

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Assignment of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bank of America, N.A., as Agent	FORMERLY Fleet National Bank	10/05/2006	National Association: UNITED STATES

RECEIVING PARTY DATA

Name:	Bank of Montreal, as Agent
Street Address:	115 South LaSalle Street
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60603
Entity Type:	a Canadian chartered bank: CANADA

PROPERTY NUMBERS Total: 96

Property Type	Number	Word Mark
Registration Number:	2868568	ACAPULCO MEXICAN RESTAURANT
Registration Number:	2393744	SI WE CAN!
Registration Number:	2389527	SEA OF CORTEZ
Registration Number:	2458752	CRANBERRY GOLD
Registration Number:	2019234	HUMONGO
Registration Number:	2098690	MARGARITA MONDAYS
Registration Number:	2056826	AMIGOS CLUB
Registration Number:	2115063	ACAPULCO MEXICAN RESTAURANT Y CANTINA
Registration Number:	1854764	BURRITOS BY THE FOOT!
Registration Number:	1809471	MARGARITA CLASSICA
Registration Number:	1561620	LA VILLA TAXCO
Registration Number:	1411761	ACAPULCO
Registration Number:	1128023	ACAPULCO

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Registration Number:	1128429	LOS ARCOS
Registration Number:	1150058	SAN FRANCISCO SPECIAL
Registration Number:	2926320	FUZIO
Registration Number:	2601239	FUZIO FIRECRACKER PORK FUSILLI
Registration Number:	2479519	RIOBRAVO
Registration Number:	2499694	RIO BRAVO
Registration Number:	2409955	FRESH MEX TEQUINI
Registration Number:	2579149	CHEVYS EXPRESS MEX
Registration Number:	2277837	UNFORGETTABLE MEX
Registration Number:	2251029	CHEVYS FRESH MEX
Registration Number:	2238359	CHEVYS MEXICAN RESTAURANT
Registration Number:	2300529	FUZIOTINI
Registration Number:	2375706	UNIVERSAL MARTINIS
Registration Number:	2375705	CHEVYS EXPRESS MEX
Registration Number:	2404991	FUZIO UNIVERSAL PASTA
Registration Number:	2409717	FUZIO UNIVERSAL PASTA
Registration Number:	2248206	FUZIO
Registration Number:	2496482	UNIVERSAL PASTA
Registration Number:	2047645	
Registration Number:	2213618	BIG CITY WRAPS
Registration Number:	2066652	CHEVYS FRESH MEX
Registration Number:	1951323	EL MACHINO
Registration Number:	1750598	FRESH MEX
Registration Number:	1624237	CHEVYS MEXICAN RESTAURANT
Registration Number:	1613407	FRESH MEX
Registration Number:	1434357	RIO BRAVO CANTINA
Registration Number:	1446992	FAMOUS FOR FAJITAS AND FIESTAS
Registration Number:	1388655	RIO BRAVO CANTINA
Registration Number:	1402576	A FEAST FOR ALL YOUR SENSES
Registration Number:	1384873	CASA LUPITA
Registration Number:	2982978	TAQUERIA FRESCA
Registration Number:	3033368	EL TORITO. REAL MEXICAN.
Registration Number:	2800792	
Registration Number:	2726055	MARGARITA SUPREMA
Registration Number:	2481427	MUCHO WACKO-SKINS

Registration Number:	2465051	TOTALLY INTENSE TORTAS
Registration Number:	2714824	LAVA COLADA
Registration Number:	2338851	GUACKA-WACKA-MOLE
Registration Number:	2412092	QUIXTAPAS
Registration Number:	2481425	CABO SAN CHILI RICE BOWL
Registration Number:	2481423	TWO TO TANGO
Registration Number:	2336362	45 RPM
Registration Number:	2403777	GRANDE SENSATIONS
Registration Number:	2429398	SURFIN' SKEWERS
Registration Number:	2366289	POLLO IN PARADISE BURRITO
Registration Number:	2410258	EL TORITO
Registration Number:	2410253	
Registration Number:	2410249	EL TORITO EST. 1954
Registration Number:	2410247	EL TORITO
Registration Number:	2418861	EL TORITO EST. 1954
Registration Number:	2336340	
Registration Number:	2498754	XXL SIZZLING ENCHI WOW DAS
Registration Number:	2652180	EL TORITO EXPRESS
Registration Number:	2288003	WHO-SONG & LARRY'S
Registration Number:	2187960	EL TORITO GRILL
Registration Number:	2187953	EL TORITO
Registration Number:	2319745	EL TORITO
Registration Number:	2319732	EL TORITO
Registration Number:	2183170	TAQUERIA FRESCA Y CANTINA
Registration Number:	2170610	TAQUERIA FRESCA
Registration Number:	2192257	SURRENDER TO THE BEAT OF THE BLENDER
Registration Number:	1961662	EL TORITO
Registration Number:	1763092	FAJITAS CHIQUITAS
Registration Number:	1710269	CASA GALLARDO
Registration Number:	1655092	TACO MANIA
Registration Number:	1660229	FIESTA ZONE
Registration Number:	1650442	TEQUILA WILLIE'S
Registration Number:	1637727	PRONTO COMBO
Registration Number:	1653964	THE ORIGINAL EL TORITO RESTAURANT EST.1954
Registration Number:	1582816	SALSA QUEMADA

