

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF \_\_\_\_\_**

In re: Real Mex Restaurants, Inc. and Affiliates

Case No. 11-13122 through 11-13138

Reporting Period: October 4 - October 23, 2011

**MONTHLY OPERATING REPORT**

**File with Court and submit copy to United States Trustee within 20 days after end of month.**

Submit copy of report to any official committee appointed in the case.

REQUIRED DOCUMENTS	FORM NO.	DOCUMENT EXPLANATION		AFFIDAVIT/SUPPLEME
		ATTACHED	ATTACHED	NT ATTACHED
Schedule of Cash Receipts and Disbursements	MOR-1	X		
Bank Reconciliation (or copies of debtor's bank reconciliations)	MOR-1a	X		
Schedule of Professional Fees Paid	MOR-1b	NONE		
Copies of bank statements		N/A		
Cash disbursements journals		X		
Statement of Operations	MOR-2	X		
Balance Sheet	MOR-3	X		
Status of Postpetition Taxes	MOR-4	X		
Copies of IRS Form 6123 or payment receipt		N/A		
Copies of tax returns filed during reporting period		N/A		
Summary of Unpaid Postpetition Debts	MOR-4	X		
Listing of aged accounts payable	MOR-4	X		
Accounts Receivable Reconciliation and Aging	MOR-5	X		
Debtor Questionnaire	MOR-5	X		

I declare under penalty of perjury (28 U.S.C. Section 1746) that this report and the attached documents are true and correct to the best of my knowledge and belief.

\_\_\_\_\_  
Signature of Debtor

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature of Joint Debtor Date

\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Signature of Authorized Individual\*

November 30, 2011  
\_\_\_\_\_  
Date

Richard P. Dutkiewicz  
\_\_\_\_\_  
Printed Name of Authorized Individual

Chief Financial Officer  
\_\_\_\_\_  
Title of Authorized Individual

\*Authorized individual must be an officer, director or shareholder if debtor is a corporation; a partner if debtor is a partnership; a manager or member if debtor is a limited liability company.

Real Mex Restaurants, Inc. & Affiliates  
MOR-1 Cash Disbursements By Legal Entity  
October 4 - 23, 2011

Accounts Payable Disbursements (Detail attached):

<b>Legal Entity</b>	<b>Case Number</b>	<b>Total Net Amount</b>
Real Mex Restaurants, Inc.	11-13122	1,832,298.78
Acapulco Restaurant Of Downey, Inc.	11-13125	49,678.90
Acapulco Restaurant Of Moreno Valley, Inc.	11-13126	(6,295.52)
Acapulco Restaurant Of Ventura, Inc.	11-13127	(571.39)
Chevys Restaurants, LLC	11-13128	522,261.76
Acapulco Restaurant Of Westwood, Inc.	11-13129	(765.05)
Acapulco Restaurants, Inc.	11-13130	3,352,351.15
El Paso Cantina, Inc.	11-13133	29,203.93
El Torito Restaurants, Inc.	11-13135	4,051,132.13
Real Mex Foods, Inc.	11-13137	4,976,901.76
<b>Total Accounts Payable Disbursements</b>		<b>14,806,196.45</b>

Payroll Disbursements (Detail Available Upon Request):

<b>Legal Entity</b>	<b>Case Number</b>	<b>Total Net Amount</b>
El Torito Restaurants, Inc.	11-13135	4,051,132.13
<b>Total Payroll Disbursements</b>		<b>4,051,132.13</b>

Real Mex Restaurants, Inc.  
MOR-1 Cash Receipts & Disbursements  
October 23, 2011

Book Balance as of 9/25/11		
BofA Concentration	10101 101	103,386.50
BofA Depository	10121 001	1,041,997.20
WF Concentration	10106 001	560,510.61
WF AP	10129 001	(4,067,269.01)
WF Payroll	10156 XXX	(2,907,537.08)
Citibank	10161 XXX	12,235.80
Other		(96,730.04)
Book Balance as of 9/25/11		<u>(5,353,406.02)</u>
Prepetition activity 9/25-10/4		5,474,039.33
Estimated Book Balance as of 10/4/11		<u>120,633.31</u>

Receipts 10/4-10/23:	
Restaurant receipts	5,389,466.85
Credit card receipts	14,784,753.52
Real Mex Foods & Office Cash	2,221,776.02
GE revolver draws	1,700,000.00
Total Receipts	<u>24,095,996.39</u>

Disbursements 10/4-10/23:	
Accounts Payable	(14,806,196.45)
Payroll	(9,144,038.40)
Total Disbursements	<u>(23,950,234.85)</u>

Postpetition October activity	<u>145,761.54</u>
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Book Balance as of 10/23/11		
BofA Concentration	10101 101	315,848.73
BofA Depository	10121 001	1,032,868.63
WF Concentration	10106 001	4,270,568.76
WF AP	10129 001	(2,515,378.63)
WF Payroll	10156 XXX	(2,788,456.27)
Citibank	10161 XXX	15,736.27
Other		(64,792.64)
Book Balance as of 10/23/11		<u>266,394.85</u>

Variance

**Real Mex Restaurants, Inc.**  
**MOR-1a Bank Reconciliations**  
**October 23, 2011**

ATTESTATION: All accounts have been reconciled as of October 23, 2011.  
 Reconciliations are available upon request.

