

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Red Robin International, Inc.		06/15/2007	CORPORATION: NEVADA

**RECEIVING PARTY DATA**

<b>Name:</b>	Wachovia Bank, National Association, as Administrative Agent
<b>Street Address:</b>	201 South College Street
<b>Internal Address:</b>	CP-8
<b>City:</b>	Charlotte
<b>State/Country:</b>	NORTH CAROLINA
<b>Postal Code:</b>	28288
<b>Entity Type:</b>	national banking association: UNITED STATES

**PROPERTY NUMBERS Total: 47**

Property Type	Number	Word Mark
Registration Number:	3097986	OFFICE OF ENJOYMENT
Registration Number:	3076674	HONEST TO GOODNESS INGREDIENTS
Registration Number:	3076673	HONEST TO GOODNESS
Registration Number:	3076672	UNBRIDLED ACT
Registration Number:	3150631	BOTTOMLESS STEAK FRIES
Registration Number:	3161735	CLUB RED
Registration Number:	3161734	CHEF RED
Registration Number:	3141361	BURGERS WITH A HEART
Registration Number:	3156362	TOWERING ONION RINGS
Registration Number:	3200451	BANZAI BURGER
Registration Number:	3041714	SHAREABLE STARTERS
Registration Number:	3035795	SAND IN YOUR SHORTS
Registration Number:	3067793	ROYAL RED ROBIN BURGER

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Registration Number:	3038067	ROOKIE MAGIC
Registration Number:	3054306	RED ROBIN'S BREW CREW
Registration Number:	3050347	JUST-IN-QUESADILLA
Registration Number:	3054305	MASTERFUL MIXOLOGY
Registration Number:	3038066	HAWAIIAN HEART THROB
Registration Number:	3054297	BUZZARD WINGS
Registration Number:	3138024	5 ALARM BURGER
Registration Number:	3038061	FAJITA FIESTA POLLO SALAD
Registration Number:	3050332	FRECKLED LEMONADE
Registration Number:	3050331	FRUITY BOOZIE DAIQUIRI
Registration Number:	3050330	CLUCKS & FRIES
Registration Number:	3132006	CHILLIN' CONCOCTIONS
Registration Number:	2799220	SMILING BURGER
Registration Number:	2725905	GOURMET BURGER TOUR
Registration Number:	2461456	CARNIVAL OF BURGERS
Registration Number:	2491850	MAD MIXOLOGY
Registration Number:	2326101	HOME OF THE SMILING BURGER
Registration Number:	2499342	AMERICA'S GOURMET BURGERS & SPIRITS
Registration Number:	2372187	RED ROBIN
Registration Number:	1369353	RED ROBIN
Registration Number:	1429474	COOKIE MAGIC
Registration Number:	1414544	THE WORLD'S GREATEST GOURMET BURGER MAKER AND MOST MASTERFUL MIXOLOGIST
Registration Number:	1430433	WHISKEY RIVER
Registration Number:	1300994	RED ROBIN BURGER & SPIRIT EMPORIUMS AMERICA'S GOURMET BURGER MAKER & MASTER MIXOLOGIST
Registration Number:	1429595	MASTER MIXOLOGIST
Registration Number:	1173734	R
Registration Number:	1212785	AMERICA'S GOURMET BURGER MAKER
Registration Number:	1158503	BURGER AND SPIRITS EMPORIUMS
Registration Number:	1133872	RED ROBIN
Serial Number:	78963310	BUZZARD CLUCKS
Serial Number:	77138240	U-ACT
Serial Number:	77111407	MO-CHEESE-MO
Serial Number:	78647536	RED ROBIN AMERICA'S GOURMET BURGERS & SPIRITS

Serial Number:

78547399

MONSTER MILKSHAKES & MALTS

**CORRESPONDENCE DATA**

Fax Number: (919)416-8363

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 9192868041

Email: pto\_tmconfirmation@mvalaw.com

Correspondent Name: Moore & Van Allen PLLC

Address Line 1: 430 Davis Drive

Address Line 2: Suite 500

Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:

512485.1137NTREDROBINJES

NAME OF SUBMITTER:

John E. Slaughter

Signature:

/John E. Slaughter/

Date:

06/28/2007

**Total Attachments: 5**

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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Amended and Restated Security Agreement dated as of June 15, 2007 (as the same may be amended, modified, extended or restated from time to time the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Wachovia Bank, National Association, as Administrative Agent (the "Administrative Agent") for the lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
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SEE ATTACHED SCHEDULE A

