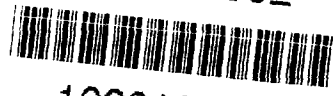


12-23-2002

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings



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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Noodle Time, Inc. 8685 N. W. 53rd Terrace Miami, FL 33166

2. Name and address of receiving party(ies) Name: Wachovia, N.A., as Agent Internal Address: Street Address: 201 South College Street CP-23 City: Charlotte State: NC Zip: 28208

OFFICE OF PUBLIC RECORDS 20 DEC 17 AM 9 40 FINANCE SECTION

3. Nature of conveyance: [] Assignment [] Merger [] Security Agreement [] Change of Name [x] Other Notice of Grant of Security Interest Execution Date: December 2, 2002

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) SEE ATTACHED SCHEDULE

Additional number(s) attached [x] Yes [] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Steven D. Thomas Internal Address: Moore & Van Allen, PLLC Street Address: 2200 West Main Street Suite 800 City: Durham State: NC Zip: 27705

6. Total number of applications and registrations involved: 32 7. Total fee (37 CFR 3.41): \$ 815.00 [x] Enclosed [x] Authorized to be charged to deposit account 8. Deposit account number: 50-2316

DO NOT USE THIS SPACE

9. Signature. Steven D. Thomas Name of Person Signing December 17, 2002 Date

Total number of pages including cover sheet, attachments, and document: 05

12/20/2002 LMJELLER 00000261 2237804 01 FC:8521 40.00 OP 02 FC:8522 775.00 OP

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002637 FRAME: 0334

Schedule A

**Noodle Time, Inc.
(Florida Corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
SUSHI DORAKU <JOY OF> and Design	2237804	4/6/99
JOY OF SUSHI	2233019	3/16/99
BENIHANA GRILL <RED FLOWER GRILL> (Stylized)	2119770	12/9/97
BENIPAC KANA and Design	2054499	4/22/97
BENIHANA GRILL and Design	2058184	4/29/97
BENIHANA <RED FLOWER>	2034221	1/28/97
Miscellaneous Design	2030592	1/14/97
BENIHANA <RED FLOWER> and Design	2029115	1/7/97
Miscellaneous Design	1535708	4/18/89
BENIHANA <RED FLOWER>	1531195	3/21/89
BENIHANA <RED FLOWER>	1412071	10/7/86
BENIHANA <RED FLOWER>	1412228	10/7/86
Miscellaneous Design	1426792	1/27/87
BENIHANA <RED FLOWER>	1412570	10/7/86
Miscellaneous Design	1413249	10/14/86
Miscellaneous Design	1414757	10/28/86
FAMOUS RESTAURANT CLASSICS	1345354	6/25/85
BENIHANA <RED FLOWER>	1350873	7/23/85
Miscellaneous Design	1353082	8/6/85
BENIHANA <RED FLOWER>	1371624	11/19/85
BENIHANA <RED FLOWER>	1230609	3/8/83
BENIHANA OF TOKYO <RED FLOWER> and Design	1023463	10/21/75
<SAMURAI> Miscellaneous Design	961736	6/19/73
SAMURAI	961735	6/19/73
BENIHANA OF TOKYO <RED FLOWER>	940142	8/1/72
Miscellaneous Design	937781	7/11/72
Miscellaneous Design	2470397	7/17/01
BENIHANA	2462582	6/19/01

Pending Applications

Mark	Application No.	Filing Date
<HEALTH LIFE NUMBER 1, TEA> Miscellaneous Design	76331664	10/25/01
KENMEI-ICHIBANCHA <HEALTH, LIFE, NUMBER 1, TEA>	76331659	10/25/01
BENIHANA HERB TEA<RED FLOWER>	76308897	9/5/01
BENISUSHI	75763902	7/29/99

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Please be advised that pursuant to the Security Agreement dated as of December 2, 2002 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Wachovia Bank, National Association, as Agent (the "Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark Registration No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
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See attached Schedule A.

TRADEMARK APPLICATIONS

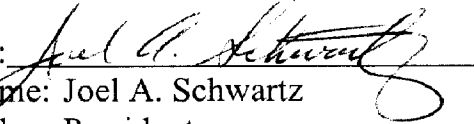
<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
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See attached Schedule A.

The Obligor and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

NOODLE TIME, INC.,
a Florida corporation

By: 
Name: Joel A. Schwartz
Title: President

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Agent

By: _____
Name:
Title:

The Obligor and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

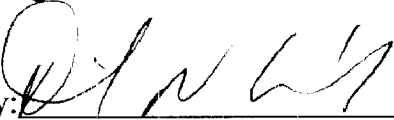
Very truly yours,

NOODLE TIME, INC.,
a Florida corporation

By: _____
Name: Joel A. Schwartz
Title: President

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Agent

By: 

Name: SAMUEL N. GONZALEZ
Title: SENIOR VICE PRESIDENT

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