DEBITOR	Bank	Purpose	Account#	Balance
Real Mex Restaurants, Inc.	WFB	Concentration	4296911928	4,270,568.76
Real Mex Restaurants, Inc.	WFB	Depository	4296911936	-
Real Mex Restaurants, Inc.	WFB	Incoming Payments	4121350482	-
El Torito Restaurants, Inc.	WFB	Payroll	4121237572	(2,788,456.27)
Real Mex Restaurants, Inc.	WFB	Voluntary Disability	4121350508	(65,127.00)
Real Mex Restaurants, Inc.	WFB	Disbursement	4121350516	-
Real Mex Restaurants, Inc.	WFB	Liquor	4121350490	(1,707.60)
Real Mex Restaurants, Inc.	WFB	A/P - Controlled Disb.	9600081015	(2,515,378.63)
Real Mex Restaurants, Inc.	BOA	Master Concentration	1459239751	315,848.73
Real Mex Restaurants, Inc.	BOA	Depository Concentration	1459236007	1,032,868.63
Chevys Restaurants, Inc.	BOA	Chevys Gift Certificates	1472200962	-
Chevys Restaurants, Inc.	BOA	Chevys Gift Certificates	1473200060	-
Chevys Restaurants, Inc.	BOA	Chevys Gift Certificates	1472001199	-
Chevys, Restaurants, LLC	CHASE	Depository	3084386826	46,877.38
Acapulco Restaurants, Inc.	UBOC	Chevys Gift Certificates	3030167790	(39,925.42)
Acapulco Restaurants, Inc.	UBOC	Fuzio Gift Certificates	3030167804	(4,910.00)
Real Mex Restaurants, Inc.	Citibank	Checking	30458979	(8,612.35)
Real Mex Restaurants, Inc.	Citibank	Checking	40790182	24,348.62

Payee	Check Date	Check #	Name of Payor	Amount Applied		Balance	Notes
				Amount	to Date		
Epiq	07/25/11	WIRE	Real Mex Restaurants	\$ 25,000.00	\$ 25,000.00		0909 83706 909 (P8)
Epiq	10/03/11	WIRE	Real Mex Restaurants	\$ 10,000.00	\$ 35,000.00		0909 83706 909 (P10)
Ernst & Young	09/19/11	WIRE	Real Mex Restaurants	\$ 25,000.00	\$ 25,000.00		0909 84102 909 (P9)
Ernst & Young	09/23/11	WIRE	Real Mex Restaurants	\$ 25,000.00	\$ 50,000.00		0909 84102 909 (P9)
Imperial Capital	07/29/11	WIRE	Real Mex Restaurants	\$ 150,000.00	\$ 150,000.00		0909 83706 909 (P8)
Imperial Capital	08/05/11	WIRE	Real Mex Restaurants	\$ 85,000.00	\$ 235,000.00		0909 83706 909 (P8)
Imperial Capital	08/31/11	WIRE	Real Mex Restaurants	\$ 175,000.00	\$ 410,000.00		0909 83706 909 (P9)
Imperial Capital	09/16/11	WIRE	Real Mex Restaurants	\$ 135,833.33	\$ 545,833.33		0909 83706 909 (P9)
Imperial Capital	09/30/11	WIRE	Real Mex Restaurants	\$ 125,000.00	\$ 670,833.33		0909 83706 909 (P10)
Milbank	07/07/11	WIRE	Real Mex Restaurants	\$ 200,000.00	\$ 200,000.00		0909 83706 909 (P7)
Milbank	07/22/11	WIRE	Real Mex Restaurants	\$ 261,549.13	\$ 461,549.13		0909 83706 909 (P7)
Milbank	07/27/11	WIRE	Real Mex Restaurants	\$ 200,000.00	\$ 661,549.13		0909 83706 909 (P8)
Milbank	08/15/11	WIRE	Real Mex Restaurants	\$ 26,579.28	\$ 688,128.41		0909 83706 909 (P8)
Milbank	08/18/11	WIRE	Real Mex Restaurants	\$ 300,000.00	\$ 988,128.41		0909 83706 909 (P8)
Milbank	09/23/11	WIRE	Real Mex Restaurants	\$ 117,501.57	\$ 1,105,629.98		0909 83706 909 (P9)
Milbank	10/03/11	WIRE	Real Mex Restaurants	\$ 500,000.00	\$ 1,605,629.98		0909 83706 909 (P10)
Pachulski Stang	07/26/11	WIRE	Real Mex Restaurants	\$ 117,663.00	\$ TBD		