Registration Number:	1487926	EL TORITO G-R-I-L-L
Registration Number:	1215404	CASA GALLARDO MEXICAN RESTAURANT & BAR
Registration Number:	1195937	GUADALAHARRY'S
Registration Number:	1222950	CASA GALLARDO
Registration Number:	1090533	GUADALAHARRY'S
Registration Number:	0939089	EL TORITO
Registration Number:	3009695	REAL MEX FOODS
Serial Number:	78647057	CHEVYS FRESH MEX
Serial Number:	78272929	EL TORITO
Serial Number:	78705383	BIG PARTY LITTLE BULL
Serial Number:	78695332	REAL MEX RESTAURANTS
Serial Number:	78695277	REAL MEX RESTAURANTS
Serial Number:	75519293	BRICK OVEN BISTRO

CORRESPONDENCE DATA

Fax Number: (312)993-9767
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 312-993-2698
Email: magdalini.rizakos@lw.com
Correspondent Name: Magdalini Rizakos
Address Line 1: 233 South Wacker Drive, Suite 5800
Address Line 4: Chicago, ILLINOIS 60606-7700

ATTORNEY DOCKET NUMBER:	025646-0373
NAME OF SUBMITTER:	Magdalini Rizakos
Signature:	/mmr/
Date:	01/29/2007

Total Attachments: 6
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ASSIGNMENT OF SECURITY INTEREST IN TRADEMARKS

Reference is made to the Amended and Restated Revolving Credit Agreement, dated as of March 31, 2004 (as further amended, modified and amended and restated from time to time, the "*Credit Agreement*"), among **REAL MEX RESTAURANTS, INC.** (formerly known as Acapulco Acquisition Corp.), a Delaware corporation ("*Real Mex*"), (ii) **ACAPULCO RESTAURANTS, INC.**, a Delaware corporation and successor by merger to Acapulco Restaurants of Encinitas, Inc. ("*ARF*"), (iii) **EL TORITO FRANCHISING COMPANY**, a Delaware corporation ("*ETFF*"), (iv) **EL TORITO RESTAURANTS, INC.**, a Delaware corporation ("*ETRF*"), (v) **TARV, INC.**, a California corporation ("*TARV*"), (vi) **ACAPULCO RESTAURANT OF VENTURA, INC.**, a California corporation ("*ARV*"), (vii) **ACAPULCO RESTAURANT OF WESTWOOD, INC.**, a California corporation ("*ARW*"), (viii) **ACAPULCO MARK CORP.**, a Delaware corporation ("*AMC*"), (ix) **MURRAY PACIFIC**, a California corporation ("*MP*"), (x) **ALA DESIGN, INC.**, a California corporation ("*ALAD*"), (xi) **REAL MEX FOODS, INC.**, formerly known as ALA Foods, Inc., a California corporation ("*RMF*"), (xii) **ACAPULCO RESTAURANT OF DOWNEY, INC.**, a California corporation ("*ARD*"), (xiii) **ACAPULCO RESTAURANT OF MORENO VALLEY, INC.**, a California corporation ("*AMV*"), (xiv) **EL PASO CANTINA, INC.**, a California corporation ("*EPC*"), (xv) **CKR ACQUISITION CORP.**, a Delaware corporation ("*CKR*"), (xvi) **CHEVYS RESTAURANTS, LLC**, a Delaware limited liability company (each of Real Mex, ARI, ETFI, ETRI, AEI, TARV, ARV, ARW, AMC, MP, ALAD, RMF, ARD, AMV, EPC, CKR and Chevys, a "*Borrower*" and, together, the "*Borrowers*"), the lending institutions referred to therein as Lenders (collectively, the "*Lenders*"), and Bank of America, N.A. (successor by merger to Fleet National Bank), as agent (in such capacity, the "*Agent*") for itself and the other Lenders. Capitalized terms used herein and not otherwise defined shall have the meanings assigned to such terms in the Credit Agreement.

Bank of America, N.A. (successor by merger to Fleet National Bank) (the "*Assignor*"), for valuable consideration, receipt of which is hereby acknowledged, hereby assigns to Bank of Montreal as successor agent under the Credit Agreement (the "*Assignee*"), all of its right, title and interest in and to any and all security interests created under or pursuant to the agreements listed on Exhibit A hereto (the "*Trademark Security Documents*") (collectively, the "*Assigned Trademark Interests*"). This assignment is made without recourse, representations and warranties of any kind.

[Signature Pages Follow]

DATED as of the 5th day of October, 2006.

**BANK OF AMERICA, N.A. (successor by
merger to Fleet National Bank), as Agent**

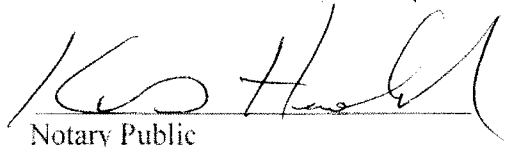
By: 

Name:

Title: **Tamisha U. Eason**
Vice President


STATE OR COMMONWEALTH OF Massachusetts)
COUNTY OF Suffolk)ss.

