

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Red Robin International, Inc.		05/06/2011	CORPORATION: NEVADA

RECEIVING PARTY DATA

Name:	Wells Fargo Bank, National Association, as Administrative Agent
Street Address:	1808 Aston Avenue
Internal Address:	Suite 250
City:	Carlsbad
State/Country:	CALIFORNIA
Postal Code:	92008
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 56

Property Type	Number	Word Mark
Registration Number:	2799220	SMILING BURGER
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:	1430433	WHISKEY RIVER
Registration Number:	1300994	RED ROBIN BURGER & SPIRIT EMPORIUMS AMERICA'S GOURMET BURGER MAKER & MASTER MIXOLOGIST
Registration Number:	1212785	AMERICA'S GOURMET BURGER MAKER
Registration Number:	1158503	BURGER AND SPIRITS EMPORIUMS
Registration Number:	1133872	RED ROBIN
Registration Number:	3138024	5 ALARM BURGER
Registration Number:	3200451	BANZAI BURGER

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Registration Number:	3150631	BOTTOMLESS STEAK FRIES
Registration Number:	3141361	BURGERS WITH A HEART
Registration Number:	3054297	BUZZARD WINGS
Registration Number:	3161734	CHEF RED
Registration Number:	3132006	CHILLIN' CONCOCTIONS
Registration Number:	3161735	CLUB RED
Registration Number:	3050330	CLUCKS & FRIES
Registration Number:	3038061	FAJITA FIESTA POLLO SALAD
Registration Number:	3050331	FRUITY BOOZIE DAIQUIRI
Registration Number:	3038066	HAWAIIAN HEART THROB
Registration Number:	3076673	HONEST TO GOODNESS
Registration Number:	3076674	HONEST TO GOODNESS INGREDIENTS
Registration Number:	3050347	JUST-IN-QUESADILLA
Registration Number:	3054305	MASTERFUL MIXOLOGY
Registration Number:	3097986	OFFICE OF ENJOYMENT
Registration Number:	3054306	RED ROBIN'S BREW CREW
Registration Number:	3038067	ROOKIE MAGIC
Registration Number:	3067793	ROYAL RED ROBIN BURGER
Registration Number:	3041714	SHAREABLE STARTERS
Registration Number:	3156362	TOWERING ONION RINGS
Registration Number:	3076672	UNBRIDLED ACTS
Registration Number:	3035795	SAND IN YOUR SHORTS
Registration Number:	1173734	R
Registration Number:	3463791	DEPARTMENT OF DELICIOUSNESS
Registration Number:	3050332	FRECKLED LEMONADE
Registration Number:	3513663	GOODNESS TO GO
Registration Number:	3723341	INSANELY DELICIOUS
Registration Number:	3874071	RED ROBIN GOURMET BURGERS
Registration Number:	3386348	RED ROBIN AMERICA'S GOURMET BURGERS & SPIRITS
Registration Number:	3720772	
Registration Number:	3720771	
Registration Number:	3800456	YUMMM
Registration Number:	3274232	MONSTER MILKSHAKES & MALTS
Registration Number:	3909932	RED ROBIN
Registration Number:	3871045	RR

TRADEMARK

REEL: 004536 FRAME: 0795

	3807722	WHISKEY RIVER
Registration Number:	3807723	WHISKEY RIVER
Registration Number:	1414544	THE WORLD'S GREATEST GOURMET BURGER MAKER AND MOST MASTERFUL MIXOLOGIST
Serial Number:	77578008	BURNIN' LOVE BURGER
Serial Number:	77720753	RED
Serial Number:	85126944	RED ROYALTY
Serial Number:	85126955	BOTTOMLESS REWARDS
Serial Number:	85281438	RED ROBIN GOURMET BURGERS

CORRESPONDENCE DATA

Fax Number: (919)416-8328
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 9192868041
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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:	512485-1966 JES
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	05/09/2011

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 May ⁶, 2011 (as the same may be amended, modified, extended or restated from time to time the "Security Agreement") among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Wells Fargo 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 copyright or copyright application.

Very truly yours,

RED ROBIN INTERNATIONAL, INC.,
a Nevada corporation

By: 
Name: Katherine L. Scherping
Title: Chief Financial Officer, Vice President and Secretary

Acknowledged and Accepted:

WELLS FARGO BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By: _____
Name: _____
Title: _____

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS (USPTO)
RED ROBIN INTERNATIONAL, INC.
MAY 2011

TRADEMARK
REEL: 004536 FRAME: 0798

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 copyright or copyright application.