RM RESTAURANT HOLDING CORP  
MOR-2 STATEMENT OF OPERATIONS  
FOR THE PERIOD OCTOBER 4, 2011 - OCTOBER 23, 2011

	ALL	RMRHC	ELIM1	RMR00	TARV0	CHLLC	CKRAQ	MOREN	VENTU
	CONSOLIDATED	RM		REAL MEX	TARV.	CHEVYS	CKR	ACAPULCO	ACAPULCO
	TOTAL	RESTAURANT	ELIMINATION	RESTAURANTS,	INC	RESTAURANTS	ACQUISITION	REST. OF MORENO	REST. OF
		HOLDING CORP		INC.		LLC	CORP	VALLEY, INC.	VENTURA, INC.
		20-5392217		13-4012902	33-0338081	20-1892992	20-1738287	33-0874606	13-3353626
GROSS REVENUES	23,476,967	0	(4,587,315)	0	0	8,204,480	0	99,129	0
GROSS ROYALTIES	98,656	0	0	0	0	98,656	0	0	0
NET REVENUE	23,575,623	0	(4,587,315)	0	0	8,303,136	0	99,129	0
COST OF GOODS SOLD	6,129,615	0	(4,577,558)	0	0	2,074,548	0	24,578	0
GROSS PROFIT	17,446,008	0	(9,757)	0	0	6,228,588	0	74,551	0
OPERATING EXPENSES									
ADVERTISING	754,964	0	0	0	0	303,814	0	6,338	0
BAD DEBTS	719	0	0	0	0	719	0	0	0
EMPLOYEE BENEFIT PROGRAMS	782,380	0	0	0	0	254,574	0	3,176	0
INSURANCE	140,772	0	0	0	0	43,656	0	641	0
OFFICE EXPENSE	1,962	0	0	0	0	1,339	0	0	0
PENSION, PROFIT-SHARING PLANS, ETC.	10,332	0	0	0	0	0	0	0	0
REPAIRS AND MAINTENANCE	1,232,297	0	(507)	0	0	439,207	0	5,099	149
RENTS	2,519,066	0	0	0	0	1,099,362	0	9,766	0
SALARIES AND WAGES	8,755,099	0	0	0	0	2,892,481	0	34,568	0
SUPPLIES	365,976	0	(9,248)	13	0	179,424	0	1,611	189
TAXES AND LICENSES	1,331,453	0	0	0	0	518,390	0	4,904	0
UTILITIES	1,464,931	0	129	0	0	540,711	0	8,580	0
OTHER DEDUCTIONS	1,775,152	0	(132)	4	0	463,574	0	4,269	200
TOTAL OPERATING EXP BEFORE DEPR/AMORT	19,135,103	0	(9,757)	17	0	6,737,250	0	78,951	539
DEPRECIATION	1,160,324	0	0	0	0	437,648	0	1,295	0
AMORTIZATION	282,824	2,654	0	0	0	155,835	0	0	0
NET PROFIT/(LOSS) BEFORE OTHER INCOME & EXPE	(3,132,243)	(2,654)	(0)	(17)	0	(1,102,145)	0	(5,695)	(539)
OTHER INCOME AND EXPENSES									
INTEREST EXPENSE	(2,192,163)	(599,636)	0	0	0	(603,486)	0	0	0
OTHER INCOME	61,831	0	0	0	0	2,053	0	0	0
NET PROFIT/(LOSS) BEFORE OTHER INCOME & EXPE	(5,262,575)	(602,290)	(0)	(17)	0	(1,703,578)	0	(5,695)	(539)
REORGANIZATION ITEMS									
PROFESSIONAL FEES	1,330,000	0	0	0	0	0	0	0	0
GAIN/(LOSS) FROM SALE OF EQUIPMENT	(436,050)	0	0	0	0	(6)	0	0	0
TOTAL REORGANIZATION EXPENSES	1,766,050	0	0	0	0	6	0	0	0
NET PROFIT/(LOSS)	(7,028,625)	(602,290)	(0)	(17)	0	(1,703,584)	0	(5,695)	(539)
<u>COST OF GOODS SOLD:</u>									
INVENT. AT BEGIN OF YEAR	11,005,673	0	0	0	0	970,695	0	13,457	11,275

RM RESTAURANT HOLDING CORP  
MOR-2 STATEMENT OF OPERATIONS  
FOR THE PERIOD OCTOBER 4, 2011 - OCTOBER 23, 2011

	WESTW ACAPULCO REST. OF WESTWOOD 33-0631162	AMARK ACAPULCO MARK CORP 13-3923570	EPCAN EL PASO CANTINA, INC. 95-2810112	TORIT EL TORITO RESTAUR. INC. 33-0197059	ETFRA EL TORITO FRANCH. INC. 33-0722754	ACAPU ACAPULCO RESTAURANTS INC 13-3304897	ALADE ALA DESIGN, INC. 95-3218584	A-RMF REAL MEX FOODS, INC. 95-3218585	DOWNY ACAPULCO REST. OF DOWNEY, INC. 95-4122910	MURRY MURRAY PACIFIC 95-3721596
GROSS REVENUES	73,556	0	920,717	10,106,850	0	1,865,152	0	6,505,412	288,985	0
GROSS ROYALTIES	0	0	0	0	0	0	0	0	0	0
NET REVENUE	73,556	0	920,717	10,106,850	0	1,865,152	0	6,505,412	288,985	0
COST OF GOODS SOLD	18,370	0	221,326	2,455,077	0	467,273	2	5,376,915	69,084	0
GROSS PROFIT	55,186	0	699,391	7,651,773	0	1,397,879	(2)	1,128,497	219,902	0
OPERATING EXPENSES										
ADVERTISING	4,887	0	51,795	277,102	0	37,054	0	55,444	18,530	0
BAD DEBTS	0	0	0	0	0	0	0	0	0	0
EMPLOYEE BENEFIT PROGRAMS	2,386	0	25,379	296,718	0	111,853	0	82,000	6,295	0
INSURANCE	389	0	4,777	53,189	0	29,749	0	7,368	1,004	0
OFFICE EXPENSE	0	0	19	146	0	263	0	196	0	0
PENSION, PROFIT-SHARING PLANS, ETC.	0	0	0	0	0	10,332	0	0	0	0
REPAIRS AND MAINTENANCE	5,277	0	49,387	548,543	0	123,562	0	49,106	12,473	0
RENTS	7,104	0	80,954	865,758	0	202,164	0	232,740	21,218	0
SALARIES AND WAGES	26,298	0	281,939	3,368,978	0	1,352,768	0	723,500	74,567	0
SUPPLIES	1,438	0	13,866	146,639	0	48,636	0	(20,173)	3,581	0
TAXES AND LICENSES	4,928	0	48,352	536,243	0	148,492	0	58,394	11,750	0
UTILITIES	3,730	0	50,694	621,629	0	140,241	0	90,315	8,901	0
OTHER DEDUCTIONS	3,758	0	45,715	683,296	0	483,163	0	60,665	30,641	0
TOTAL OPERATING EXP BEFORE DEPR/AMORT	60,194	0	652,878	7,398,240	0	2,688,276	0	1,339,554	188,961	0
DEPRECIATION	1,169	0	21,708	440,655	0	138,805	0	113,147	5,897	0
AMORTIZATION	2,988	0	(2,961)	102,820	0	25,415	0	0	(3,927)	0
NET PROFIT/(LOSS) BEFORE OTHER INCOME & EXPE	(9,165)	0	27,767	(289,942)	0	(1,454,618)	(2)	(324,204)	28,971	0
OTHER INCOME AND EXPENSES										
INTEREST EXPENSE	0	0	0	(741,033)	0	(245,838)	0	(2,170)	0	0
OTHER INCOME	34	0	137	14,669	0	25,570	0	0	19,368	0
NET PROFIT/(LOSS) BEFORE OTHER INCOME & EXPE	(9,131)	0	27,904	(1,016,306)	0	(1,674,886)	(2)	(326,374)	48,339	0
REORGANIZATION ITEMS										
PROFESSIONAL FEES	0	0	0	0	0	1,330,000	0	0	0	0
GAIN/(LOSS) FROM SALE OF EQUIPMENT	0	0	0	(430,214)	0	(5,830)	0	0	0	0
TOTAL REORGANIZATION EXPENSES	0	0	0	430,214	0	1,335,830	0	0	0	0
NET PROFIT/(LOSS)	(9,131)	0	27,904	(1,446,520)	0	(3,010,716)	(2)	(326,374)	48,339	0

