

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 (SECOND 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  
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**

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source=Trademark Security Agreement (Second lien) for RM Chevys LLC and others#page2.tif  
source=Trademark Security Agreement (Second lien) for RM Chevys LLC and others#page3.tif  
source=Trademark Security Agreement (Second 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 (Second 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

<b>Mark</b>	<b>Reg. No. / App. No.</b>	<b>Reg. Date / App. Date</b>
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 (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

<b>Mark</b>	<b>Reg. No. / App. No.</b>	<b>Reg. Date / App. Date</b>
ACAPULCO	1,411,761	30-Sep-1986
ACAPULCO MEXICAN RESTAURANT y 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

<b>Mark</b>	<b>Reg. No. / App. No.</b>	<b>Reg. Date / App. Date</b>
BIG PARTY LITTLE BULL	3,186,212	19-Dec-2006
CASA GALLARDO	1,222,950	04-Jan-1983

Mark	Reg. No. / App. No.	Reg. Date / App. Date
CASA GALLARDO	1,710,269	25-Aug-1992
CASA GALLARDO MEXICAN 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 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. / App. No.	Reg. Date / 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