

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                       |                   |
|-----------------------|-------------------|
| SUBMISSION TYPE:      | NEW ASSIGNMENT    |
| NATURE OF CONVEYANCE: | SECURITY INTEREST |

**CONVEYING PARTY DATA**

| Name                      | Formerly | Execution Date | Entity Type           |
|---------------------------|----------|----------------|-----------------------|
| Rubio's Restaurants, Inc. |          | 08/24/2010     | CORPORATION: DELAWARE |

**RECEIVING PARTY DATA**

|                 |  |
|-----------------|--|
| Name:           | GCI Capital Markets LLC, as Administrative Agent |
| Street Address: | 551 Madison Avenue, 6th Floor                    |
| City:           | New York   |
| State/Country:  | NEW YORK   |
| Postal Code:    | 10022  |
| Entity Type:    | LIMITED LIABILITY COMPANY: DELAWARE              |

**PROPERTY NUMBERS Total: 28**

| Property Type        | Number  | Word Mark                   |
|----------------------|---------|-----------------------------|
| Registration Number: | 3445236 | WORLD FAMOUS FISH TACO      |
| Registration Number: | 3255475 | STREET TORTA                |
| Registration Number: | 3271866 | LEGENDARY FLAVOR            |
| Registration Number: | 3423992 | CERVEZA TIME                |
| Registration Number: | 2925049 | RUBIO'S CRISPY SHRIMP       |
| Registration Number: | 3376438 | RUBIO'S STREET TACOS        |
| Registration Number: | 2937677 | RUBIO'S FRESH MEXICAN GRILL |
| Registration Number: | 3777685 | GILLSVILLE                  |
| Registration Number: | 3584010 | RUBIO'S A-GO-GO             |
| Registration Number: | 3496729 | RUBIO'S A-GO-GO             |
| Registration Number: | 1973747 | RUBIO'S                     |
| Registration Number: | 1843810 | RUBIO'S                     |
| Registration Number: | 1503438 | RUBIO'S                     |
| Registration Number: | 2595503 | BEACH-MEX                   |

OP \$715.00 3445236

|                      |          |                       |
|----------------------|----------|-----------------------|
| Registration Number: | 1842535  | HEALTH MEX            |
| Registration Number: | 3460386  | WRAPSALADA            |
| Registration Number: | 3496727  | BAJA BOX              |
| Registration Number: | 3619969  | BEACH MEX BUFFET      |
| Registration Number: | 3613081  | TACOS A-GO-GO         |
| Registration Number: | 3613080  | BURRITOS A GO-GO      |
| Registration Number: | 3496728  | FIESTA KIT            |
| Registration Number: | 1429640  | HOME OF THE FISH TACO |
| Serial Number:       | 85036570 | BIG BURRITO ESPECIAL  |
| Serial Number:       | 85085566 | BAJA GRILL BURRITO    |
| Serial Number:       | 85036974 | GRILLED GOURMET TACOS |
| Serial Number:       | 77760119 | TAQUITOS A-GO-GO      |
| Serial Number:       | 77760102 | CHOPPED SALAD A-GO-GO |
| Serial Number:       | 77759959 | QUESADILLAS A-GO-GO   |

**CORRESPONDENCE DATA**

Fax Number: (312)863-7865  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 312-201-3865  
Email: sharon.patterson@goldbergkohn.com  
Correspondent Name: Sharon Patterson, Paralegal  
Address Line 1: Goldberg Kohn, 55 E. Monroe St.  
Address Line 2: Suite 3300  
Address Line 4: Chicago, ILLINOIS 60603

|                         |                    |
|-------------------------|--------------------|
| ATTORNEY DOCKET NUMBER: | 6483.013           |
| NAME OF SUBMITTER:      | Sharon Patterson   |
| Signature:              | /sharon patterson/ |
| Date:                   | 08/24/2010         |

**Total Attachments: 7**  
source=Rubios - Executed Trademark Security Agreement#page1.tif  
source=Rubios - Executed Trademark Security Agreement#page2.tif  
source=Rubios - Executed Trademark Security Agreement#page3.tif  
source=Rubios - Executed Trademark Security Agreement#page4.tif  
source=Rubios - Executed Trademark Security Agreement#page5.tif  
source=Rubios - Executed Trademark Security Agreement#page6.tif  
source=Rubios - Executed Trademark Security Agreement#page7.tif

## TRADEMARK SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT ("Agreement"), dated as of August 24, 2010, by and between RUBIO'S RESTAURANTS, INC., a Delaware corporation (as successor by merger to MRRC Merger Co., a Delaware corporation, "Grantor"), in favor of GCI CAPITAL MARKETS LLC, in its capacity as administrative agent for certain secured parties ("Administrative Agent").

### WITNESSETH:

WHEREAS, pursuant to that certain Credit Agreement dated as of the date hereof by and among Grantor, the other Loan Parties party thereto, Administrative Agent, and the Persons signatory thereto from time to time as Lenders (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Credit Agreement"), the Lenders have agreed to make Loans to Grantor;

WHEREAS, pursuant to that certain Security Agreement dated as of the date hereof by and among Grantor, the other grantors party thereto and Administrative Agent (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Security Agreement"), as security for all Obligations, Grantor granted to Administrative Agent, for the benefit of the Secured Parties, a continuing security interest in, lien on, and right of set-off against all Trademarks of Grantor, whether now owned or existing or hereafter acquired or arising; and

WHEREAS, pursuant to the Security Agreement, Grantor is required to execute and deliver to Administrative Agent, for the benefit of Secured Parties, this Agreement.