COST OF GOODS SOLD:

INVENT. AT BEGIN OF YEAR	11,041	0	98,796	1,160,209	0	295,183	0	8,420,901	24,115	0
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RM RESTAURANT HOLDING CORP  
MOR-2 STATEMENT OF OPERATIONS  
FOR THE PERIOD OCTOBER 4, 2011 - OCTOBER 23, 2011

	ALL CONSOLIDATED TOTAL	RMRHC RM RESTAURANT HOLDING CORP 20-5392217	ELIM1 ELIMINATION	RMR00 REAL MEX RESTAURANTS, INC 13-4012902	TARVO TARV. INC 33-0338081	CHLLC CHEVYS RESTAURANTS LLC 20-1892992	CKRAQ CKR ACQUISITION CORP 20-1738287	MOREN ACAPULCO REST. OF MORENO VALLEY, INC. 33-0874606	VENTU ACAPULCO REST. OF VENTURA, INC. 13-3353626
PURCHASES	5,312,327	0	(4,577,558)	626	0	2,054,270	0	26,395	(11,275)
COST OF LABOR	0	0	0	0	0	0	0	0	0
GOODS AVAILABLE FOR SALE INVENT. AT END OF YEAR	16,318,000 10,188,385	0 0	(4,577,558) 0	626 626	0 0	3,024,965 950,417	0 0	39,853 15,275	0 0
	6,129,615	0	(4,577,558)	0	0	2,074,548	0	24,578	0
<b>OTHER INCOME:</b>									
ADMISSION CHARGES	48,929	0	0	0	0	0	0	0	0
DISCOUNT ON SALES TAX	1,692	0	0	0	0	798	0	0	0
FRANCHISE FEES-EL TORITO	2,087	0	0	0	0	0	0	0	0
PARKING LOT INCOME	5,325	0	0	0	0	0	0	0	0
INDIRECT FOOD SERVICE INCOME	7,975	0	0	0	0	535	0	0	0
INTEREST INCOME	719	0	0	0	0	719	0	0	0
GROSS RENTS	(4,897)	0	0	0	0	0	0	0	0
	61,831	0	0	0	0	2,053	0	0	0
<b>TAXES:</b>									
EMPLOYMENT TAXES	926,424	0	0	0	0	344,867	0	3,785	0
PROPERTY TAXES - REAL	305,880	0	0	0	0	131,360	0	744	0
PROPERTY TAXES - PERSONAL	63,200	0	0	0	0	20,758	0	201	0
STATE INCOME TAXES	4,947	0	0	0	0	4,197	0	0	0
LICENSES AND PERMITS	37,902	0	0	0	0	17,209	0	174	0
REAL ESTATE TAX SUBTENANT	(6,900)	0	0	0	0	0	0	0	0
	1,331,453	0	0	0	0	518,390	0	4,904	0
<b>EMPLOYEE BENEFITS:</b>									
CALIFORNIA - WORK COMP DIRECT	318,181	0	0	0	0	107,259	0	1,426	0
OREGON-WORK COMP DIRECT	341	0	0	0	0	229	0	0	0
EPL INSURANCE - DIRECT	23,125	0	0	0	0	4,293	0	58	0
DISABILITY - DIRECT	5,127	0	0	0	0	67	0	0	0
GROUP LIFE - DIRECT	7,937	0	0	0	0	2,003	0	25	0
HEALTH INSURANCE	427,669	0	0	0	0	140,723	0	1,667	0
	782,380	0	0	0	0	254,574	0	3,176	0
<b>INSURANCE:</b>									
GENERAL LIABILITY	60,941	0	0	0	0	23,564	0	290	0
PROPERTY INSURANCE	52,753	0	0	0	0	16,788	0	343	0
EXECUTIVE RISK INSURANCE	8,584	0	0	0	0	0	0	0	0
AUTOMOBILE INSURANCE	10,500	0	0	0	0	2,603	0	0	0
CRIME INSURANCE	7,994	0	0	0	0	701	0	9	0
	140,772	0	0	0	0	43,656	0	641	0
<b>OTHER DEDUCTIONS:</b>									
EXPENDABLE EQUIPMENT	211,335	0	(91)	0	0	84,996	0	665	113
AMEX CLUB DISCOUNTS	92,065	0	0	0	0	32,884	0	141	0



