

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 11-K

ANNUAL REPORT
PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

(Mark One):

X ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT
--- OF 1934 [FEE REQUIRED].

For the fiscal year ended December 31, 1993

OR

--- TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934 [NO FEE REQUIRED].

For the transition period from _____ to _____

Commission file number 1-9390

CHI-CHI'S, INC. FUTURE SAVINGS PLUS PLAN
(Full title of the Plan)

FOODMAKER, INC.
(Name of issuer of the securities held pursuant to the Plan)

9330 Balboa Avenue
San Diego, CA 92123
(Address of principal executive offices)

CHI-CHI'S, INC. FUTURE SAVINGS PLUS PLAN

Financial Statements and Schedules

December 31, 1993 and 1992

(With Independent Auditors' Report Thereon)

CHI-CHI'S, INC. FUTURE SAVINGS PLUS PLAN

December 31, 1993 and 1992

TABLE OF CONTENTS

	Page Number

Independent Auditors' Report	1
Statements of Net Assets Available for Plan Benefits as of December 31, 1993 and 1992	2
Statements of Changes in Net Assets Available for Plan Benefits for the years ended December 31, 1993 and 1992	4
Notes to Financial Statements	6
Schedule I - Schedule of Investments	9
Schedule II - Reportable Transactions	10

Independent Auditors' Report

The Participants and the
Administrative Committee
Chi-Chi's, Inc. Future Savings Plus Plan:

We have audited the accompanying Statements of Net Assets Available for Plan Benefits of the Chi-Chi's, Inc. Future Savings Plus Plan (the "Plan") as of December 31, 1993 and 1992, and the related Statements of Changes in Net Assets Available for Plan Benefits for each of the years in the two-year period ended December 31, 1993. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for plan benefits of the Plan as of December 31, 1993 and 1992, and the changes in net assets available for plan benefits for each of the years in the two-year period ended December 31, 1993, in conformity with generally accepted accounting principles.

Our audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. Schedules I and II are presented for purposes of additional analysis and are not a required part of the basic financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The schedules have been subjected to the auditing procedures applied in this audit of the basic financial statements and in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

KPMG PEAT MARWICK

San Diego, California
May 27, 1994

CHI-CHI'S, INC. FUTURE SAVINGS PLUS PLAN

Statements of Net Assets Available for Plan Benefits
(in thousands)

December 31, 1993

	Equity Fund	Fixed Income Fund	Growth Fund	FMI Common Stock Fund	Dreyfus Bond Fund	Loans to Participants	Total
Interest and dividends receivable	\$ -	7	-	-	-	-	7
Contributions receivable:							
Employee	7	7	10	1	4	-	29
Employer	3	2	3	-	1	-	9
	10	9	13	1	5	-	38
Investments:							
Short-term investments	-	-	-	-	-	-	-
Common stocks	1,128	-	804	36	-	-	1,968
Government bonds	-	-	-	-	151	-	151
Insurance company contracts	-	1,185	-	-	-	-	1,185
Notes receivable from participants	-	-	-	-	-	223	223
	1,128	1,185	804	36	151	223	3,527
Total assets	1,138	1,201	817	37	156	223	3,572
Liabilities - transfers due to (from) other funds	(5)	1	6	(2)	-	-	-
Net assets available for plan benefits	\$ 1,143	1,200	811	39	156	223	3,572

See accompanying notes to financial statements.

