

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
RA Scottsdale Corp.		09/12/2007	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	RA Sushi Holding Corp.		
Street Address:	3815 N. Scottsdale Road		
City:	Scottsdale		
State/Country:	ARIZONA		
Postal Code:	85251		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Serial Number:	77201770	RA SUSHI BAR RESTAURANT	
Serial Number:	77201764	RA SUSHI	
Registration Number:	3087775	RA	
Registration Number:	3087776	IT'S MORE FUN IN THE RA!	
Registration Number:	2209246	RA	
CORRESPONDENCE DATA			
Fax Number:	(480)663-2146		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	480.663.2160		
Email:	gbacal@jsslaw.com		
Correspondent Name:	Glenn Spencer Bacal		
Address Line 1:	16427 North Scottsdale Road, Suite 300		
Address Line 4:	Scottsdale, ARIZONA 85254		
ATTORNEY DOCKET NUMBER:	55488.2		

CH \$140.00 77201770

NAME OF SUBMITTER:	Glenn Spencer Bacal
Signature:	/Glenn Spencer Bacal/
Date:	09/12/2007
Total Attachments: 4 source=RAAssignment of Trademarks#page1.tif source=RAAssignment of Trademarks#page2.tif source=RAAssignment of Trademarks#page3.tif source=RAAssignment of Trademarks#page4.tif	

ASSIGNMENT OF TRADEMARKS

RECITALS

WHEREAS, RA Scottsdale Corp., a Delaware corporation (RA Scottsdale), is a subsidiary of RA Sushi Holding Corp., which in turn is a subsidiary of Benihana Inc., a Delaware corporation.

AND WHEREAS, RA Scottsdale is the owner of various RA Based Marks, as listed in Exhibit A, and which are used at various RA Sushi restaurants.

AND WHEREAS, RA Sushi Holding Corp. uses RA in its name with the knowledge and consent of its subsidiary RA Scottsdale. RA Sushi Holding Corp. does not itself provide services directly to consumers under the RA Based Marks.

AND WHEREAS, Scott Kilpatrick, who is an officer of RA Scottsdale, has, since the opening of the first RA Sushi restaurant, been continuously one of the persons responsible for overseeing the quality of the services offered and provided in connection with the RA Based Marks at every RA Sushi restaurant.

AND WHEREAS, each of the following additional subsidiaries of RA Sushi Holding Corp., have each been permitted by RA Scottsdale to make use of the RA based marks at genuine RA Sushi restaurants: RA Sushi Mesa Corp. (Del.), RA Sushi Tucson Corp. (Del), RA Sushi Palm Beach Gardens Corp (Del.), RA Sushi Pembroke Pines Corp. (Del), Ra Sushi South Miami Corp.(Del.), RA Sushi Chicago Corp. (Del.), RA Sushi Glenview Corp. (Del.), RA Sushi Lombard Corp. (Del), RA Sushi Plano Corp. (Tex.), RA Sushi City Center Corp. (Tex.), RA Sushi Corona Corp. (Del.), RA Sushi Huntington Beach Corp. (Del.), RA Sushi San Diego Corp.(Del.), RA Sushi Torrance Corp.(Del.), RA Sushi Tustin Corp. (Del), RA Sushi Baltimore Corp. (Del.), RA Sushi Denver Corp. (Del.), RA Sushi Westwood Corp. (Del.), and RA Sushi Las Vegas Corp. (NV), (collectively the "Associated RA Corporations").

AND WHEREAS, Scott Kilpatrick serves as an officer of each of the Associated RA Corporations, as well as having the oversight role as to quality control at each and every RA Sushi restaurant.

AND WHEREAS, RA Scottsdale now desires to assign all rights in the RA Based Marks along with all goodwill to RA Sushi Holdings Corp., the parent of RA Scottsdale as well as of all of the Associated RA Corporations

THEREFORE, in consideration of the Recitals above, and the Assignment below, and intending to be legally bound, the parties agree as follows:

ASSIGNMENT


FOR GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which are hereby acknowledged, RA Scottsdale hereby assigns and grants to RA Sushi Holding Corp., a Delaware Corporation, and RA Sushi Holding Corp. hereby accepts, RA Scottsdale's entire right, title and interest in the RA Based Marks, as listed in Exhibit A, and all pending applications and registrations for the Marks, including without limitation all of the United States Federal Registrations and pending applications for these Marks, as set forth in Exhibit B; as well as all goodwill associated with these Marks.

RA Scottsdale further assigns to RA Sushi Holding Corp., and RA Sushi Holding Corp. hereby accepts, all rights as a licensor, all rights to sue for any acts of infringement occurring prior to the effective date of this Assignment, and all rights of RA Scottsdale in all administrative proceedings, including in the Trademark Office, such as in oppositions and cancellations, brought by RA Scottsdale. This Assignment is provided free and clear of all liens, claims and encumbrances.

Dated to be effective this 12th day of September, 2007

ASSIGNOR:

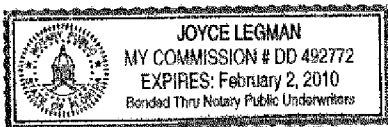
Ra Scottsdale Corp., a Delaware corporation


By: JUAN C. GARCIA
Its: Secretary

STATE OF FLORIDA
County of MIAMI-DADE

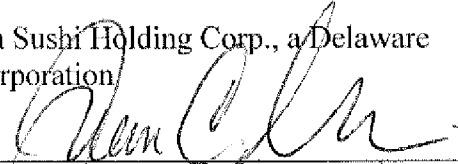
The foregoing instrument was acknowledged before me this 12 day of Sept by JUAN C. GARCIA, its SECRETARY on behalf of Ra Scottsdale Corp., a Delaware corporation


Notary
My Commission Expires: 2/2/10



ASSIGNEE:

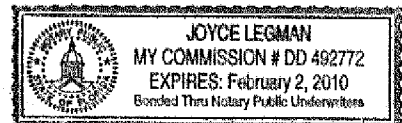
Ra Sushi Holding Corp., a Delaware corporation


By: JUAN C. GARCIA
Its: Secretary

STATE OF FLORIDA
County of MIAMI-DADE

The foregoing instrument was acknowledged before me this 12 day of Sept by JUAN C. GARCIA, its SECRETARY on behalf of Ra Sushi Holding Corp., a Delaware corporation.


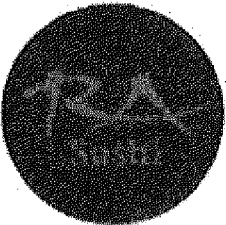


Notary
My Commission Expires: 2/2/10



SCHEDULE A

RA and Design
It's More Fun In The RA!
RA
RA SUSHI and Design
RA SUSHI • BAR • RESTAURANT
All other marks used by RA Scottsdale corp. that include "RA," including associated designs

SCHEDULE B

<i>Marks</i>	<i>U.S. Federal Registration/Application Numbers</i>
 RA and design	Registration No. 2, 209, 246
It's More Fun In The RA! [Block letters]	Registration No. 3,087,776
RA [Block letters]	Registration No. 3,087,775
 RA SUSHI and Design	Application No. 77/201,764
 Sushi • Bar • Restaurant RA SUSHI • BAR • RESTAURANT stylized	Application No. 77/201,770