

10-08-2002

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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

RECOI 102243302 TRADEMARKS ONE.

DEPARTMENT OF COMMERCE J.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Red Robin International, Inc. 5575 DTC Parkway, Suite 110 Greenwood Village, CO 80111 [ ] Individual(s) [ ] Association [ ] General Partnership [ ] Limited Partnership [x] Corporation-State Nevada [ ] Other Additional name(s) of conveying party(ies) attached? [ ] Yes [x] No

2. Name and address of receiving party(ies) Name: Wachovia Bank, as Administrative Agent Internal Address: Street Address: 201 South College Street, CP-23 City: Charlotte State: NC Zip: 28288-0680 [ ] Individual(s) citizenship [ ] Association [ ] General Partnership [ ] Limited Partnership [ ] Corporation-State [x] Other National Banking Association If assignee is not domiciled in the United States, a domestic representative designation is attached: [ ] Yes [x] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [ ] Yes [x] No

3. Nature of conveyance: [ ] Assignment [ ] Merger [ ] Security Agreement [ ] Change of Name [x] Other Notice of Grant of Security Interest Execution Date: 07/24/2002

4. Application number(s) or registration number(s): A. Trademark Application No.(s) SEE ATTACHED SCHEDULE B. Trademark Registration No.(s) SEE ATTACHED SCHEDULE Additional number(s) attached [x] Yes [ ] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Steven D. Thomas Internal Address: Street Address: 2200 West Main Street, Suite 800 City: Durham State: NC Zip: 27705

6. Total number of applications and registrations involved: 14 7. Total fee (37 CFR 3.41) \$ 365.00 [x] Enclosed [x] Authorized to be charged to deposit account 8. Deposit account number: 50-2316

DO NOT USE THIS SPACE

9. Signature.

Steven D. Thomas Name of Person Signing

Signature of Steven D. Thomas

October 03, 2002 Date

Total number of pages including cover sheet, attachments, and document: 01

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

10/07/2002 ANNED1 00000133 562152

01 FC:481 02 FC:482

40.00 OP 325.00 OP

TRADEMARK REEL: 002594 FRAME: 0366

OFFICE OF PUBLIC RECORDS 2002 OCT -3 AM 10:35 FINANCE SECTION

Trademark Status Report: Material Trademarks  
Red Robin International, Inc.

Mark	Docket Number	Country	Class	Registration Number	Filing Date	Registration Date	Renewal Date	Goods/Services
Mad Mikology	790017-319CA	Canada	NA	562152	09/29/1999	05/16/2002	05/16/2017	Prepared alcoholic cocktails. Restaurant services and beverage preparation services, namely, preparing alcoholic beverages to order
Most Masterful Mikologists	790017-259CA	Canada	NA	345483	06/04/1985	09/30/1988	09/30/2003	Restaurant Services
Red Robin	790017-210CA	Canada	NA	257532	06/10/1980	04/10/1981	04/10/2011	Restaurant Services
Red Robin	790017-235CA	Canada	NA	308715	01/19/1983	11/29/1985	11/29/2015	Packaged Seasoning Salt
Red Robin and Design	790017-315CA	Canada	NA	TMA545092	06/23/1999	05/14/2001	05/14/2016	Restaurant Services
World's Greatest Gourmet Burger Maker	790017-258CA	Canada	NA	327935	06/04/1985	05/22/1987	05/22/2017	Restaurant Services
America's Gourmet Burger Maker	790017-203	USA	42	1,212,785	12/11/1978	10/12/1982	10/12/2002	Restaurant Services
America's Gourmet Burgers & Spirits	790017-313	USA	42	2,499,342	11/19/1998	10/23/2001	10/23/2011	Restaurant Services
Gourmet Burger Tour	790017-331	USA	42	7805218	07/20/2001			Restaurant Services
Home of the Smiling Burger	790017-311	USA	42	2,326,101	02/05/1999	03/07/2000	03/07/2010	Restaurant Services
Mad Mikology	790017-317	USA	42	2,491,850	07/22/1999	09/25/2001	09/24/2011	Restaurant services and beverage preparation services, namely, preparing alcoholic beverages to order, in class 42.
Master Mikologist	790017-217	USA	42	1,429,595	04/27/1981	02/17/1987	02/17/2007	Restaurant Services
Red Robin	790017-201	USA	42	1,133,872	06/30/1978	04/22/1980	04/22/2010	Restaurant Services
Red Robin and Design	790017-222	USA	42	1,293,401	05/10/1982	09/04/1984	09/04/2004	Restaurant Services
Red Robin and Design	790017-223	USA	42	1,300,994	05/10/1982	10/16/1984	10/16/2004	Restaurant Services
Red Robin and Design	790017-224	USA	42	1,299,115	05/10/1982	10/02/1984	10/02/2004	Restaurant Services
Red Robin and Design	790017-312	USA	42	2,372,187	11/19/1998	08/01/2000	08/01/2010	Restaurant Services
Red Robin Seasoning Salt	790017-233	USA	30	1,369,353	03/21/1985	11/05/1985	11/05/2005	Seasoning Salts
Whiskey River	790017-252	USA	29	1,430,433	11/28/1984	02/24/1987	02/24/2007	Prepared meals for consumption on or off the premises.
World's Greatest Gourmet Burger Maker	790017-248	USA	42	1,414,544	11/28/1984	10/21/1986	10/21/2006	Restaurant services, in Class 42.

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of July 24, 2002 (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.

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.

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: James P. McCloskey  
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: James P. McCloskey  
Title: Chief Financial Officer

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,  
as Administrative Agent

By:   
Name: David C. Haugli  
Title: Vice President

Trademark Status Report: Material Trademarks  
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