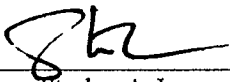
Very truly yours,

RED ROBIN INTERNATIONAL, INC.,
a Nevada corporation

By: _____
Name: Katherine L. Scherping
Title: Chief Financial Officer, Vice President and Secretary

Acknowledged and Accepted:

WELLS FARGO BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By:  _____
Name: Stephen A. Leon
Title: Managing Director

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS (USPTO)
RED ROBIN INTERNATIONAL, INC.
MAY 2011

TRADEMARK
REEL: 004536 FRAME: 0799

SCHEDULE A

Red Robin International, Inc.
(Nevada Corporation)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
SMILING BURGER	2799220	12/23/03
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 (for use of Seasoning Salt)	1369353	11/05/85
WHISKEY RIVER	1430433	02/24/87
RED ROBIN BURGER & SPIRIT EMPORIUMS AMERICA'S GOURMET BURGER MAKER & MASTER MIXOLOGIST and Design	1300994	10/16/84
AMERICA'S GOURMET BURGER MAKER	1212785	10/12/82
BURGER AND SPIRITS EMPORIUM	1158503	06/23/81
RED ROBIN	1133872	04/22/80
5 ALARM BURGER	3138024	09/05/06
BANZAI BURGER	3200451	01/23/07
BOTTOMLESS STEAK FRIES	3150631	10/03/06
BURGERS WITH A HEART	3141361	09/12/06
BUZZARD WINGS	3054297	01/31/06
CHEF RED	3161734	10/24/06
CHILLIN CONCOCTIONS	3132006	08/22/06
CLUB RED	3161735	10/24/06
CLUCKS & FRIES	3050330	01/24/06
FAJITA FIESTA POLLO SALAD	3038061	01/03/06
FRUITY BOOZIE DAIQUIRI	3050331	01/24/06
HAWAIIAN HEART THROB	3038066	01/03/06
HONEST TO GOODNESS	3076673	04/04/06
HONEST TO GOODNESS INGREDIENTS	3076674	04/04/06
JUST-IN-QUESADILLA	3050347	01/31/06
MASTERFUL MIXOLOGY	3054305	01/31/06
OFFICE OF ENJOYMENT	3097986	05/30/06
RED ROBIN'S BREW CREW	3054306	01/31/06
ROOKIE MAGIC	3038067	01/03/06
ROYAL RED ROBIN BURGER	3067793	03/14/06
SHAREABLE STARTERS	3041714	01/10/06
TOWERING ONION RINGS	3156362	10/17/06
UNBRIDLED ACT	3076672	04/04/06
SAND IN YOUR SHORTS	3035795	12/27/05
BIRD LOGO	1173734	10/13/81
DEPARTMENT OF DELICIOUSNESS	3463791	07/18/08
FRECKLED LEMONADE	3050332	01/24/06
GOODNESS TO GO	3513663	10/07/08
INSANELY DELICIOUS	3723341	12/08/09
RED ROBIN GOURMET BURGERS SPOTLIGHT LOGO	3874071	11/09/10

Mark	Registration No.	Registration Date
RED ROBIN LOGO WITH SPOTLIGHT AND TAG LINE	3386348	02/19/08
RED ROBIN YUMMM (Sound)	3720772	12/08/09
YUMMM (Sound)	3720771	12/08/09
YUMMM	3800456	06/08/10
MONSTER MILKSHAKES & MALTS	3274232	08/07/08
RED ROBIN CHARACTER	3909932	01/25/11
RR (words only)	3871045	11/02/10
WHISKEY RIVER (Prepared meats, etc.)	3807722	06/22/10
WHISKEY RIVER (Sauces)	3807723	06/22/10
THE WORLD'S GREATEST GOURMET BURGER MAKER AND MOST MASTERFUL MIXOLOGISTS	1414544	10/21/86

Pending Applications

Mark	Application No.	Filing Date
BURNIN' LOVE BURGER	77/578008	09/24/08
NEW RED ROBIN CHARACTER	77/720753	04/23/09
RED ROYALTY	85/126944	09/10/10
BOTTOMLESS REWARDS	85/126955	09/10/10
RED ROBIN GOURMET BURGERS	85/281438	03/30/11