

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Termination and Release of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Wells Fargo Bank (including as successor-by-merger to Wachovia Bank), National Association, as Administrative Agent		12/14/2012	national banking association: UNITED STATES

RECEIVING PARTY DATA

Name:	Red Robin International, Inc.
Street Address:	6312 South Fiddlers Green Circle, Suite 200N
City:	Greenwood Village
State/Country:	COLORADO
Postal Code:	80111
Entity Type:	CORPORATION: NEVADA

PROPERTY NUMBERS Total: 67

Property Type	Number	Word Mark
Registration Number:	1133872	RED ROBIN
Registration Number:	1158503	BURGER & SPIRITS EMPORIUMS
Registration Number:	1173734	R
Registration Number:	1212785	AMERICA'S GOURMET BURGER MAKER
Registration Number:	1293401	RED ROBIN BURGER AND SPIRITS EMPORIUMS AMERICA'S GOURMET BURGER MAKER AND MASTER MIXOLOGIST.
Registration Number:	1299115	RED ROBIN BURGER & SPIRITS EMPORIUMS AMERICA'S GOURMET BURGER MAKER & MASTER MIXOLOGIST
Registration Number:	1300994	RED ROBIN BURGER & SPIRIT EMPORIUMS AMERICA'S GOURMET BURGER MAKER & MASTER MIXOLOGIST
Registration Number:	1339747	SLIMMER PICKINS
Registration Number:	1339748	DR. SHOTS
Registration Number:	1369353	RED ROBIN

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Registration Number:	1414544	THE WORLD'S GREATEST GOURMET BURGER MAKER AND MOST MASTERFUL MIXOLOGIST
Registration Number:	1429474	COOKIE MAGIC
Registration Number:	1429595	MASTER MIXOLOGIST
Registration Number:	1430433	WHISKEY RIVER
Registration Number:	2326101	HOME OF THE SMILING BURGER
Registration Number:	2372187	RED ROBIN
Registration Number:	2461456	CARNIVAL OF BURGERS
Registration Number:	2491850	MAD MIXOLOGY
Registration Number:	2499342	AMERICA'S GOURMET BURGERS & SPIRITS
Registration Number:	2725905	GOURMET BURGER TOUR
Registration Number:	2799220	SMILING BURGER
Registration Number:	3035795	SAND IN YOUR SHORTS
Registration Number:	3038061	FAJITA FIESTA POLLO SALAD
Registration Number:	3038066	HAWAIIAN HEART THROB
Registration Number:	3038067	ROOKIE MAGIC
Registration Number:	3041714	SHAREABLE STARTERS
Registration Number:	3050330	CLUCKS & FRIES
Registration Number:	3050331	FRUITY BOOZIE DAIQUIRI
Registration Number:	3050332	FRECKLED LEMONADE
Registration Number:	3050347	JUST-IN-QUESADILLA
Registration Number:	3054297	BUZZARD WINGS
Registration Number:	3054305	MASTERFUL MIXOLOGY
Registration Number:	3054306	RED ROBIN'S BREW CREW
Registration Number:	3067793	ROYAL RED ROBIN BURGER
Registration Number:	3076672	UNBRIDLED ACTS
Registration Number:	3076673	HONEST TO GOODNESS
Registration Number:	3076674	HONEST TO GOODNESS INGREDIENTS
Registration Number:	3097986	OFFICE OF ENJOYMENT
Registration Number:	3132006	CHILLIN' CONCOCTIONS
Registration Number:	3138024	5 ALARM BURGER
Registration Number:	3141361	BURGERS WITH A HEART
Registration Number:	3150631	BOTTOMLESS STEAK FRIES
Registration Number:	3156362	TOWERING ONION RINGS
Registration Number:	3161734	CHEF RED

Registration Number:	3161735	CLUB RED
Registration Number:	3200451	BANZAI BURGER
Registration Number:	3274232	MONSTER MILKSHAKES & MALTS
Registration Number:	3386348	RED ROBIN AMERICA'S GOURMET BURGERS & SPIRITS
Registration Number:	3463791	DEPARTMENT OF DELICIOUSNESS
Registration Number:	3513663	GOODNESS TO GO
Registration Number:	3720771	
Registration Number:	3720772	
Registration Number:	3723341	INSANELY DELICIOUS
Registration Number:	3800456	YUMMM
Registration Number:	3807722	WHISKEY RIVER
Registration Number:	3807723	WHISKEY RIVER
Registration Number:	3871045	RR
Registration Number:	3874071	RED ROBIN GOURMET BURGERS
Registration Number:	3909932	RED ROBIN
Registration Number:	4082687	RED ROBIN GOURMET BURGERS
Serial Number:	77720753	RED
Serial Number:	77578008	BURNIN' LOVE BURGER
Serial Number:	85126944	RED ROYALTY
Serial Number:	85126955	BOTTOMLESS REWARDS
Serial Number:	77111407	MO-CHEESE-MO
Serial Number:	78963310	BUZZARD CLUCKS
Serial Number:	78597672	BOTTOMLESS BEVERAGES