RM RESTAURANT HOLDING CORP  
MOR-2 STATEMENT OF OPERATIONS  
FOR THE PERIOD OCTOBER 4, 2011 - OCTOBER 23, 2011

	WESTW ACAPULCO REST. OF WESTWOOD 33-0631162	AMARK ACAPULCO MARK CORP 13-3923570	EPCAN EL PASO CANTINA, INC. 95-2810112	TORIT EL TORITO RESTAUR. INC. 33-0197059	ETFRA EL TORITO FRANCH. INC. 33-0722754	ACAPU ACAPULCO RESTAURANTS INC 13-3304897	ALADE ALA DESIGN, INC. 95-3218584	A-RMF REAL MEX FOODS, INC. 95-3218585	DOWNY ACAPULCO REST. OF DOWNEY, INC. 95-4122910	MURRY MURRAY PACIFIC 95-3721596
PURCHASES	20,424	0	218,515	2,455,407	0	422,267	2	4,636,389	66,866	0
COST OF LABOR	0	0	0	0	0	0	0	0	0	0
GOODS AVAILABLE FOR SALE INVENT. AT END OF YEAR	31,465 13,095	0 0	317,311 95,985	3,615,615 1,160,538	0 0	717,450 250,177	2 0	13,057,290 7,680,375	90,981 21,897	0 0
	18,370	0	221,326	2,455,077	0	467,273	2	5,376,915	69,084	0
<b>OTHER INCOME:</b>										
ADMISSION CHARGES	0	0	0	10,328	0	19,233	0	0	19,368	0
DISCOUNT ON SALES TAX	0	0	0	894	0	0	0	0	0	0
FRANCHISE FEES-EL TORITO	0	0	0	2,087	0	0	0	0	0	0
PARKING LOT INCOME	0	0	0	5,325	0	0	0	0	0	0
INDIRECT FOOD SERVICE INCOME	34	0	137	932	0	6,337	0	0	0	0
INTEREST INCOME	0	0	0	0	0	0	0	0	0	0
GROSS RENTS	0	0	0	(4,897)	0	0	0	0	0	0
	34	0	137	14,669	0	25,570	0	0	19,368	0
<b>TAXES:</b>										
EMPLOYMENT TAXES	2,990	0	35,683	367,833	0	118,382	0	43,615	9,270	0
PROPERTY TAXES - REAL	1,093	0	9,062	132,490	0	21,330	0	7,837	1,964	0
PROPERTY TAXES - PERSONAL	176	0	1,624	29,641	0	3,916	0	6,577	307	0
STATE INCOME TAXES	0	0	0	750	0	0	0	0	0	0
LICENSES AND PERMITS	668	0	1,983	12,429	0	4,864	0	365	209	0
REAL ESTATE TAX SUBTENANT	0	0	0	(6,900)	0	0	0	0	0	0
	4,928	0	48,352	536,243	0	148,492	0	58,394	11,750	0
<b>EMPLOYEE BENEFITS:</b>										
CALIFORNIA - WORK COMP DIRECT	1,071	0	11,392	127,082	0	31,600	0	35,525	2,826	0
OREGON-WORK COMP DIRECT	0	0	0	51	0	60	0	0	0	0
EPL INSURANCE - DIRECT	44	0	464	5,041	0	13,110	0	0	115	0
DISABILITY - DIRECT	0	0	0	209	0	1,294	0	3,557	0	0
GROUP LIFE - DIRECT	19	0	197	2,355	0	1,342	0	1,949	49	0
HEALTH INSURANCE	1,253	0	13,326	161,980	0	64,446	0	40,969	3,305	0
	2,386	0	25,379	296,718	0	111,853	0	82,000	6,295	0
<b>INSURANCE:</b>										
GENERAL LIABILITY	221	0	2,594	27,456	0	6,056	0	0	761	0
PROPERTY INSURANCE	161	0	2,105	23,602	0	5,551	0	3,982	221	0
EXECUTIVE RISK INSURANCE	0	0	0	0	0	8,584	0	0	0	0
AUTOMOBILE INSURANCE	0	0	0	1,310	0	3,201	0	3,386	0	0
CRIME INSURANCE	7	0	77	821	0	6,357	0	0	23	0
	389	0	4,777	53,189	0	29,749	0	7,368	1,004	0
<b>OTHER DEDUCTIONS:</b>										
EXPENDABLE EQUIPMENT	1,269	0	8,475	85,864	0	11,989	0	14,729	3,326	0
AMEX CLUB DISCOUNTS	265	0	2,956	48,090	0	7,361	0	0	367	0

