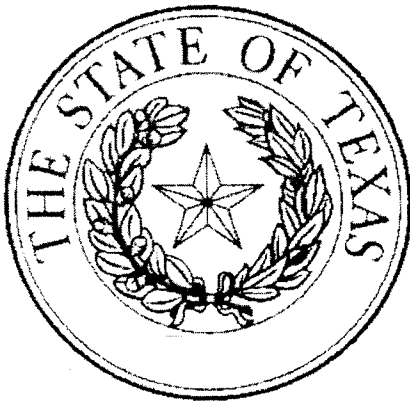
**WHATABURGER, INC.
29673900**

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Correction relating to an instrument that has been filed by the Secretary for the above named entity has been received in this office and has been found to conform to the applicable provisions of 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 filing.

Dated: 10/05/2006

Effective: 10/05/2006



A handwritten signature in black ink that reads "Roger Williams".

Roger Williams
Secretary of State

Form 403
(Revised 01/06)

Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512/463-5709
Filing Fee: \$15



Certificate of Correction

This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas
OCT 05 2006
Corporations Section

Entity Information

The name of the filing entity is:

Whataburger, Inc.

State the name of the entity as currently shown in the records of the secretary of state. If the certificate of correction corrects the name of the entity, state the present name and not the name as it will be corrected.

The file number issued to the filing entity by the secretary of state is:

Filing Instrument to be Corrected

The filing instrument to be corrected is : Certificate of Merger

The date the filing instrument was filed with the secretary of state: 09/28/06

mm/dd/yyyy

Identification of Errors and Corrections

(Indicate the errors that have been made by checking the appropriate box or boxes; then provide the corrected text.)

The entity name is inaccurate or erroneously stated. The corrected entity name is:

The registered agent name is inaccurate or erroneously stated. The corrected registered agent name is:

Corrected Registered Agent
(Complete either A or B, but not both.)

A. The registered agent is an organization (cannot be entity named above) by the name of:

OR

B. The registered agent is an individual resident of the state whose name is:

First

Middle

Last Name

Suffix

The registered office address is inaccurate or erroneously stated. The corrected registered office address is:

Corrected Registered Office Address

Street Address (No P.O. Box) _____ City _____ State **TX** Zip Code _____

The purpose of the entity is inaccurate or erroneously stated. The purpose is corrected to read as follows:

The period of duration of the entity is inaccurate or erroneously stated. The period of duration is corrected to read as follows:

Identification of Other Errors and Corrections

(Indicate the other errors and corrections that have been made by checking and completing the appropriate box or boxes.)

Other errors and corrections. The following inaccuracies and errors in the filing instrument are corrected as follows:

Add Each of the following provisions was omitted and should be added to the filing instrument. The identification or reference of each added provision and the full text of the provision is set forth below.

Alter The following identified provisions of the filing instrument contain inaccuracies or errors to be corrected. The full text of each corrected provision is set forth below:

The Certificate of Merger inadvertently omitted a merging entity that also survived: Whataburger Partnership, a Texas general partnership

Delete Each of the provisions identified below was included in error and should be deleted.

Defective Execution The filing instrument was defectively or erroneously signed, sealed, acknowledged or verified. Attached is a correctly signed, sealed, acknowledged or verified instrument.

Statement Regarding Correction

The filing instrument identified in this certificate was an inaccurate record of the event or transaction evidenced in the instrument, contained an inaccurate or erroneous statement, or was defectively or erroneously signed, sealed, acknowledged or verified. This certificate of correction is submitted for the purpose of correcting the filing instrument.

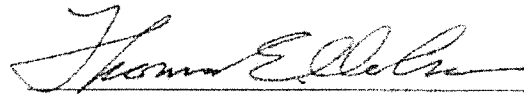
Effectiveness of Filing

After the secretary of state files the certificate of correction, the filing instrument is considered to have been corrected on the date the filing instrument was originally filed except as to persons adversely affected. As to persons adversely affected by the correction, the filing instrument is considered to have been corrected on the date the certificate of correction is filed by the secretary of state.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: 10/4/06



Thomas E. Dobson, Chairman, CEO & President

Signature and title of authorized person (see instructions)

ATTACHMENT TO CERTIFICATE OF CORRECTION TO CERTIFICATE OF MERGER

Original Certificate of Merger Entities

| Entity | Form | TX File Number, if any | Principal Address | Survive or Not Survive Merger |
|------------------------------|-----------------------------------------------|------------------------|-------------------------------------------------|-------------------------------|
| Whataburger, Inc. | For profit, Texas corporation | 29673900 | One Whataburger Way, Corpus Christi Texas 78411 | NOT SURVIVE |
| Whataburger Management LLC | For profit Delaware limited liability company | 707494023 | One Whataburger Way, Corpus Christi Texas 78411 | Survive |
| Whataco, Inc. | For profit Delaware corporation | 800713269 | One Whataburger Way, Corpus Christi Texas 78411 | Survive |
| Whataco of Red River, Inc. | For profit Texas corporation | 67661600 | One Whataburger Way, Corpus Christi Texas 78411 | Survive |
| Whataburger Restaurants LP | For profit Texas limited partnership | 800705649 | One Whataburger Way, Corpus Christi Texas 78411 | Survive |
| Whataburger Real Estate LP | For profit Texas limited partnership | 800705650 | One Whataburger Way, Corpus Christi Texas 78411 | Survive |
| Whataburger Franchise LP | For profit Texas limited partnership | 800707044 | One Whataburger Way, Corpus Christi Texas 78411 | Survive |
| Whataburger International LP | For profit Texas limited partnership | 800705653 | One Whataburger Way, Corpus Christi Texas 78411 | Survive |

Corrected Merger Entities

| Entity | Form | TX File Number, if any | Principal Address | Survive or Not Survive Merger |
|------------------------------|-----------------------------------------------|------------------------|-------------------------------------------------|-------------------------------|
| Whataburger, Inc. | For profit, Texas corporation | 29673900 | One Whataburger Way, Corpus Christi Texas 78411 | NOT SURVIVE |
| Whataburger Management LLC | For profit Delaware limited liability company | 707494023 | One Whataburger Way, Corpus Christi Texas 78411 | Survive |
| Whataco, Inc. | For profit Delaware corporation | 800713269 | One Whataburger Way, Corpus Christi Texas 78411 | Survive |
| Whataco of Red River, Inc. | For profit Texas corporation | 67661600 | One Whataburger Way, Corpus Christi Texas 78411 | Survive |
| Whataburger Restaurants LP | For profit Texas limited partnership | 800705649 | One Whataburger Way, Corpus Christi Texas 78411 | Survive |
| Whataburger Real Estate LP | For profit Texas limited partnership | 800705650 | One Whataburger Way, Corpus Christi Texas 78411 | Survive |
| Whataburger Franchise LP | For profit Texas limited partnership | 800707044 | One Whataburger Way, Corpus Christi Texas 78411 | Survive |
| Whataburger International LP | For profit Texas limited partnership | 800705653 | One Whataburger Way, Corpus Christi Texas 78411 | Survive |
| Whataburger Partnership | For profit Texas general partnership | Not registered | One Whataburger Way, Corpus Christi Texas 78411 | Survive |