

08-24-1998



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Equivalent to Form PTO-1594

<p>To the Hon. Commissioner of Patents and Trademarks Please record the attached original or copy thereof</p> <p>Docket No. BNC-G1</p>	<p>Attach bar code label here:</p>
<p>1- Name of Conveying Party(ies): Benihana National Corp., a Delaware corporation.</p>	
<p>2- Name of Receiving Party(ies): Noodle Time, Inc.</p> <p>Address of Receiving Party(ies): 8685 Northwest 53rd Terrace, Miami, Florida 33166-4591</p> <p><input type="checkbox"/> Individual citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation State <u>Florida</u> _____ <input type="checkbox"/> Other: _____</p> <p>If Assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO (DESIGNATIONS MUST BE A SEPARATE DOCUMENT FROM ASSIGNMENT)</p>	
<p>3- Nature of Conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Change of Name <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Other: _____</p> <p>EXECUTION DATE: <u>July 31, 1998</u></p>	
<p>4- Application number(s) or Registration number(s):</p> <p>See Attached SCHEDULE OF UNITED STATES SERVICE MARK AND TRADEMARK REGISTRATIONS ASSIGNED FROM BENIHANA NATIONAL CORP. TO NOODLE TIME, INC.</p> <p>A) Application number(s): B) Registration number(s):</p>	
<p>5- Name and Address of party to whom correspondence concerning document should be mailed:</p> <p>Sheldon R. Pontao McAulay Nissen Goldberg Kiel & Hand, LLP 261 Madison Avenue New York, NY 10016-2391</p>	<p>6- Total number of applications and patents involved: <u>29</u></p> <p>7- TOTAL FEE (37 CFR 3.41): \$ 740.00</p> <p><input checked="" type="checkbox"/> Enclosed (The Commissioner is hereby authorized to charge the deposit account any additional fees required or to credit any overpayment to Deposit Account No: 13-0025.)</p> <p><input type="checkbox"/> Authorized to be charged to Deposit Account</p> <p>8- Deposit Account No: <u>13-0025</u> (Attach duplicate copy of this page if paying by deposit account)</p>

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Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Sheldon R. Pontae
Name of Person Signing

Sheldon R. Pontae
Signature

August 4, 1998
Date

Total number of pages including cover sheet, attachments, and documents: 8

**SCHEDULE OF UNITED STATES
SERVICE MARK AND TRADEMARK REGISTRATIONS
ASSIGNED FROM BENIHANA NATIONAL CORP. TO NOODLE TIME, INC.**

MARK	REGISTRATION NUMBER	REGISTRATION DATE
BENIHANA	1,230,609	03/08/83
BENIHANA OF TOKYO	940,142	08/01/72
Flower Design	937,781	07/11/72
BENIHANA OF TOKYO and Flower Design	1,023,463	10/21/75
BENIHANA	1,130,694	02/12/80
Flower Design	1,130,695	02/12/80
BENIHANA	1,350,873	07/23/85
Flower Design	1,353,082	08/06/85
FAMOUS RESTAURANT CLASSICS	1,345,354	06/25/85
BENIHANA	1,412,570	10/07/86
Flower Design	1,426,792	01/27/87
BENIHANA	1,412,071	10/07/86
Flower Design	1,414,757	10/28/86
BENIHANA	1,412,228	10/07/86
Flower Design	1,413,249	10/14/86
BENIHANA	1,371,624	11/19/85
BENIHANA	1,531,195	03/21/89
Flower Design	1,535,708	04/18/89
BENIHANA GOURMET STEAKS	1,640,640	04/09/91
Flower Design	1,637,020	03/05/91

CONTINUATION OF
 SCHEDULE OF UNITED STATES
 SERVICE MARK AND TRADEMARK REGISTRATIONS
 ASSIGNED FROM BENIHANA NATIONAL CORP. TO NOODLE TIME, INC.

MARK	REGISTRATION NUMBER	REGISTRATION DATE
BENIHANA	1,638,536	03/19/91
BENIHANA (script) and Chinese characters	2,029,115	01/07/97
Flower Design	2,030,592	01/14/97
BENIHANA	2,034,221	01/28/97
BENI PAC and Design	2,054,499	04/22/97
BENIHANA GRILL and Flower Design	2,058,184	04/29/97
BENIHANA GRILL	2,119,770	12/09/97

SCHEDULE OF UNITED STATES
 SERVICE MARK AND TRADEMARK APPLICATIONS

MARK	SERIAL NUMBER	APPLICATION DATE
JOY OF SUSHI	75/377,217	10/21/97
SUSHI DORAKU and Design	75/377,219	10/21/97

UNITED STATES ASSIGNMENT

WHEREAS, Benihana National Corp. is a corporation of the State of Delaware and having an address at 8685 Northwest 53rd Terrace, Miami, Florida 33166 (hereinafter "Assignor"), is the owner of the service marks and trademarks on Exhibit A attached hereto;

WHEREAS on March 31, 1997 and October 22, 1997, Noodle Time, Inc., a corporation of the State of Florida, having an address at 8685 Northwest 53rd Terrace, Miami, Florida 33166 (hereinafter "Assignee") has acquired the right, title and interest to said service marks and trademarks with the goodwill of the business associated therewith, including those certain intellectual property rights more fully described on Exhibit A attached hereto;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged by the Assignor, the Assignor hereby sells, assigns and transfers unto said Assignee, its successors and assigns the entire right, title and interest, in the United States to the service marks and trademarks together with the goodwill of the business associated therewith and the United States Registrations that are listed on Exhibit A attached hereto.

The Assignor does hereby further sell, assign and transfer to the said Assignee any and all causes of action, claims, demands, or other rights occasioned from or because of any and all past infringements of said service marks and trademarks, together with the right in Assignee, its successors, assigns, or other legal representatives, to sue and recover therefore, including the right to bring suit in its own name, and to receive, retain, hold and enjoy for its own use and behalf, and for the use and behalf of its successors, assigns or other legal representatives, any and all damages, profits, or other recoveries or compensation on account thereof or resulting therefrom.

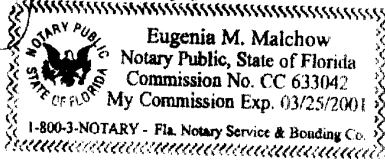
IN WITNESS WHEREOF, the undersigned Assignor has hereto caused this Assignment to be signed by its duly authorized officer this 31st day of July 1998.

Benihana National Corp.

SWORN TO and Subscribed before
me this 31st day of July 1998.

Eugenia M. Malchow

Joel A. Schwartz
Joel A. Schwartz
President



PERSONALLY KNOWN

EXHIBIT A OF UNITED STATES ASSIGNMENT

**SCHEDULE OF UNITED STATES
SERVICE MARK AND TRADEMARK REGISTRATIONS**

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CONTINUATION OF EXHIBIT A OF UNITED STATES ASSIGNMENT

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