RM RESTAURANT HOLDING CORP  
MOR-2 STATEMENT OF OPERATIONS  
FOR THE PERIOD OCTOBER 4, 2011 - OCTOBER 23, 2011

	ALL	RMRHC	ELIM1	RMR00	TARV0	CHLLC	CKRAQ	MOREN	VENTU
	CONSOLIDATED	RM		REAL MEX	TARV.	CHEVYS	CKR	ACAPULCO	ACAPULCO
	TOTAL	RESTAURANT	ELIMINATION	RESTAURANTS,	INC	RESTAURANTS	ACQUISITION	REST. OF MORENO	REST. OF
		HOLDING CORP		INC.		LLC	CORP	VALLEY, INC.	VENTURA, INC.
		20-5392217		13-4012902	33-0338081	20-1892992	20-1738287	33-0874606	13-3353626
DISCOVER CARD DISCOUNTS	10,025	0	0	0	0	4,243	0	18	0
VISA/MC CLUB DISCOUNTS	270,365	0	0	0	0	111,681	0	1,300	0
JCB CLUB DISCOUNT	7	0	0	0	0	0	0	0	0
LAUNDRY AND UNIFORMS	172,232	0	(41)	0	0	50,390	0	626	87
MUSIC AND FLOWERS	101,566	0	0	0	0	8,570	0	61	0
TRAVEL EXPENSE	164,096	0	0	0	0	48,168	0	0	0
BUSINESS MEALS	16,028	0	0	0	0	8,271	0	0	0
PROMO (CONTRIBUTIONS)	50	0	0	0	0	0	0	0	0
DIVISION SALES MEETINGS	13,908	0	0	0	0	7,163	0	0	0
EMPLOYMENT EXPENSES	46,282	0	0	0	0	469	0	0	0
DUES AND SUBSCRIPTIONS	2,654	0	0	0	0	0	0	0	0
MOVING EXPENSES	9,347	0	0	0	0	1,866	0	0	0
RESEARCH AND TRAINING	19,494	0	0	0	0	512	0	0	0
TRAINING EXPENSES	20,387	0	0	0	0	7,535	0	0	0
TRUCKING	3,213	0	0	0	0	1,889	0	0	0
OVER & SHORT	6,659	0	0	4	0	3,495	0	18	0
OVER & SHORT-GIFT CERTIFICATES	(105)	0	0	0	0	(266)	0	0	0
PRODUCT DEVELOPMENT	6,605	0	0	0	0	0	0	0	0
GUEST REIMB. EXPENSE	420	0	0	0	0	336	0	0	0
COMPARATIVE SHOPPER	3,877	0	0	0	0	627	0	0	0
DELIVERY SERVICE	3,763	0	0	0	0	461	0	19	0
OTHER DIRECT EXPENSE	(41,012)	0	0	0	0	(39,005)	0	0	0
COMMON AREA MAINT.	298,574	0	0	0	0	130,367	0	1,312	0
INSURANCE EXP-RENT RELATED	3,729	0	0	0	0	929	0	0	0
DEPR-FAS 144 ASSETS REVERSE	(39,939)	0	0	0	0	0	0	0	0
BANK SERVICE CHARGES	19,121	0	0	0	0	6,869	0	108	0
LEGAL EXPENSES	54,214	0	0	0	0	1,181	0	0	0
CONSULTING FEES	202,878	0	0	0	0	1,282	0	0	0
ACCOUNTING & TAX SERVICES	35,282	0	0	0	0	0	0	0	0
R & D FACILITY COSTS	656	0	0	0	0	0	0	0	0
FRANCHISING FEES	(12,605)	0	0	0	0	(12,605)	0	0	0
CONSTRUCTION ALLOCATION	(44,751)	0	0	0	0	0	0	0	0
EDP CHARGES	4,537	0	0	0	0	0	0	0	0
TAX PENALTIES	514	0	0	0	0	514	0	0	0
ROYALTY FEE - EPL	5,662	0	0	0	0	0	0	0	0
CLOSED UNIT-OTHER EXPENSES	1,520	0	0	0	0	751	0	0	0
CLOSED UNIT-RESERVE CREDIT	112,500	0	0	0	0	0	0	0	0
	1,775,152	0	(132)	4	0	463,574	0	4,269	200