NOW, THEREFORE, in consideration of the premises and the mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor hereby agrees as follows:

1. **DEFINED TERMS.** All capitalized terms used but not otherwise defined herein have the meanings given to them in the Credit Agreement.

2. **GRANT OF SECURITY INTEREST IN TRADEMARK COLLATERAL.** Grantor hereby grants to Administrative Agent, for the benefit of the Secured Parties, a continuing first priority security interest in, and lien upon, all of Grantor's presently existing or hereafter acquired right, title and interest in and to the Trademarks, including, without limitation, the Trademarks set forth on Schedule A hereto, and all proceeds and products thereof.

3. **SECURITY AGREEMENT.** The security interests granted pursuant to this Agreement are granted in conjunction with, and not in limitation of, the security interests granted to Administrative Agent pursuant to the Security Agreement. Grantor hereby acknowledges and affirms that the rights and remedies of Administrative Agent with respect to the security interest in the Trademarks and related Collateral made and granted hereby are

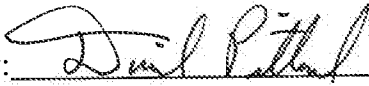
more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

4. GOVERNING LAW. This Agreement shall be governed by and construed in accordance with the internal laws of the State of New York without giving effect to its choice of law provisions.

*[Signature Pages Follow]*

IN WITNESS WHEREOF, Grantor has caused this Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

RUBIO'S RESTAURANTS, INC., as successor  
by merger to MRRC Merger Co.

By:   
Name: Daniel Pittard  
Title: President and Chief Executive Officer

ACCEPTED AND ACKNOWLEDGED BY:

GCI CAPITAL MARKETS LLC,  
as Administrative Agent

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

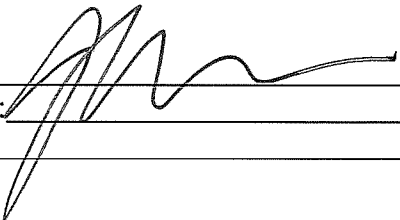
IN WITNESS WHEREOF, Grantor has caused this Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

RUBIO'S RESTAURANTS, INC., as successor  
by merger to MRRC Merger Co.

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

ACCEPTED AND ACKNOWLEDGED BY:

GCI CAPITAL MARKETS LLC,  
as Administrative Agent

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

Schedule A

1. Registered Trademarks

| TRADEMARK                            | U.S. FEDERAL REGISTRATION NUMBER | REGISTRATION DATE |
|--------------------------------------|----------------------------------|-------------------|
| World Famous Fish Taco               | 3445236                          | 6/10/2008         |
| Street Torta                         | 3255475                          | 06/26/2007        |
| Legendary Flavor                     | 3271866                          | 07/31/2007        |
| Cerveza Time                         | 3423992                          | 5/6/2008          |
| Rubio's Crispy Shrimp                | 2925049                          | 2/8/2005          |
| Rubio's Street Tacos                 | 3376438                          | 1/29/2008         |
| Rubio's Fresh Mexican Grill          | 2937677                          | 4/5/2005          |
| Gillsville                           | 3777685                          | 4/20/2010         |
| Rubio's a-Go-Go (Design)             | 3584010                          | 3/3/2009          |
| Rubio's a-Go-Go (Standard Character) | 3496729                          | 9/2/2008          |
| Rubio's                              | 1973747                          | 5/14/1996         |
| Rubio's                              | 1843810                          | 7/5/1994          |
| Rubio's                              | 1503438                          | 9/6/1988          |
| Beach-Mex                            | 2595503                          | 7/16/2002         |
| Health Mex                           | 1842535                          | 6/28/1994         |
| Wrapsalada                           | 3460386                          | 7/8/2008          |
| Baja Box                             | 3496727                          | 9/2/2008          |
| Beach Mex Buffet                     | 3619969                          | 5/12/2009         |
| Tacos a-Go-Go                        | 3613081                          | 4/28/2009         |
| Burritos a Go-Go                     | 3613080                          | 4/28/2009         |

|                       |                               |           |
|-----------------------|-------------------------------|-----------|
| Fiesta Kit            | 3496728                       | 9/2/2008  |
| Home of the Fish Taco | 1429640                       | 2/17/1987 |
| Sweet Treats a-Go-Go  | Pending (filed June 15, 2009) |           |
| Big Burrito Especial  | Pending (filed May 12, 2010)  |           |
| Baja Grill Burrito    | Pending (filed July 15, 2010) |           |
| Grilled Gourmet Tacos | Pending (filed May 12, 2010)  |           |

2. Material Unregistered Company Marks

Baja Grill  
Street Tacos  
Long Board Sampler  
Quesadillas a-Go-Go  
Taquitos a-Go-Go  
Chopped Salad a-Go-Go

3. Domain Names

rubios.com  
fishtacos.net  
rubiobajagrill.com  
fishtaco.com  
rubios.com  
rubiosbajagrill.com  
rubiosbaja.com  
rubiosbajas.com  
rubiobaja.com  
rubiobajas.com  
rubiosbajagrille.com  
rubiosfishtaco.com  
rubiosfishtacos.com  
rubiosrestaurants.com  
rubiosbeachmex.com  
rubiosmexicangrill.com  
rubioagogo.com  
rubiogogo.com  
rubiogo.com  
rubiotoago.com  
rubiosgogo.com  
rubiosogogo.com  
rubeos.com



rudeos.com  
myrubios.com  
iloverubios.com  
rubiosucks.com  
rubiossucks.com  
rubiossucksass.com  
rubiossucksass.com  
fuckrubios.com  
ihaterubios.com