On this the 4th day of October, 2006, before me appeared Tamisha V. Spence the person who signed this instrument, who acknowledged that he/she is the Vice President of BANK OF AMERICA, N.A. (successor by merger to Fleet National Bank), and that he/she signed such instrument as a free act on behalf of BANK OF AMERICA, N.A. (successor by merger to Fleet National Bank).


Notary Public

[Seal]

My commission expires:

 KALENS HEROLD
Notary Public
Commonwealth of Massachusetts
My Commission Expires
January 25, 2013

ACCEPTANCE AND ASSUMPTION

Assignee, as successor agent accepts the foregoing assignment of the Assigned Trademark Interests and assumes each and every obligation of Assignor as agent, under and pursuant to the Trademark Security Documents arising from and after the date hereof.

DATED as of the 5th day of October, 2006.

Bank of Montreal, as successor agent

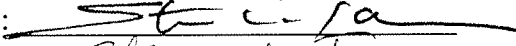
By: Denise Sidlo
Name: Denise Sidlo
Title: Vice President

ACKNOWLEDGEMENT AND CONSENT

Each of the Borrowers hereby acknowledges and consents to the assignment of the Assigned Trademark Interests from Assignor to Assignee as contemplated hereby.

DATED as of the 5th day of October, 2006.

**REAL MEX RESTAURANTS, INC.
ACAPULCO RESTAURANTS, INC.
EL TORITO FRANCHISING COMPANY
EL TORITO RESTAURANTS, INC.
TARV, INC.
ACAPULCO RESTAURANT OF VENTURA, INC.
ACAPULCO RESTAURANT OF WESTWOOD, INC.
ACAPULCO MARK CORP.
MURRAY PACIFIC
ALA DESIGN, INC.
REAL MEX FOODS, INC.
ACAPULCO RESTAURANT OF DOWNEY, INC.
ACAPULCO RESTAURANT OF MORENO VALLEY,
INC.
EL PASO CANTINA, INC.
CKR ACQUISITION CORP.**

By: 
Name: *Steven L. Tanner*
Title: *Chief Financial Officer*

CHEVYS RESTAURANTS, LLC

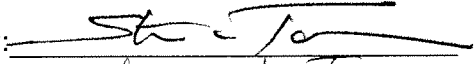
By: 
Name: *Steven L. Tanner*
Title: *Chief Financial Officer*

Exhibit A

1. Trademark Collateral Security and Pledge Agreement dated as of June 28, 2000, by and among Acapulco Restaurants, Inc., El Torito Restaurants, Inc. and Bank of America, N.A. (successor by merger to Fleet National Bank), as Agent recorded with the United States Patent and Trademark Office on July 10, 2000 at Reel 2109 and Frame 0938.
2. Supplement to Trademark Collateral Security and Pledge Agreement dated as of January 17, 2002, by and among Real Mex Restaurants, Inc., formerly know as Acapulco Acquisition Corp., Acapulco Restaurants, Inc., for itself and as successor by merger to Acapulco Restaurant of Encinitas, Inc., El Torito Franchising Company, El Torito Restaurants, Inc., Tarv, Inc., Acapulco Restaurant of Ventura Inc., Acapulco Restaurant of Westwood, Inc., Acapulco Mark Corp., Murray Pacific, ALA Design, Inc., Real Mex Foods, Inc., formerly known as ALA Foods, Inc., Acapulco Restaurant of Downey, Inc., Acapulco Restaurant of Moreno Valley, Inc., El Paso Cantina, Inc. and Bank of America, N.A. (successor by merger to Fleet National Bank), as Agent recorded with the United States Patent and Trademark Office on January 23, 2002 at Reel 2431 and Frame 0526
3. Amended and Restated Trademark Collateral Security and Pledge Agreement dated as of March 31, 2004, by and among Real Mex Restaurants, Inc., Acapulco Restaurants, Inc., for itself and as successor by merger to Acapulco Restaurants of Encinitas, Inc., El Torito Franchising Company, El Torito Restaurants, Inc., Tarv, Inc., Acapulco Restaurant of Ventura, Inc., Acapulco Restaurant of Westwood, Inc., Acapulco Mark Corp., Murray Pacific California, ALA Design, Inc., Real Mex Foods, Inc., formerly known as ALA Foods, Inc., Acapulco Restaurant of Downey, Inc., Acapulco Restaurant of Moreno Valley, Inc., El Paso Cantina, Inc. and Bank of America, N.A. (successor by merger to Fleet National Bank), as Agent recorded with the United States Patent and Trademark Office on April 15, 2004 at Reel 2833 and Frame 0757.
4. Trademark Collateral Security and Pledge Agreement dated as of January 11, 2005, by and among CKR Acquisition Corp., Chevys Restaurants, LLC and Bank of America, N.A. (successor by merger to Fleet National Bank), as Agent recorded with the United States Patent and Trademark Office on March 2, 2005 at Reel 003052 and Frame 0063.