CORRESPONDENCE DATA

Fax Number: 9194168328
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
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: 512485-5268

NAME OF SUBMITTER: John E. Slaughter

Signature:

TRADEMARK
REEL: 004921 FRAME: 0491

/John E. Slaughter/

Date:

12/18/2012

Total Attachments: 7

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**TERMINATION AND RELEASE OF SECURITY INTEREST
IN TRADEMARKS**

This **TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS**, dated as of December 14, 2012 ("Release"), is made by **WELLS FARGO BANK** (including as successor-by-merger to Wachovia Bank), **NATIONAL ASSOCIATION**, as Administrative Agent ("Administrative Agent") in favor of **RED ROBIN INTERNATIONAL, INC.**, a Nevada corporation ("Grantor").

WHEREAS, pursuant to that certain Amended and Restated Security Agreement dated as of May 6, 2011 (as amended, restated, supplemented, modified, extended, renewed or replaced from time to time, the "Security Agreement") by and among the Obligor party thereto and the Administrative Agent, each Obligor granted to the Administrative Agent, for the ratable benefit of the Lenders, a continuing security interest in, and a right to set off against, any and all right, title and interest of such Obligor in, to, and under all the Trademarks, Trademark Licenses, and Proceeds of the foregoing; and

WHEREAS, pursuant to the Security Agreement, Grantor, an Obligor, executed and delivered to Administrative Agent, for the ratable benefit of the Lenders, the Notice of Grant of Security Interest in Trademarks recorded at the United States Patent and Trademark Office ("USPTO") on May 9, 2011 at Reel 4536 Frame 0794, the Notice of Grant of Security Interest in Trademarks recorded at the USPTO on June 28, 2007 at Reel 3570 Frame 0280, the Notice of Grant of Security Interest in Trademarks recorded at the USPTO on January 7, 2006 at Reel 3223 Frame 0421, and the Notice of Grant of Security Interest in Trademarks recorded at the USPTO on October 3, 2002 at Reel 2594 Frame 0366 ("Notices").

NOW THEREFORE, in consideration of the mutual promises and undertakings set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and with the intention of being legally bound hereby, Administrative Agent, on behalf of the Lenders, and Grantor agree as follows:

SECTION 1. Defined Terms. All capitalized terms used herein but not otherwise defined herein have the meanings given to them in the Security Agreement or Notices.

SECTION 2. Termination and Release. Administrative Agent, on behalf of the Lenders, without representation, warranty, or recourse, hereby:

(a) terminates, cancels, discharges, and releases the mortgage, pledge, and hypothecation and lien on and security interest in and to the right, title, and interest in, to, and under all the Trademarks, Trademark Licenses, and Proceeds of the foregoing, including, but not limited to, the foregoing listed on Schedule A attached hereto, granted pursuant to the Security Agreement; and

(b) authorizes the recordation of this Release with the USPTO at Grantor's expense.

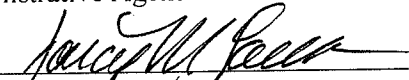
SECTION 3. Choice of Law. This Release shall be governed by and construed in accordance with the laws of the State of New York.

SECTION 4. Acknowledgement. The release of security interest granted herein expressly does not include a release of the security interest granted pursuant to the Security Agreement dated as of December __, 2012 (as amended, restated, supplemented, modified, extended, renewed or replaced from time to time) by and among the Obligor party thereto (as defined therein) and Wells Fargo Bank, National Association, in its capacity as administrative agent thereto.

IN WITNESS WHEREOF, the Administrative Agent, on behalf of the Lenders, has caused this Termination and Release of Security Interest in Trademarks to be duly executed as of the date first set forth above.