(continued)

CHI-CHI'S, INC. FUTURE SAVINGS PLUS PLAN

Statements of Net Assets Available for Plan Benefits, continued
(in thousands)

December 31, 1992

	Equity Fund	Fixed Income Fund	Growth Fund	FMI Common Stock Fund	Dreyfus Bond Fund	Loans to Participants	Total
Interest and dividends receivable	\$ -	5	-	-	-	-	5
Contributions receivable:							
Employee	12	13	9	-	-	-	34
Employer	4	5	4	-	-	-	13
	16	18	13	-	-	-	47
Investments:							
Short-term investments	3	8	1	-	-	-	12
Common stocks	776	-	531	-	-	-	1,307
Government bonds	-	-	-	-	-	-	-
Insurance company contracts	-	919	-	-	-	-	919
Notes receivable from participants	-	-	-	-	-	121	121
	779	927	532	-	-	121	2,359
Total assets	795	950	545	-	-	121	2,411
Liabilities - transfers due to (from) other funds	38	7	(1)	(15)	(29)	-	-
Net assets available for plan benefits	\$ 757	943	546	15	29	121	2,411

See accompanying notes to financial statements.

CHI-CHI'S, INC. FUTURE SAVINGS PLUS PLAN

Statements of Changes in Net Assets Available for Plan Benefits
(in thousands)

	Year Ended December 31, 1993						
	Equity Fund	Fixed Income Fund	Growth Fund	FMI Common Stock Fund	Dreyfus Bond Fund	Loans to Participants	Total
Contributions:							
Employee	\$ 288	280	249	23	103	-	943
Employer	94	117	78	7	32	-	328
	-----	-----	-----	-----	-----	-----	-----
	382	397	327	30	135	-	1,271
Investment income:							
Dividends	34	-	7	-	-	-	41
Interest	6	90	6	8	8	-	118
	-----	-----	-----	-----	-----	-----	-----
	40	90	13	8	8	-	159
Net realized gain on sale of assets	29	-	83	-	-	-	112
Unrealized appreciation (depreciation) of investments	117	-	(3)	(10)	(2)	-	102
Distributions	(161)	(170)	(116)	(5)	(10)	-	(462)
Loan repayments	19	28	12	3	3	(65)	-
Loan disbursements	(54)	(67)	(38)	(3)	(5)	167	-
Interfund transfers	20	(14)	(7)	1	-	-	-
Administrative expenses	(6)	(7)	(6)	-	(2)	-	(21)
	-----	-----	-----	-----	-----	-----	-----
Increase in net assets	386	257	265	24	127	102	1,161
Net assets available for plan benefits:							
Beginning of year	757	943	546	15	29	121	2,411
	-----	-----	-----	-----	-----	-----	-----
End of year	\$ 1,143	1,200	811	39	156	223	3,572
	=====	=====	=====	=====	=====	=====	=====

See accompanying notes to financial statements. (continued)

CHI-CHI'S, INC. FUTURE SAVINGS PLUS PLAN

Statements of Changes in Net Assets Available for Plan Benefits, continued
(in thousands)

	Year Ended December 31, 1992						Total
	Equity Fund	Fixed Income Fund	Growth Fund	FMI Common Stock Fund	Dreyfus Bond Fund	Loans to Participants	
Contributions:							
Employee	\$ 303	379	259	-	-	-	941
Employer	107	135	86	-	-	-	328
	-----	-----	-----	-----	-----	-----	-----
	410	514	345	-	-	-	1,269
	-----	-----	-----	-----	-----	-----	-----
Investment income:							
Dividends	25	-	5	-	-	-	30
Interest	3	68	1	-	-	-	72
	-----	-----	-----	-----	-----	-----	-----
	28	68	6	-	-	-	102
	-----	-----	-----	-----	-----	-----	-----
Net realized gain on sale of assets	4	-	13	-	-	-	17
Unrealized appreciation (depreciation) of investments	64	-	(25)	-	-	-	39
Distributions	(120)	(165)	(52)	-	-	-	(337)
Loan repayments	5	14	2	-	-	(21)	-
Loan disbursements	(58)	(53)	(31)	-	-	142	-
Interfund transfers	(24)	1	(21)	15	29	-	-
Administrative expenses	(6)	(11)	(7)	-	-	-	(24)
	-----	-----	-----	-----	-----	-----	-----
Increase in net assets	303	368	230	15	29	121	1,066
Net assets available for plan benefits:							
Beginning of year	454	575	316	-	-	-	1,345
	-----	-----	-----	-----	-----	-----	-----
End of year	\$ 757	943	546	15	29	121	2,411
	=====	=====	=====	=====	=====	=====	=====

See accompanying notes to financial statements.

