

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

|                              |   |
|------------------------------|---|
| <b>SUBMISSION TYPE:</b>      | NEW ASSIGNMENT                                    |
| <b>NATURE OF CONVEYANCE:</b> | ASSIGNMENT FOR SECURITY - TRADEMARKS (FIRST LIEN) |

**CONVEYING PARTY DATA**

| Name             | Formerly | Execution Date | Entity Type                         |
|------------------|----------|----------------|-------------------------------------|
| RM Chevys LLC    |          | 03/21/2012     | LIMITED LIABILITY COMPANY: DELAWARE |
| RM Acapulco LLC  |          | 03/21/2012     | LIMITED LIABILITY COMPANY: DELAWARE |
| RM El Torito LLC |          | 03/21/2012     | LIMITED LIABILITY COMPANY: DELAWARE |
| RM Foods LLC     |          | 03/21/2012     | LIMITED LIABILITY COMPANY: DELAWARE |

**RECEIVING PARTY DATA**

|                        |   |
|------------------------|---|
| <b>Name:</b>           | Wells Fargo Bank, N.A., as agent            |
| <b>Street Address:</b> | 45 Broadway                                 |
| <b>City:</b>           | New York                                    |
| <b>State/Country:</b>  | NEW YORK                                    |
| <b>Postal Code:</b>    | 10006                                       |
| <b>Entity Type:</b>    | National Banking Association: UNITED STATES |

**PROPERTY NUMBERS Total: 59**

| Property Type        | Number   | Word Mark                 |
|----------------------|----------|---------------------------|
| Registration Number: | 2375705  | CHEVYS EXPRESS MEX        |
| Registration Number: | 2579149  | CHEVYS EXPRESS MEX        |
| Registration Number: | 2066652  | CHEVYS FRESH MEX          |
| Registration Number: | 2251029  | CHEVYS FRESH MEX          |
| Registration Number: | 3982218  | CHEVYS FRESH MEX          |
| Registration Number: | 3941569  | CHEVYS FRESH MEX          |
| Serial Number:       | 77875822 | CHEVYS FRESH MEX          |
| Registration Number: | 3170878  | CHEVYS FRESH MEX          |
| Registration Number: | 1624237  | CHEVYS MEXICAN RESTAURANT |

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|                      |          |  |
|----------------------|----------|--|
| Registration Number: | 1951323  | EL MACHINO                             |
| Registration Number: | 1446992  | FAMOUS FOR FAJITAS AND FIESTAS         |
| Registration Number: | 1613407  | FRESH MEX                              |
| Registration Number: | 1750598  | FRESH MEX                              |
| Registration Number: | 2409955  | FRESH MEX TEQUINI                      |
| Registration Number: | 1411761  | ACAPULCO                               |
| Registration Number: | 2115063  | ACAPULCO MEXICAN RESTAURANT Y CANTINA  |
| Registration Number: | 1854764  | BURRITOS BY THE FOOT!                  |
| Registration Number: | 1809471  | MARGARITA CLASSICA                     |
| Registration Number: | 2098690  | MARGARITA MONDAYS                      |
| Registration Number: | 3729189  | MUCHO MACHO PLATTERS                   |
| Registration Number: | 2389527  | SEA OF CORTEZ                          |
| Registration Number: | 2393744  | SI WE CAN!                             |
| Registration Number: | 3186212  | BIG PARTY LITTLE BULL                  |
| Registration Number: | 1222950  | CASA GALLARDO                          |
| Registration Number: | 1710269  | CASA GALLARDO                          |
| Registration Number: | 1215404  | CASA GALLARDO MEXICAN RESTAURANT & BAR |
| Registration Number: | 2410253  |  |
| Registration Number: | 2336340  |  |
| Registration Number: | 1961662  | EL TORITO                              |
| Registration Number: | 2319732  | EL TORITO                              |
| Registration Number: | 3982574  | EL TORITO                              |
| Registration Number: | 3982575  | EL TORITO                              |
| Serial Number:       | 85031756 | EL TORITO                              |
| Registration Number: | 0939089  | EL TORITO                              |
| Registration Number: | 2187953  | EL TORITO                              |
| Registration Number: | 2319745  | EL TORITO                              |
| Registration Number: | 2410247  | EL TORITO                              |
| Registration Number: | 2410258  | EL TORITO                              |
| Registration Number: | 2418861  | EL TORITO EST. 1954                    |
| Registration Number: | 2410249  | EL TORITO EST. 1954                    |
| Serial Number:       | 85031773 | EL TORITO EXPRESS                      |
| Serial Number:       | 85031817 | EL TORITO EXPRESS                      |
| Serial Number:       | 85031887 | EL TORITO EXPRESS                      |
| Registration Number: | 2187960  | EL TORITO GRILL                        |