Administrative Agent:

WELLS FARGO BANK (including as successor-by-merger to Wachovia Bank), **NATIONAL ASSOCIATION**, as Administrative Agent

By: 

Name: Darcy McLaren

Title: Director

Schedule A

U.S. Trademarks Subject to Security Interest
 Granted by Red Robin International, Inc.
 In Favor of Wells Fargo Bank, National Association, as Administrative Agent
 Recorded May 9, 2011 at Reel 4536 Frame 0794

Registered Marks

Mark	Reg. No.	Reg. Date
RED ROBIN GOURMET BURGERS	4082687	01/10/12
OFFICE OF ENJOYMENT	3097986	05/30/06
RED ROBIN AMERICA'S GOURMET BURGERS & SPIRITS and Design	3386348	02/19/08
HONEST TO GOODNESS INGREDIENTS	3076674	04/04/06
HONEST TO GOODNESS	3076673	04/04/06
UNBRIDLED ACTS	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
MONSTER MILKSHAKES & MALTS	3274232	08/07/07
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
Design only	3909932	01/25/11
RED ROBIN GOURMET BURGERS and Design	3874071	11/09/10
RR and Design	3871045	11/02/10
YUMMM	3800456	06/08/10
Sound only	3720772	12/08/09
Sound only	3720771	12/08/09
WHISKEY RIVER	3807723	06/22/10
WHISKEY RIVER	3807722	06/22/10
INSANELY DELICIOUS	3723341	12/08/09
DEPARTMENT OF DELICIOUSNESS	3463791	07/08/08
GOODNESS TO GO	3513663	10/07/08

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
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
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	Appl. No.	Filing Date
RED and Design	77720753	04/23/09
BURNIN' LOVE BURGER	77578008	09/24/08
RED ROYALTY	85126944	09/10/10
BOTTOMLESS REWARDS	85126955	09/10/10

**U.S. Trademarks Subject to Security Interest
Granted by Red Robin International, Inc.
In Favor of Wachovia Bank, National Association, as Administrative Agent
Recorded June 28, 2007 at Reel 3570 Frame 0280**

Registered Marks

Mark	Reg. No.	Reg. Date
OFFICE OF ENJOYMENT	3097986	05/30/06
RED ROBIN AMERICA'S GOURMET BURGERS & SPIRITS and Design	3386348	02/19/08
HONEST TO GOODNESS INGREDIENTS	3076674	04/04/06
HONEST TO GOODNESS	3076673	04/04/06
UNBRIDLED ACTS	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
MONSTER MILKSHAKES & MALTS	3274232	08/07/07
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
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
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
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
MASTER MIXOLOGIST	1429595	02/17/87
GOURMET BURGER TOUR	2725905	06/10/03
COOKIE MAGIC	1429474	02/17/87
CARNIVAL OF BURGERS	2461456	06/19/01

Pending Applications

Mark	Appl. No.	Filing Date
MO-CHEESE-MO	77111407	02/20/07
BUZZARD CLUCKS	78963310	08/29/06

U.S. Trademarks Subject to Security Interest
Granted by Red Robin International, Inc.
In Favor of Wachovia Bank, National Association, as Administrative Agent
Recorded January 7, 2006 at Reel 3223 Frame 0421

Registered Marks

Mark	Reg. No.	Reg. Date
RED ROBIN AMERICA'S GOURMET BURGERS & SPIRITS and Design	3386348	02/19/08
HONEST TO GOODNESS INGREDIENTS	3076674	04/04/06
HONEST TO GOODNESS	3076673	04/04/06
UNBRIDLED ACTS	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
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	1369353	11/05/85
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
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
COOKIE MAGIC	1429474	02/17/87
MASTER MIXOLOGIST	1429595	02/17/87
SLIMMER PICKINS	1339747	06/04/85
DR. SHOTS	1339748	06/04/85
GOURMET BURGER TOUR	2725905	06/10/03
CARNIVAL OF BURGERS	2461456	06/19/01

Pending Applications

Mark	Appl. No.	Filing Date
BOTTOMLESS BEVERAGES	78597672	03/29/05

U.S. Trademarks Subject to Security Interest
Granted by Red Robin International, Inc.
In Favor of Wachovia Bank, National Association, as Administrative Agent
Recorded October 3, 2002 at Reel 2594 Frame 0366

Registered Marks

Mark	Reg. No.	Reg. Date
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	1369353	11/05/85
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	1300994	10/16/84

MIXOLOGIST and Design		
RED ROBIN and Design	2372187	08/01/00
AMERICA'S GOURMET BURGER MAKER	1212785	10/12/82
RED ROBIN	1133872	04/22/80
GOURMET BURGER TOUR	2725905	06/10/03
MASTER MIXOLOGIST	1429595	02/17/87
RED ROBIN BURGER AND SPIRITS EMPORIUMS AMERICA'S GOURMET BURGER MAKER AND MASTER MIXOLOGIST and Design	1293401	09/04/84
RED ROBIN BURGER & SPIRITS EMPORIUMS AMERICA'S GOURMET BURGER MAKER & MASTER MIXOLOGIST and Design	1299115	10/02/84