RM RESTAURANT HOLDING CORP  
MOR-2 STATEMENT OF OPERATIONS  
FOR THE PERIOD OCTOBER 4, 2011 - OCTOBER 23, 2011

	WESTW ACAPULCO REST. OF WESTWOOD 33-0631162	AMARK ACAPULCO MARK CORP 13-3923570	EPCAN EL PASO CANTINA, INC. 95-2810112	TORIT EL TORITO RESTAUR. INC. 33-0197059	ETFRA EL TORITO FRANCH. INC. 33-0722754	ACAPU ACAPULCO RESTAURANTS INC 13-3304897	ALADE ALA DESIGN, INC. 95-3218584	A-RMF REAL MEX FOODS, INC. 95-3218585	DOWNY ACAPULCO REST. OF DOWNEY, INC. 95-4122910	MURRY MURRAY PACIFIC 95-3721596
DISCOVER CARD DISCOUNTS	15	0	336	4,482	0	873	0	0	60	0
VISA/MC CLUB DISCOUNTS	1,074	0	11,946	124,565	0	16,784	0	0	3,015	0
JCB CLUB DISCOUNT	0	0	0	7	0	0	0	0	0	0
LAUNDRY AND UNIFORMS	546	0	5,314	111,899	0	13,388	0	(11,325)	1,348	0
MUSIC AND FLOWERS	195	0	4,104	44,735	0	26,681	0	0	17,220	0
TRAVEL EXPENSE	0	0	70	28,095	0	72,871	0	14,878	15	0
BUSINESS MEALS	0	0	0	746	0	4,031	0	2,980	0	0
PROMO (CONTRIBUTIONS)	0	0	0	50	0	0	0	0	0	0
DIVISION SALES MEETINGS	3	0	16	3,137	0	2,723	0	867	0	0
EMPLOYMENT EXPENSES	0	0	0	19,730	0	25,864	0	219	0	0
DUES AND SUBSCRIPTIONS	0	0	0	1,344	0	113	0	1,197	0	0
MOVING EXPENSES	0	0	0	0	0	6,507	0	974	0	0
RESEARCH AND TRAINING	0	0	0	638	0	17,903	0	441	0	0
TRAINING EXPENSES	0	0	0	2,689	0	10,154	0	9	0	0
TRUCKING	0	0	0	(251)	0	0	0	1,575	0	0
OVER & SHORT	263	0	783	1,495	0	524	0	0	76	0
OVER & SHORT-GIFT CERTIFICATES	0	0	28	74	0	(9)	0	0	68	0
PRODUCT DEVELOPMENT	0	0	0	1,309	0	74	0	5,221	0	0
GUEST REIMB. EXPENSE	0	0	0	54	0	30	0	0	0	0
COMPARATIVE SHOPPER	0	0	0	906	0	1,943	0	401	0	0
DELIVERY SERVICE	19	0	167	2,539	0	540	0	0	19	0
OTHER DIRECT EXPENSE	0	0	0	(933)	0	(13)	0	(1,060)	0	0
COMMON AREA MAINT.	0	0	10,328	117,567	0	29,700	0	4,283	5,017	0
INSURANCE EXP-RENT RELATED	0	0	434	361	0	0	0	2,005	0	0
DEPR-FAS 144 ASSETS REVERSE	0	0	0	(39,939)	0	0	0	0	0	0
BANK SERVICE CHARGES	108	0	759	8,150	0	3,017	0	0	108	0
LEGAL EXPENSES	0	0	0	2,625	0	48,449	0	1,959	0	0
CONSULTING FEES	0	0	0	0	0	186,600	0	14,996	0	0
ACCOUNTING & TAX SERVICES	0	0	0	0	0	35,282	0	0	0	0
R & D FACILITY COSTS	0	0	0	0	0	0	0	656	0	0
FRANCHISING FEES	0	0	0	0	0	0	0	0	0	0
CONSTRUCTION ALLOCATION	0	0	0	0	0	(44,751)	0	0	(4,000)	0
EDP CHARGES	0	0	0	0	0	4,537	0	0	0	0
TAX PENALTIES	0	0	0	0	0	0	0	0	0	0
ROYALTY FEE - EPL	0	0	0	0	0	0	0	5,662	0	0
CLOSED UNIT-OTHER EXPENSES	0	0	0	768	0	0	0	0	0	0
CLOSED UNIT-RESERVE CREDIT	0	0	0	112,500	0	0	0	0	0	0
	<u>3,758</u>	<u>0</u>	<u>45,715</u>	<u>683,296</u>	<u>0</u>	<u>483,163</u>	<u>0</u>	<u>60,665</u>	<u>30,641</u>	<u>0</u>

RM Restaurant Holding Corp  
Consolidated Balance Sheets (unaudited)  
Debtor-In-Possession  
(in thousands)

	<u>October 23, 2011</u>
<b>Assets</b>	
Current assets:	
Cash and cash equivalents	\$ 1,772
Trade receivables, net	7,106
Other receivables	713
Inventories, net	10,188
Prepaid expenses	3,944
Current portion of favorable lease asset, net	3,308
Other current assets	<u>169</u>
Total current assets	27,200
Property and equipment, net	61,508
Goodwill	46,000
Trademarks & other intangible assets	38,500
Deferred charges	2,716
Favorable lease asset, less current portion, net	8,604
Other assets	<u>6,237</u>
Total assets	<u>\$ 190,765</u>
<b>Liabilities and stockholder's equity</b>	
Liabilities Not Subject to Compromise (Postpetition)	
Accounts payable	\$ 5,920
Accrued compensation and benefits	8,263
Accrued interest	183
Other accrued liabilities	5,230
Other liabilities	<u>148</u>
Total current liabilities	19,744
Liabilities Subject to Compromise (Prepetition)	
Accrued interest - secured	\$ 5,687
Long-term debt - secured	147,876
Capital lease obligations - secured	<u>556</u>
Total secured liabilities	154,119
Accounts payable - unsecured	16,497
Accrued self-insurance reserves - unsecured	10,381
Accrued interest - unsecured	876
Other accrued liabilities	6,787
Long-term debt - unsecured	75,380
Deferred tax liabilities - unsecured	19,522
Unfavorable lease liability - unsecured	5,435
Other liabilities - unsecured	<u>2,941</u>
Total unsecured liabilities	137,819
Total prepetition liabilities	<u>291,938</u>
Total liabilities	311,682
Commitments and contingencies	
Stockholder's equity:	
Common stock, \$.001 par value, 1,000 shares authorized, issued and outstanding as of October 23, 2011 and December 26, 2010	-
Additional paid-in capital	15,105
Accumulated deficit - Prepetition	(128,994)
Accumulated deficit - Postpetition	<u>(7,028)</u>
Total stockholder's (deficit) equity	<u>(120,917)</u>
Total liabilities and stockholder's equity	<u>\$ 190,765</u>

Real Mex Restaurants, Inc. & Affiliates  
MOR-4 Accounts Payable Aging by Legal Corp  
October 23, 2011

