

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Red Robin International, Inc.		12/14/2005	CORPORATION: NEVADA

RECEIVING PARTY DATA

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

PROPERTY NUMBERS Total: 32

Property Type	Number	Word Mark
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 MIXOLOGISTS
Registration Number:	1430433	WHISKEY RIVER
Registration Number:	1339748	DR. SHOTS
Registration Number:	1339747	SLIMMER PICKINS

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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:	78647536	RED ROBIN AMERICA'S GOURMET BURGERS & SPIRITS
Serial Number:	78608270	HONEST TO GOODNESS INGREDIENTS
Serial Number:	78608269	HONEST TO GOODNESS
Serial Number:	78608263	UNBRIDLED ACT
Serial Number:	78597677	BOTTOMLESS STEAK FRIES
Serial Number:	78597672	BOTTOMLESS BEVERAGES
Serial Number:	78597626	CLUB RED
Serial Number:	78597622	CHEF RED
Serial Number:	78577393	BURGERS WITH A HEART
Serial Number:	78547912	TOWERING ONION RINGS
Serial Number:	78547907	BANZAI BURGER
Serial Number:	78547903	SHAREABLE STARTERS
Serial Number:	78547898	SAND IN YOUR SHORTS

CORRESPONDENCE DATA

Fax Number: (919)416-8339
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 919 286-8049
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Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	512485.1137NTREDROBINJES
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	01/07/2006

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 December 14, 2005 (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>
	See Schedule 1 attached hereto	

TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
	See Schedule 1 attached hereto	

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

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By: _____
Name: Richard E. Anglin
Title: Vice President

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: Richard E. Anglin III
Name: Richard E. Anglin III
Title: Vice President

Schedule 1

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

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
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
DR. SHOTS	1339748	06/04/85
SLIMMER PICKINS	1339747	06/04/85
RED ROBIN BURGER & SPIRIT EMPORIUMS AMERICA'S GOURMET BURGER MAKER & MASTER MIXOLOGIST and Design	1300994	10/16/84
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
RED ROBIN AMERICA'S GOURMET BURGERS & SPIRITS and Design	78647536	06/09/05
HONEST TO GOODNESS INGREDIENTS	78608270	04/13/05
HONEST TO GOODNESS	78608269	04/13/05
UNBRIDLED ACT	78608263	04/13/05
BOTTOMLESS STEAK FRIES and Design	78597677	03/29/05
BOTTOMLESS BEVERAGES and Design	78597672	03/29/05
CLUB RED	78597626	03/29/05
CHEF RED	78597622	03/29/05
BURGERS WITH A HEART	78577393	03/01/05
TOWERING ONION RINGS	78547912	01/14/05
BANZAI BURGER	78547907	01/14/05
SHAREABLE STARTERS	78547903	01/14/05
SAND IN YOUR SHORTS	78547898	01/14/05

Mark	Application No.	Filing Date
ROYAL RED ROBIN BURGER	78547895	01/14/05
ROOKIE MAGIC	78547404	01/13/05
RED ROBIN'S BREW CREW	78547400	01/13/05
MONSTER MILKSHAKES & MALTS	78547399	01/13/05
JUST-IN-QUESADILLA	78547387	01/13/05
MASTERFUL MIXOLOGY	78547384	01/13/05
HAWAIIAN HEART THROB	78547381	01/13/05
BUZZARD WINGS	78546944	01/13/05
5 ALARM BURGER	78546941	01/13/05
FAJITA FIESTA POLLO SALAD	78546689	01/12/05
FRECKLED LEMONADE	78546685	01/12/05
FRUITY BOOZIE DAIQUIRI	78546679	01/12/05
CLUCKS & FRIES	78546678	01/12/05
CHILLIN' CONCOCTIONS	78546674	01/12/05