IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
CHI-CHI'S, INC., et al.,[1]	)	Case No. 03-13063 (KJC)
	)	(Jointly Administered)
Debtors.	)	**Related Docket Nos. 1832, 2246, & 2278**

SUPPLEMENTAL ORDER APPROVING
CLASS ACTION SETTLEMENT AGREEMENT

Upon consideration of the *Certification of Counsel regarding Supplemental Order Approving Class Action Settlement*, (Docket No. 2278, 12/23/05), the *Order Approving the Motion for Preliminary Approval of Class Action Settlement, Preliminarily Certifying Settlement Class, Approving the Form and Manner of Notice to the Class, and Setting a Final Hearing and Objection Deadlines for a Hearing on Approval of Class Action Settlement* (the "Preliminary Approval Order") [Docket No. 1832], the *Final Order Approving Class Action Settlement Agreement* (the "Final Order") [Docket No. 2246], and based on the Class Action Settlement Agreement of the parties (the "Settlement Agreement") as presented to the Court, with good and sufficient cause appearing therefor;

THE COURT HEREBY ORDERS AS FOLLOWS:

[1] The Debtors consist of the following entities: Chi-Chi's, Inc., CCMR of Catonsville, Inc., CCMR of Cumberland, Inc., CCMR of Frederick, Inc., CCMR of Greenbelt, Inc., CCMR of Harford County, Inc., CCMR of Maryland, Inc., CCMR of Ritchie Highway, Inc., CCMR of Timonium, Inc., Chi-Chi's of West Virginia, Inc., CMM Dissolution, Inc., Koo Koo Roo, Inc., Maintenance Support Group, Inc., Koo Koo Roo Licensing Systems, Inc., The Hamlet Group, Inc., H.H. of Maryland, Inc., and H.H.K. of Virginia, Inc.

1. The Class preliminarily certified pursuant to the Preliminary Approval Order is finally certified pursuant to Rule 23(b)(3) of the Federal Rules of Civil Procedure;

2. Except as provided for in the Settlement Agreement, the proof of claim filed by Shawn D. Diamond on behalf of himself and the Class Members on or about June 3, 2004 seeking recovery of $10,000,000 as damages to fully and fairly compensate the Class is disallowed with prejudice; and

3. This Order supplements, and does not replace, the Final Approval Order.

Dated: Jan 5, 2005

The Honorable Kevin J. Carey
United States Bankruptcy Judge

Agreed to by:

IRELL & MANELLA LLP
William N. Lobel
Alan J. Friedman
840 Newport Center Drive, Suite 400
Newport Beach, CA 92660-6324
Telephone: (949) 760-0991
Facsimile: (949) 760-5200

and

PACHULSKI, STANG, ZIEHL, YOUNG, JONES & WEINTRAUB P.C.

Rachel L. Werkheiser

Laura Davis Jones (Bar No. 2436)
Bruce Grohsgal (Bar No. 3583)
Rachel Lowy Werkheiser (Bar No. 3753)
Sandra G. M. Selzer (Bar. No. 4283)
919 North Market Street, 16th Floor
P.O. Box 8705
Wilmington, DE 19899-8705 (Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400

Counsel for Debtor and Debtor in Possession

MARLER CLARK, LLP
William D. Marler
6600 Columbia Center
701 Fifth Avenue
Seattle, Washington 98104
Telephone: 206-346-1890
Facsimile: 206-407-2253

and

PHILLIPS, GOLDMAN & SPENCE, P.A.

Steve W. Spence (Bar No. 2033)
1200 N. Broom Street
Wilmington, DE 19806
Telephone: (302) 655-4200
Facsimile: (302) 655-4210

Counsel for the Representative Claimant and the Class