

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.		12/14/2012	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: 75

Property Type	Number	Word Mark
Registration Number:	4144335	RED ROBIN'S BURGER WORKS
Registration Number:	4247131	RED ROBIN YUMMMMOBILE
Registration Number:	4144331	RED ROBIN'S BURGER WORKS
Registration Number:	4082687	RED ROBIN GOURMET BURGERS
Registration Number:	3097986	OFFICE OF ENJOYMENT
Registration Number:	3386348	RED ROBIN AMERICA'S GOURMET BURGERS & SPIRITS
Registration Number:	3076674	HONEST TO GOODNESS INGREDIENTS
Registration Number:	3076673	HONEST TO GOODNESS
Registration Number:	3076672	UNBRIDLED ACTS
Registration Number:	3150631	BOTTOMLESS STEAK FRIES
Registration Number:	3161735	CLUB RED
Registration Number:	3161734	CHEF RED
Registration Number:	3141361	BURGERS WITH A HEART

OP \$1890.00 4144335

Registration Number:	3156362	TOWERING ONION RINGS
Registration Number:	3200451	BANZAI BURGER
Registration Number:	3041714	SHAREABLE STARTERS
Registration Number:	3035795	SAND IN YOUR SHORTS
Registration Number:	3067793	ROYAL RED ROBIN BURGER
Registration Number:	3038067	ROOKIE MAGIC
Registration Number:	3054306	RED ROBIN'S BREW CREW
Registration Number:	3274232	MONSTER MILKSHAKES & MALTS
Registration Number:	3050347	JUST-IN-QUESADILLA
Registration Number:	3054305	MASTERFUL MIXOLOGY
Registration Number:	3038066	HAWAIIAN HEART THROB
Registration Number:	3054297	BUZZARD WINGS
Registration Number:	3138024	5 ALARM BURGER
Registration Number:	3038061	FAJITA FIESTA POLLO SALAD
Registration Number:	3050332	FRECKLED LEMONADE
Registration Number:	3050331	FRUITY BOOZIE DAIQUIRI
Registration Number:	3050330	CLUCKS & FRIES
Registration Number:	3132006	CHILLIN' CONCOCTIONS
Registration Number:	2799220	SMILING BURGER
Registration Number:	3909932	RED ROBIN
Registration Number:	3874071	RED ROBIN GOURMET BURGERS
Registration Number:	3871045	RR
Registration Number:	3800456	YUMMM
Registration Number:	3720772	
Registration Number:	3720771	
Registration Number:	3807723	WHISKEY RIVER
Registration Number:	3807722	WHISKEY RIVER
Registration Number:	3723341	INSANELY DELICIOUS
Registration Number:	3463791	DEPARTMENT OF DELICIOUSNESS
Registration Number:	3513663	GOODNESS TO GO
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

TRADEMARK

REEL: 004923 FRAME: 0141

	1414544	THE WORLD'S GREATEST GOURMET BURGER MAKER AND MOST MASTERFUL MIXOLOGIST
Registration Number:	1430433	WHISKEY RIVER
Registration Number:	1300994	RED ROBIN BURGER & SPIRIT EMPORIUMS AMERICA'S GOURMET BURGER MAKER & MASTER MIXOLOGIST
Registration Number:	1173734	R
Registration Number:	1212785	AMERICA'S GOURMET BURGER MAKER
Registration Number:	1158503	BURGER & SPIRITS EMPORIUMS
Registration Number:	1133872	RED ROBIN
Serial Number:	85772698	RED ROBIN ROYALTY
Serial Number:	85732923	OKTOBERFEST BÜRGER
Serial Number:	85728771	RED ROBIN GOURMET BURGERS + BREWS
Serial Number:	85728767	RED ROBIN GOURMET BURGERS + BREWS
Serial Number:	85727571	RED'S BIG TAVERN
Serial Number:	85709105	ANGRY PIRATE
Serial Number:	85678339	RED'S TAVERN DOUBLE
Serial Number:	85678335	TAVERN DOUBLE
Serial Number:	85664556	CRY BABY STYLE
Serial Number:	85664539	FIERY GHOST STYLE
Serial Number:	85588882	BUZZALO
Serial Number:	85588874	CANTINA JACK'S
Serial Number:	85565831	FRECKLED FRUIT
Serial Number:	85413415	RED ROBIN'S BURGER FIX
Serial Number:	85385164	RED ROBIN'S FIRE GRILL
Serial Number:	85378513	RED ROBIN'S FIRE GRILL
Serial Number:	85346771	RED ROBIN EXPRESS
Serial Number:	77720753	RED
Serial Number:	77578008	BURNIN' LOVE BURGER
Serial Number:	85126944	RED ROYALTY

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

TRADEMARK
REEL: 004923 FRAME: 0142

Address Line 1: 430 Davis Drive
Address Line 2: Suite 500
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER: 512485-5268 JES

NAME OF SUBMITTER: John E. Slaughter

Signature: /John E. Slaughter/

Date: 12/19/2012

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 Security Agreement dated as of December 14, 2012 (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>
	SEE ATTACHED SCHEDULE A	

TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
	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: Stuart B. Brown

Title: Treasurer and Assistant 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.
DECEMBER 2012

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.

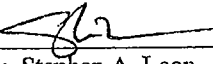
Very truly yours,

RED ROBIN INTERNATIONAL, INC.,
a Nevada corporation

By: _____
Name:
Title:

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.
DECEMBER 2012

TRADEMARK
REEL: 004923 FRAME: 0146

SCHEDULE A

Red Robin International, Inc.
(Nevada Corporation)

U.S. Trademarks

Registered Marks

Mark	Reg. No.	Reg. Date
RED ROBIN'S BURGER WORKS and Design	4144335	05/15/12
RED ROBIN YUMMMMOBILE	4247131	11/20/12
RED ROBIN'S BURGER WORKS	4144331	05/15/12
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 ROBIN ROYALTY	85772698	11/06/12
OKTOBERFEST BURGER	85732923	09/19/12
RED ROBIN GOURMET BURGERS + BREWS	85728771	09/13/12
RED ROBIN GOURMET BURGERS + BREWS and Design	85728767	09/13/12
RED'S BIG TAVERN	85727571	09/12/12
ANGRY PIRATE	85709105	08/21/12
RED'S TAVERN DOUBLE	85678339	07/16/12
TAVERN DOUBLE	85678335	07/16/12
CRY BABY STYLE	85664556	06/28/12
FIERY GHOST STYLE	85664539	06/28/12
BUZZALO	85588882	04/04/12
CANTINA JACK'S	85588874	04/04/12
FRECKLED FRUIT	85565831	03/09/12
RED ROBIN'S BURGER FIX	85413415	09/01/11
RED ROBIN'S FIRE GRILL and Design	85385164	07/29/11
RED ROBIN'S FIRE GRILL	85378513	07/22/11
RED ROBIN EXPRESS	85346771	06/15/11
RED and Design	77720753	04/23/09
BURNIN' LOVE BURGER	77578008	09/24/08
RED ROYALTY	85126944	09/10/10

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