|                      |          |  |
|----------------------|----------|--|
|                      | 85031900 | EL TORITO GRILL                            |
| Serial Number:       | 85031957 | EL TORITO GRILL                            |
| Serial Number:       | 85032007 | EL TORITO GRILL                            |
| Registration Number: | 3033368  | EL TORITO. REAL MEXICAN.                   |
| Registration Number: | 1763092  | FAJITAS CHIQUITAS                          |
| Registration Number: | 1195937  | GUADALAHARRY'S                             |
| Registration Number: | 2726055  | MARGARITA SUPREMA                          |
| Registration Number: | 3613500  | SINIGUAL                                   |
| Registration Number: | 3541658  | TACORITO TUESDAY                           |
| Registration Number: | 2982978  | TAQUERIA FRESCA                            |
| Registration Number: | 1653964  | THE ORIGINAL EL TORITO RESTAURANT EST.1954 |
| Registration Number: | 2288003  | WHO-SONG & LARRY'S                         |
| Registration Number: | 3009695  | REAL MEX FOODS                             |
| Registration Number: | 3166954  | REAL MEX RESTAURANTS                       |
| Registration Number: | 3200865  | REAL MEX RESTAURANTS                       |

**CORRESPONDENCE DATA**

Fax Number: (212)593-5955  
Phone: 212-756-2132  
Email: scott.kareff@srz.com  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Correspondent Name: S. Kareff c/o Schulte Roth & Zabel LLP  
Address Line 1: 919 Third Avenue 22nd Floor  
Address Line 2: 22nd Floor  
Address Line 4: New York, NEW YORK 10022

|                         |                            |
|-------------------------|----------------------------|
| ATTORNEY DOCKET NUMBER: | 058993-0001                |
| NAME OF SUBMITTER:      | Scott Kareff (058993-0001) |
| Signature:              | /kc for sk/                |
| Date:                   | 03/21/2012                 |

**Total Attachments: 4**

source=Trademark Security Agreement (First Lien) for RM Chevys LLC and others#page1.tif  
source=Trademark Security Agreement (First Lien) for RM Chevys LLC and others#page2.tif  
source=Trademark Security Agreement (First Lien) for RM Chevys LLC and others#page3.tif  
source=Trademark Security Agreement (First Lien) for RM Chevys LLC and others#page4.tif

ASSIGNMENT FOR SECURITY - TRADEMARKS

WHEREAS, RM Chevys LLC, RM Acapulco LLC, RM El Torito LLC and RM Foods LLC (each an "Assignor" and collective, the "Assignors") have adopted, used and are using, and holds all right, title and interest in and to, the respective trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, each Assignor has entered into a Pledge and Security Agreement (First Lien), dated as of March 21, 2012 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of Wells Fargo Bank, N.A., as the Agent for itself and certain lenders and noteholders (in such capacity, together with its successors and assigns, if any, the "Assignee"); and

WHEREAS, pursuant to the Security Agreement, each Assignor has assigned to the Assignee and granted to the Assignee for the benefit of the Secured Parties (as defined in the Security Agreement) a continuing security interest in all right, title and interest of each Assignor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of the Assignee, the Lenders and the Noteholders a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

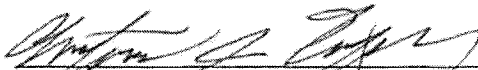
Each Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, each Assignor has caused this Agreement to be duly executed by its officer duly authorized, as of March 21, 2012.

ASSIGNORS:


**RM CHEVYS LLC**

By: RM Opco LLC, its Managing Member

By:   
Name: Christopher Kipley  
Title: Authorized Officer

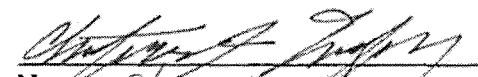
**RM ACAPULCO LLC**

By: RM Opco LLC, its Managing Member

By:   
Name: Christopher Kipley  
Title: Authorized Officer

**RM EL TORITO LLC**

By: RM Opco LLC, its Managing Member

By:   
Name: Christopher Kipley  
Title: Authorized Officer

**RM FOODS LLC**

By: RM Opco LLC, its Managing Member

By:   
Name: Christopher Kipley  
Title: Authorized Officer

SCHEDULE A TO ASSIGNMENT FOR SECURITY

**RM Chevys LLC**

1. U.S. Trademarks

| Mark                                    | Reg. No. /<br>App. No. | Reg. Date /<br>App. Date |
|---|------------------------|--------------------------|
| CHEVYS EXPRESS MEX                      | 2,375,705              | 08-Aug-2000              |
| CHEVYS EXPRESS MEX & Design             | 2,579,149              | 11-Jun-2002              |
| CHEVYS FRESH MEX                        | 2,066,652              | 03-Jun-1997              |
| CHEVYS FRESH MEX                        | 2,251,029              | 08-Jun-1999              |
| CHEVYS FRESH MEX                        | 3,982,218              | 21-Jun-2011              |
| CHEVYS FRESH MEX                        | 3,941,569              | 05-Apr-2011              |
| CHEVYS FRESH MEX                        | 77/875,822             | 18-Nov-2009              |
| CHEVYS FRESH MEX (Stylized)             | 3,170,878              | 14-Nov-2006              |
| CHEVYS MEXICAN RESTAURANT<br>(Stylized) | 1,624,237              | 20-Nov-1990              |
| EL MACHINO                              | 1,951,323              | 23-Jan-1996              |
| FAMOUS FOR FAJITAS AND FIESTAS          | 1,446,992              | 07-Jul-1987              |
| FRESH MEX                               | 1,613,407              | 11-Sep-1990              |
| FRESH MEX                               | 1,750,598              | 02-Feb-1993              |
| FRESH MEX TEQUINI                       | 2,409,955              | 05-Dec-2000              |