Notes to Financial Statements

December 31, 1993 and 1992

1. DESCRIPTION OF THE PLAN

The following brief description of the Chi-Chi's Inc. Future Savings Plus Plan ("the Plan") is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

a. General:

The Plan was established effective January 1, 1991 for the purpose of enabling employees to enhance their long-range financial security through regular savings with the benefit of Chi-Chi's, Inc. ("the Company") contributions. The Plan is subject to certain provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"); however, benefits under the Plan are not eligible for plan termination insurance provided by the Pension Benefit Guaranty Corporation under Title IV of ERISA.

The Company, as plan sponsor, makes contributions to the Plan and pays a portion of the administrative costs. Subject to certain restrictions, the plan sponsor also has the authority and responsibility for the general administration of the Plan. The Chairperson of the Company's Board of Directors is authorized to appoint the members of the Administrative Committee ("the Committee"). The Northern Trust Company, as trustee, has the authority to hold, manage and protect the assets of the Plan in accordance with the provisions of the Plan and a separate Trust Agreement. (See Note 5)

The Plan covers substantially all regular administrative assistants, assistant managers, managers and corporate office employees of the Company who have completed one year of service, receive regular compensation from a payroll in the United States, and have attained age 21. Participation by eligible employees is voluntary.

b. Contributions:

Participants may elect to have the Company contribute to the Plan any amount from 2% to 12% of their compensation in 1% increments through payroll deductions. This deferral is a pre-tax deferral, i.e., it is not subject to Federal income tax in the year deferred. The Company makes a matching contribution equal to 50% of each participant's deferral up to 4% of compensation.

c. Vesting:

Participants have a fully vested interest in their contributions plus actual earnings thereon. Company contributions vest at the rate of 25 percent for each year of service by the participant (including service prior to the effective date of the Plan) or upon attainment of age sixty-five, retirement, disability, death or termination of the Plan. The vested amount in a participant's account is normally distributed upon termination of employment. The amount of the Company's contribution that is not vested with respect to any participant is forfeited upon termination of employment, but is restored if the participant becomes an eligible employee within five years after termination. Forfeitures are used to reduce employer contributions.

Notes to Financial Statements

December 31, 1993 and 1992
(Continued)

d. Participant Accounts:

As of December 31, 1993 the trustee maintains five investment funds -- the Equity Fund, the Fixed Income Fund, the Growth Fund, the FMI Common Stock Fund and the Dreyfus Bond Fund. Participants may direct their deferrals and Company matching contributions to be placed in any fund or allocated in multiples of 10% to any combination of these investment funds. Earnings derived from the assets of any investment fund are reinvested in the fund to which they relate. Participants may elect to transfer all or any multiple of 10% of the value of their accounts among funds at the beginning of any calendar quarter. Pending investment of the assets in an investment fund, the trustee may temporarily make certain short-term investments.

Because of certain Internal Revenue Service regulations participants may, with Committee approval, withdraw their deferrals (exclusive of earnings) and Company matching contributions (if the participant is fully vested) only in the event of a financial hardship. The Plan permits participants to borrow from the investment funds. Loans are subject to such rules and regulations as the Committee may adopt, including but not limited to the following: (1) the amount of the loan is subject to certain limitations, (2) the loan bears interest at prevailing rates and repayments are to be made through payroll deductions, and (3) payment of a processing fee. Amounts loaned to participants are treated as invested in such loans and, to the extent unpaid, do not generate any earnings other than interest thereon.

2. SUMMARY OF ACCOUNTING POLICIES

The financial statements of the Plan are prepared using the accrual method of accounting.

