

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Noodle Time, Inc.		03/15/2007	CORPORATION: FLORIDA

**RECEIVING PARTY DATA**

<b>Name:</b>	Wachovia Bank, National Association, as Administrative Agent
<b>Street Address:</b>	201 South College Street
<b>Internal Address:</b>	CP-8
<b>City:</b>	Charlotte
<b>State/Country:</b>	NORTH CAROLINA
<b>Postal Code:</b>	28288-0680
<b>Entity Type:</b>	national banking association: UNITED STATES

**PROPERTY NUMBERS Total: 20**

Property Type	Number	Word Mark
Registration Number:	2978345	BENIHANA EXPRESS
Registration Number:	2983575	
Registration Number:	2851354	
Registration Number:	2762510	KENMEI-ICHIBANCHA
Registration Number:	2778343	BENIHANA HERB TEA
Registration Number:	2709651	BENISUSHI
Registration Number:	2119770	BENIHANA GRILL
Registration Number:	2054499	BENIPAC KANA
Registration Number:	2058184	BENIHANA GRILL
Registration Number:	2034221	BENIHANA
Registration Number:	2030592	
Registration Number:	2029115	BENIHANA
Registration Number:	1535708	

OP \$515.00 2978345

Registration Number:	1531195	BENIHANA
Registration Number:	1426792	
Registration Number:	1412570	BENIHANA
Registration Number:	1371624	BENIHANA
Registration Number:	1230609	BENIHANA
Registration Number:	0940142	BENIHANA OF TOKYO
Registration Number:	0937781	

**CORRESPONDENCE DATA**

Fax Number: (919)416-8363  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 9192868041  
Email: pto\_tmconfirmation@mvalaw.com  
Correspondent Name: Moore & Van Allen PLLC  
Address Line 1: 430 Davis Drive  
Address Line 2: Suite 500  
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	512485.273NTNOODLEJES
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	03/23/2007

**Total Attachments: 4**  
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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

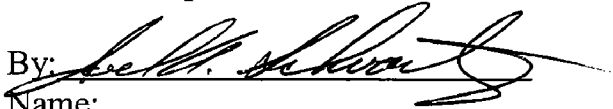
Please be advised that pursuant to the Security Agreement dated as of March 15, 2007 (as amended, modified, extended, restated, replaced, or supplemented from time to time, the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Wachovia Bank, National Association, as Administrative Agent (the "Administrative Agent") for the lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademarks, shown on Schedule 1 attached hereto (the "Trademarks") to the Administrative Agent for the ratable benefit of the Lenders.

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the Trademarks (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.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

Very truly yours,

NOODLE TIME, INC.,  
a Florida corporation

By:   
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,  
as Administrative Agent

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

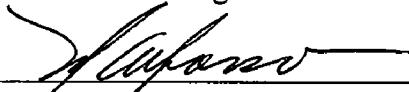
Very truly yours,

NOODLE TIME INC.,  
a Florida corporation

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,  
as Administrative Agent

By:  \_\_\_\_\_  
Name: Margarita M. Alfonso  
Title: Senior Vice President

**Schedule 1****Noodle Time Inc.  
(Florida Corporation)****U.S. Trademarks****Registered Marks**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
BENIHANA EXPRESS	2978345	07/26/05
Design only	2983575	08/09/05
Design only	2851354	06/08/04
KENMEI-ICHIBANCHA	2762510	09/09/03
BENIHANA HERB TEA	2778343	10/28/03
BENISUSHI	2709651	04/22/03
BENIHANA GRILL	2119770	12/09/97
BENIPAC KANA and Design	2054499	04/22/97
BENIHANA GRILL and Design	2058184	04/29/97
BENIHANA	2034221	01/28/97
Design only	2030592	01/14/97
BENIHANA and Design	2029115	01/07/97
Design only	1535708	04/18/89
BENIHANA	1531195	03/21/89
Design only	1426792	01/27/87
BENIHANA	1412570	10/07/86
BENIHANA	1371624	11/19/85
BENIHANA	1230609	03/08/83
BENIHANA OF TOKYO	0940142	08/01/72
Design only	0937781	07/11/72