Legal Entity	Case Number	Balance	Current	31-60	61-90	91-120	Over 120
Real Mex Restaurants, Inc.	11-13122	\$ 12.53	\$ 12.53	\$ -	\$ -	\$ -	\$ -
Acapulco Restaurant Of Downey, Inc.	11-13125	\$ 29,107.21	\$ 29,107.21	\$ -	\$ -	\$ -	\$ -
Acapulco Restaurant Of Moreno Valley, Inc.	11-13126	\$ 2,459.88	\$ 2,459.88	\$ -	\$ -	\$ -	\$ -
Acapulco Restaurant Of Ventura, Inc.	11-13127	\$ 40.00	\$ 40.00	\$ -	\$ -	\$ -	\$ -
Chevys Restaurants, LLC	11-13128	\$ 701,338.86	\$ 672,897.78	\$ 27,691.54	\$ 195.59	\$ 415.00	\$ 138.95
Acapulco Restaurant Of Westwood, Inc.	11-13129	\$ 6,923.73	\$ 6,862.73	\$ 61.00	\$ -	\$ -	\$ -
Acapulco Restaurants, Inc.	11-13130	\$ 345,030.92	\$ 335,737.04	\$ 9,293.88	\$ -	\$ -	\$ -
El Paso Cantina, Inc.	11-13133	\$ 26,267.81	\$ 25,927.92	\$ 240.70	\$ -	\$ -	\$ 99.19
El Torito Restaurants, Inc.	11-13135	\$ 671,427.58	\$ 658,915.59	\$ 3,031.71	\$ 131.41	\$ -	\$ 9,348.87
Real Mex Foods, Inc.	11-13137	\$ 2,404,967.21	\$ 2,386,004.03	\$ 23,746.79	\$ 375.00	\$ 7,325.83	\$ (12,484.44)
<b>Total Accounts Payable Aging</b>		<b>\$ 4,187,575.73</b>	<b>\$ 4,117,964.71</b>	<b>\$ 64,065.62</b>	<b>\$ 702.00</b>	<b>\$ 7,740.83</b>	<b>\$ (2,897.43)</b>

**Real Mex Restaurants, Inc.**  
**MOR-4 Status of Postpetition Taxes**  
**October 23, 2011**

ATTESTATION: All Real Mex Restaurant legal entities are current with all fiduciary tax filings  
filings are payments due. Returns and proof of payment are available upon  
request.

**Real Mex Restaurants, Inc.**  
**MOR-5 Accounts Receivable Reconciliation & Aging**  
**10/23/2011**

Account #	Description	Variance	General Ledger		Subledger					
			Total	Total	Current	Over 30	Over 60	Over 90	Over 120	Reserve
12002 001	HA/Delivery	-	229,806.76	229,806.76	147,142.56	55,395.22	25,865.84	215.40	1,187.74	(22,729.29)
12003 001	Sub Tenant	-	206,096.24	206,096.24	7,070.84	2,462.90	2,000.00	600.00	193,962.50	(178,209.70)
12004 001	Franchisee Receivables	-	424,305.00	424,305.00	205,425.00	-	-	62,221.00	156,659.00	
12004 002	Franchisee Marketing	w (0.07)	62,411.91	62,411.98	453.80	-	-	8,963.46	52,994.72	
12008 001	RMF Customers	-	2,110,686.30	2,110,686.30	1,918,232.92	148,664.76	5,138.86	147.09	38,502.67	(73,845.56)
12008 002	RMF Goods Shipped without Invoice	-	156,824.41	156,824.41	157,951.11	432.00	-	1,998.78	(3,557.48)	
12014 001	MRC Overages	w 332.91	17,839.00	17,506.09	2,406.90	5,355.48	8,004.88	638.26	1,100.57	
12101 001	AMEX	-	709,582.28	709,582.28	709,582.28					
12104 001	Discover	-	84,585.41	84,585.41	84,585.41					
12105 001	Visa/MC	-	3,423,776.30	3,423,776.30	3,423,776.30					
12490 001	RMF Vendor Rebates	-	197,543.96	197,543.96	197,543.96					(6,223.34)
12490 002	RMF Misc Receivables	-	-	-	-					(38,842.12)
12499 001	Misc Receivables	-	124,762.36	124,762.36	124,762.36					
12999 001	Bad Debt Reserve RMR	A (246,004.45)	(246,004.45)	-						
12999 002	Bad Debt Reserve RMF	A (73,845.56)	(73,845.56)	-						
	<b>Total</b>	<b>(319,517.17)</b>	<b>7,428,369.92</b>	<b>7,747,887.09</b>	<b>6,978,933.44</b>	<b>212,310.36</b>	<b>41,009.58</b>	<b>74,783.99</b>	<b>440,849.72</b>	<b>(319,850.01)</b>
		-		<b>100.0%</b>	<b>90.1%</b>	<b>2.7%</b>	<b>0.5%</b>	<b>1.0%</b>	<b>5.7%</b>	<b>A</b>

w Variance is immaterial. Waive adjustment.

A 12999-001 + 12999-002 must equal total in Reserve column

Real Mex Restaurants  
MOR-5 Debtor Questionnaire  
October 23, 2011

Must be completed each month

	<u>Yes</u>	<u>No</u>
1. Have any assets been sold or transferred outside the normal course of business this reporting period? If yes, provide an explanation below.		X
2. Have any funds been disbursed from any account other than a debtor in possession account this reporting period? If yes, provide an explanation below.		X
3. Have all postpetition tax returns been timely filed? If no, provide an explanation below.	X	
4. Are workers compensation, general liability and other necessary insurance coverages in effect? If no, provide an explanation below.	X	
5. Has any bank account been opened during the reporting period? If yes, provide documentation identifying the opened account(s). If an investment account has been opened provide the required documentation pursuant to the Delaware Local Rule 4001-3.		X