The Plan's short-term investments consist of money market accounts which are valued at fair value.

The Plan's investments in common stocks are stated at fair value. Fair value is determined by quoted market prices. Purchases and sales of securities are recorded on a trade date basis.

The Plan's insurance company contracts are valued at contract value. Contract value represents contributions made under the contract, plus interest at the contract rate, less funds used to pay certain expenses.

Certain 1992 balances were reclassified to conform to 1993 presentation.

CHI-CHI'S, INC. FUTURE SAVINGS PLUS PLAN

Notes to Financial Statements

December 31, 1993 and 1992
(Continued)

3. INVESTMENTS

Investments consist of the following at December 31, 1993 and 1992:

Description of Investment	December 31, 1993		December 31, 1992	
	Cost	Fair Value	Cost	Fair Value
	(in thousands)			
Northern Trust Collective Short-term Investment Fund	\$ -	\$ -	\$ 12	\$ 12
Fidelity Equity Income Fund, Inc. (net asset value \$33.84 and \$29.01 in 1993 and 1992, respectively) (Equity Fund)	1,011	1,128	712	776
State Street Bank and Trust Company Selection Fund (Fixed Income Fund)	1,185	1,185	919	919
Twentieth Century Investors, Inc. Select Fund (net asset value \$39.46 and \$38.72 in 1993 and 1992 respectively) (Growth Fund)	807	804	556	531
Foodmaker, Inc. common stock	46	36	-	-
Dreyfus Short-Intermediate Government Fund (net asset value \$11.37 in 1993) (Bond Fund)	153	151	-	-
Notes receivable from participants	223	223	121	121
	\$3,425	\$3,527	\$2,320	\$2,359
	=====	=====	=====	=====

4. FEDERAL INCOME TAXES

The Plan has received a determination from the Internal Revenue Service indicating that the Plan constitutes a qualified retirement plan and that the Plan is exempt from income tax under the Internal Revenue Code.

5. SUBSEQUENT EVENT

In January 1994, Foodmaker, Inc., contributed Chi-Chi's, Inc. to Family Restaurants, Inc. (formerly Restaurant Enterprises Group, Inc.) for an equity interest in the new entity. Upon the contribution of Chi-Chi's, Inc., the administration of the Plan was transferred to Family Restaurants, Inc. The plan assets were transferred to a new trustee.

Schedule I

CHI-CHI'S, INC. FUTURE SAVINGS PLUS PLAN

Schedule of Investments

Description of Investment	December 31, 1993			December 31, 1992		
	Number of Shares/Units	Cost	Fair Value	Number of Shares/Units	Cost	Fair Value
	(in thousands)					
Northern Trust Collective Short-term Investment Fund	-	\$ -	\$ -	12	\$ 12	\$ 12
Fidelity Equity Income Fund, Inc. (net asset value \$33.84 and \$29.01 in 1993 and 1992, respectively) (Equity Fund)	33,332	1,011	1,128	26,738	712	776
State Street Bank and Trust Company Selection Fund (Fixed Income Fund)	N/A	1,185	1,185	N/A	919	919
Twentieth Century Investors, Inc. Select Fund (net asset value \$39.46 and \$38.72 in 1993 and 1992 respectively) (Growth Fund)	20,384	807	804	13,729	556	531
Foodmaker, Inc. common stock	3,665	46	36	N/A	-	-
Dreyfus Short-Intermediate Government Fund (net asset value \$11.37 in 1993) (Bond Fund)	13,246	153	151	N/A	-	-
Notes receivable from participants	N/A	223	223	N/A	121	121
		----- \$ 3,425 =====	----- \$ 3,527 =====		----- \$ 2,320 =====	----- \$ 2,359 =====

See accompanying Independent Auditors' Report.