**RM Acapulco LLC**

1. U.S. Trademarks

| Mark  | Reg. No. /<br>App. No. | Reg. Date /<br>App. Date |
|---|------------------------|--------------------------|
| ACAPULCO  | 1,411,761              | 30-Sep-1986              |
| ACAPULCO MEXICAN RESTAURANT y<br>CANTINA DESIGN | 2,115,063              | 25-Nov-1997              |
| BURRITOS BY THE FOOT! (and Design)              | 1,854,764              | 20-Sep-1994              |
| MARGARITA CLASSICA                              | 1,809,471              | 07-Dec-1993              |
| MARGARITA MONDAYS                               | 2,098,690              | 23-Sep-1997              |
| MUCHO MACHO PLATTERS                            | 3,729,189              | 20-Mar-2008              |
| SEA OF CORTEZ                                   | 2,389,527              | 26-Sep-2000              |
| SI WE CAN!                                      | 2,393,744              | 10-Oct-2000              |

**RM El Torito**

1. U.S. Trademarks

| Mark                  | Reg. No. /<br>App. No. | Reg. Date /<br>App. Date |
|-----------------------|------------------------|--------------------------|
| BIG PARTY LITTLE BULL | 3,186,212              | 19-Dec-2006              |
| CASA GALLARDO         | 1,222,950              | 04-Jan-1983              |
| CASA GALLARDO         | 1,710,269              | 25-Aug-1992              |

| Mark  | Reg. No. /<br>App. No. | Reg. Date /<br>App. Date |
|---|------------------------|--------------------------|
| CASA GALLARDO MEXICAN<br>RESTAURANT & Design            | 1,215,404              | 02-Nov-1982              |
| DESIGN (BULL)   | 2,410,253              | 05-Dec-2000              |
| DESIGN (BULL)   | 2,336,340              | 28-Mar-2000              |
| EL TORITO   | 1,961,662              | 12-Mar-1996              |
| EL TORITO   | 2,319,732              | 15-Feb-2000              |
| EL TORITO   | 3,982,574              | 21-Jun-2011              |
| EL TORITO   | 3,982,575              | 21-Jun-2011              |
| EL TORITO   | 85/031,756             | 06-May-2010              |
| EL TORITO (stylized/script)                             | 939,089                | 25-Jul-1972              |
| EL TORITO (stylized/standard)                           | 2,187,953              | 08-Sep-1998              |
| EL TORITO (stylized/standard)                           | 2,319,745              | 15-Feb-2000              |
| EL TORITO (stylized/standard)                           | 2,410,247              | 05-Dec-2000              |
| EL TORITO (stylized/standard)                           | 2,410,258              | 05-Dec-2000              |
| EL TORITO EST. 1954 & DESIGN                            | 2,418,861              | 09-Jan-2001              |
| EL TORITO EST. 1954 & DESIGN                            | 2,410,249              | 05-Dec-2000              |
| EL TORITO EXPRESS                                       | 85/031,773             | 06-May-2010              |
| EL TORITO EXPRESS                                       | 85/031,817             | 06-May-2010              |
| EL TORITO EXPRESS                                       | 85/031,887             | 06-May-2010              |
| EL TORITO GRILL   | 2,187,960              | 08-Sep-1998              |
| EL TORITO GRILL   | 85/031,900             | 06-May-2010              |
| EL TORITO GRILL   | 85/031,957             | 06-May-2010              |
| EL TORITO GRILL   | 85/032,007             | 06-May-2010              |
| EL TORITO. REAL MEXICAN.                                | 3,033,368              | 27-Dec-2005              |
| FAJITAS CHIQUITAS                                       | 1,763,092              | 06-Apr-1993              |
| Guadala HARRY'S (stylized)                              | 1,195,937              | 18-May-1982              |
| MARGARITA SUPREMA                                       | 2,726,055              | 10-Jun-2003              |
| SINIGUAL  | 3,613,500              | 28-Apr-2009              |
| TACORITO TUESDAY  | 3,541,658              | 02-Dec-2008              |
| TAQUERIA FRESCA   | 2,982,978              | 09-Aug-2005              |
| THE ORIGINAL EL TORITO<br>RESTAURANT EST. 1954 & DESIGN | 1,653,964              | 13-Aug-1991              |
| WHO-SONG & LARRY'S                                      | 2,288,003              | 19-Oct-1999              |

## RM Foods LLC

### 1. U.S. Trademarks

| Mark                          | Reg. No. /<br>App. No. | Reg. Date /<br>App. Date |
|-------------------------------|------------------------|--------------------------|
| REAL MEX FOODS                | 3,009,695              | 25-Oct-2005              |
| REAL MEX RESTAURANTS          | 3,166,954              | 31-Oct-2006              |
| REAL MEX RESTAURANTS & Design | 3,200,865              | 23-Jan-2007              |