TRADEMARK APPLICATIONS

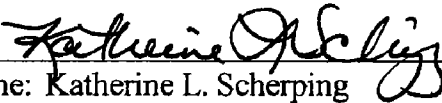
<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
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SEE ATTACHED SCHEDULE A

The Obligor and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

RED ROBIN INTERNATIONAL, INC.,  
a Nevada corporation

By:   
Name: Katherine L. Scherping  
Title: Chief Financial Officer

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,  
as Administrative Agent

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

The Obligor and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

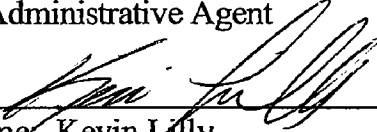
Very truly yours,

RED ROBIN INTERNATIONAL, INC.,  
a Nevada corporation

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,  
as Administrative Agent

By:  \_\_\_\_\_  
Name: Kevin Lilly  
Title: Vice President

**Schedule A**

**Red Robin International, Inc.  
(Nevada Corporation)**

**U.S. Trademarks**

Registered Marks

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
OFFICE OF ENJOYMENT	3097986	05/30/06
HONEST TO GOODNESS INGREDIENTS	3076674	04/04/06
HONEST TO GOODNESS	3076673	04/04/06
UNBRIDLED ACT	3076672	04/04/06
BOTTOMLESS STEAK FRIES and Design	3150631	10/03/06
CLUB RED	3161735	10/24/06
CHEF RED	3161734	10/24/06
BURGERS WITH A HEART	3141361	09/12/06
TOWERING ONION RINGS	3156362	10/17/06
BANZAI BURGER	3200451	01/23/07
SHAREABLE STARTERS	3041714	01/10/06
SAND IN YOUR SHORTS	3035795	12/27/05
ROYAL RED ROBIN BURGER	3067793	03/14/06
ROOKIE MAGIC	3038067	01/03/06
RED ROBIN'S BREW CREW	3054306	01/31/06
JUST-IN-QUESADILLA	3050347	01/24/06
MASTERFUL MIXOLOGY	3054305	01/31/06
HAWAIIAN HEART THROB	3038066	01/03/06
BUZZARD WINGS	3054297	01/31/06
5 ALARM BURGER	3138024	09/05/06
FAJITA FIESTA POLLO SALAD	3038061	01/03/06
FRECKLED LEMONADE	3050332	01/24/06
FRUITY BOOZIE DAIQUIRI	3050331	01/24/06
CLUCKS & FRIES	3050330	01/24/06
CHILLIN' CONCOCTIONS	3132006	08/22/06
SMILING BURGER	2799220	12/23/03
GOURMET BURGER TOUR	2725905	06/10/03
CARNIVAL OF BURGERS	2461456	06/19/01
MAD MIXOLOGY	2491850	09/25/01
HOME OF THE SMILING BURGER	2326101	03/07/00
AMERICA'S GOURMET BURGERS & SPIRITS	2499342	10/23/01
RED ROBIN and Design	2372187	08/01/00
RED ROBIN	1369353	11/05/85
COOKIE MAGIC	1429474	02/17/87
THE WORLD'S GREATEST GOURMET BURGER MAKER AND MOST MASTERFUL MIXOLOGISTS	1414544	10/21/86
WHISKEY RIVER	1430433	02/24/87
RED ROBIN BURGER & SPIRIT EMPORIUMS AMERICA'S GOURMET BURGER MAKER & MASTER MIXOLOGIST and Design	1300994	10/16/84

Mark	Registration No.	Registration Date
MASTER MIXOLOGIST	1429595	02/17/87
R and Design	1173734	10/13/81
AMERICA'S GOURMET BURGER MAKER	1212785	10/12/82
BURGER AND SPIRITS EMPORIUM	1158503	06/23/81
RED ROBIN	1133872	04/22/80

**Pending Applications**

Mark	Application No.	Filing Date
BUZZARD CLUCKS	78963310	08/29/06
U-ACT	77138240	03/22/07
MO-CHEESE-MO	77111407	02/20/07
RED ROBIN AMERICA'S GOURMET BURGERS & SPIRITS and Design	78647536	06/09/05
MONSTER MILKSHAKES & MALTS	78547399	01/13/05