CHI-CHI'S, INC. FUTURE SAVINGS PLUS PLAN

Reportable Transactions

The following schedule of 5% reportable transactions represents the aggregate of such transactions relating to the Chi-Chi's, Inc. Future Savings Plus Plan and the Foodmaker, Inc. EasySaver Plus Plan, the combined assets of which were maintained at The Northern Trust Company, the Plans' trustee. Through December 31, 1993, the allocable portion of these transactions relating to the Chi-Chi's, Inc. Future Savings Plus Plan was approximately 12%.

See accompanying Independent Auditor's Report.

SCHEDULE II

SCHEDULE OF REPORTABLE 5% TRANSACTIONS
12-31-92 THROUGH 12-31-93

(AS REPORTED BY TRUSTEE)

DESCRIPTION OF ASSET	AVERAGE PURCHASE OR SALE PRICE	TRANSACTION EXPENSE	COST OF ASSET	CURRENT VALUE OF ASSET	NET GAIN OR (LOSS)
-----	-----	-----	-----	-----	-----
	(\$)	(\$)	(\$)	(\$)	(\$)
TRANSACTIONS BY ISSUE					

MFO FIDELITY EQUITY-INCOME FD INC OPEN END FD					
45,042.30 SHR BOUGHT IN 33 TRANSACTIONS	32.094		1,445,590.23	1,445,590.23	
34,228.17 SHR SOLD IN 10 TRANSACTIONS	31.301		894,730.42	1,071,365.47	176,635.05
				-----	-----
				2,516,955.70	176,635.05
				=====	=====
MFO 20TH CENTURY INVESTORS INC SELECT SH CAP OPEN END FD					
25,966.41 SHR BOUGHT IN 28 TRANSACTIONS	41.185		1,069,430.84	1,069,430.84	
7,774.37 SHR SOLD IN 11 TRANSACTIONS	41.148		297,568.14	319,896.33	22,328.19
				-----	-----
				1,389,327.17	22,328.19
				=====	=====
COLTV SHORT TERM INVT FD					
8,551,380.21 INCREASES IN 300 DAYS			8,551,380.21	8,551,380.21	
8,656,924.55 DECREASES ON 340 DAYS			8,656,924.55	8,656,924.55	0.00
				-----	-----
				17,208,304.76	0.00
				=====	=====
VARIOUS LOANS TO VARIOUS PARTICIPANTS AT VARIOUS RATES AND VARIOUS MATURITIES					
1,383,817.59 CV BOUGHT IN 49 TRANS	1.000		1,383,817.59	1,383,817.59	
STATE STREET SELECTION FUND					
2,247,161.26 CV BOUGHT IN 34 TRANS	1.000		2,247,161.26	2,247,161.26	
1,786,107.62 CV SOLD IN 11 TRANSACTIONS	1.000		1,786,107.62	1,786,107.62	0.00
				-----	-----
				4,033,268.88	0.00
				=====	=====

TRANSACTIONS BY BROKER

NO REPORTABLE TRANSACTIONS OCCURRED WITH ANY ONE BROKER

EXHIBITS

1. Consent of KPMG Peat Marwick.

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

CHI'S-CHI'S, INC. FUTURE SAVINGS
PLUS PLAN

Date: June 27, 1994

By: WILLIAM E. RULON

William E. Rulon
Member, Administrative Committee

Independent Auditors' Consent

The Board of Directors
Foodmaker, Inc.:

We consent to incorporation by reference in the registration statement (No. 33-54602) on Form S-8 of Foodmaker, Inc. of our report dated May 27, 1994, relating to the statements of net assets available for plan benefits of Chi-Chi's, Inc. Future Savings Plus Plan as of December 31, 1993 and 1992, and the related statements of changes in net assets available for plan benefits for each of the years in the two-year period ended December 31, 1993, and related schedules, which report appears in the December 31, 1993 annual report on Form 11-K of the Chi-Chi's, Inc. Future Savings Plus Plan.

KPMG PEAT MARWICK

San Diego, California
June 24, 1994