

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	TERMINATION AND RELEASE OF COLLATERAL ASSIGNMENT OF TRADEMARKS

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Wells Fargo Bank, National Association		08/21/2012	National Banking Association:

**RECEIVING PARTY DATA**

<b>Name:</b>	NOODLE TIME, INC.
<b>Street Address:</b>	8750 NW 36th Street, Suite 300
<b>City:</b>	Doral
<b>State/Country:</b>	FLORIDA
<b>Postal Code:</b>	33178
<b>Entity Type:</b>	CORPORATION: FLORIDA

**PROPERTY NUMBERS Total: 24**

Property Type	Number	Word Mark
Registration Number:	0937781	
Registration Number:	0940142	BENIHANA OF TOKYO
Registration Number:	1230609	BENIHANA
Registration Number:	1371624	BENIHANA
Registration Number:	1412570	BENIHANA
Registration Number:	1426792	
Registration Number:	2030592	
Registration Number:	2058184	BENIHANA GRILL
Registration Number:	2054499	BENIPAC KANA
Registration Number:	2119770	BENIHANA GRILL
Registration Number:	2709651	BENISUSHI
Registration Number:	2778343	BENIHANA HERB TEA
Registration Number:	2762510	KENMEI-ICHIBANCHA

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Registration Number:	2851354	
Registration Number:	2983575	
Registration Number:	3634519	BENIGRAM
Registration Number:	3843673	THE CHEF'S TABLE C
Registration Number:	3784161	BENIHANA
Registration Number:	4030722	KABUKI KIDS
Registration Number:	4030723	KABUKI KIDS
Registration Number:	3928723	
Registration Number:	3928737	BENIHANA
Serial Number:	85223480	BENIHANA
Serial Number:	85223502	

**CORRESPONDENCE DATA**

Fax Number: 2129692900  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 212-969-3000  
Email: trademark@proskauer.com  
Correspondent Name: Jenifer deWolf Paine  
Address Line 1: Proskauer Rose LLP  
Address Line 2: Eleven Times Square  
Address Line 4: New York, NEW YORK 10036-8299

ATTORNEY DOCKET NUMBER:	31199-072
NAME OF SUBMITTER:	Jenifer deWolf Paine
Signature:	/Jenifer deWolf Paine/
Date:	08/30/2012

**Total Attachments: 8**  
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**TERMINATION AND RELEASE OF  
COLLATERAL ASSIGNMENT OF TRADEMARKS**

This Termination and Release of Collateral Assignment of Trademarks (the "Release") is conveyed as of August 21, 2012, by WELLS FARGO BANK, NATIONAL ASSOCIATION as administrative agent under the Credit Agreement referred to below (in such capacity, the "Administrative Agent"), in favor of the Assignors as identified on Schedule I attached hereto (the "Assignors"). Capitalized terms used herein and not otherwise defined herein shall have the respective meanings provided therefor in the Credit Agreement referred to below.

WHEREAS, Benihana Inc. and Benihana National Corporation (the "Borrowers") entered into that certain Credit Agreement dated as of February 10, 2011 (as amended, amended and restated, or otherwise modified from time to time, the "Credit Agreement") with the lenders from time to time party thereto (collectively, the "Lenders") and the Administrative Agent;

WHEREAS, in connection with the Credit Agreement, the Assignors entered into that certain Security Agreement, dated as of February 10, 2011 (as amended, amended and restated, or otherwise modified from time to time, the "Security Agreement") with the Administrative Agent, pursuant to which the Assignors granted to the Administrative Agent a continuing security interest in favor of the Administrative Agent in and to the trademark registrations and trademark applications listed on Exhibit A;

WHEREAS, in connection with the Security Agreement, the Assignors entered into that certain Trademark Collateral Security and Pledge Agreement, dated February 10, 2011 (as amended, amended and restated, or otherwise modified from time to time, the "Trademark Agreement") with the Administrative Agent, pursuant to which the Assignors granted to the Administrative Agent a continuing security interest in favor of the Administrative Agent in and to the trademark registrations and trademark applications listed on Exhibit A (together with the security interest granted under the Security Agreement, the "Security Interest"), which was recorded with the United States Patent and Trademark Office on February 8, 2011, at Reel 4482, Frame 0387; and

WHEREAS, the Administrative Agent has agreed to terminate and release its Security Interest as herein provided.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which the parties acknowledge, the Administrative Agent hereby releases, terminates and discharges the Security Interest granted under the Security Agreement and the Trademark Agreement with respect to the trademark registrations and trademark applications listed on Exhibit A, and any right, title or interest of the Administrative Agent in such trademark registrations and trademark applications granted under the Security Agreement and Trademark Agreement shall hereby cease and become void.

*[Remainder of Page Intentionally Left Blank]*

IN WITNESS WHEREOF, the undersigned has caused this Release to be duly executed as of the date first written above.

**WELLS FARGO BANK NATIONAL  
ASSOCIATION**, as Administrative Agent

By: Maureen S. Malphus  
Name: Maureen S. Malphus  
Title: Vice President

## SCHEDULE I

### ASSIGNORS

BENIHANA INC.

BENIHANA NATIONAL CORP.

1501 BROADWAY RESTAURANT CORP.

BENIHANA BETHESDA CORP.

BENIHANA BRICKELL STATION CORP.

BENIHANA BROOMFIELD CORP.

BENIHANA CARLSBAD CORP.

BENIHANA CHANDLER CORP.

BENIHANA CHICAGO CORP.

BENIHANA COLUMBUS CORP.

BENIHANA CORAL SPRINGS CORP.

BENIHANA ENCINO CORP.

BENIHANA INTERNATIONAL, INC.

BENIHANA LAS COLINAS CORP.

BENIHANA LINCOLN ROAD CORP.

BENIHANA LOMARD CORP.

BENIHANA MARINA CORP.

BENIHANA MEADOWLANDS CORP.

BENIHANA MONTEREY CORPORATION

BENIHANA NATIONAL OF FLORIDA CORP.

BENIHANA NEW YORK CORP.

BENIHANA OF PUENTE HILLS CORP.

BENIHANA OF TEXAS, INC.

BENIHANA ONTARIO CORP.

BENIHANA ORLANDO CORP.

BENIHANA PLANO CORP.

BENIHANA PLYMOUTH MEETING CORP.

BENIHANA SCHAUMBURG CORP.

BENIHANA SUNRISE CORPORATION

BENIHANA TUCSON CORP.

BENIHANA WESTBURY CORP.

BENIHANA WESTWOOD CORP.

BENIHANA WHEELING CORP.

BENIHANA WINTER PARK CORP.

BENIHANA WOODLANDS CORP.

BIG SPLASH KENDALL CORP.

HARU AMSTERDAM AVENUE CORP.

HARU FOOD CORP.

HARU GRAMERCY PARK CORP.

HARU HOLDING CORP.

HARU PARK AVENUE CORP.

HARU PHILADELPHIA CORP.

HARU PRUDENTIAL CORP.

HARU THIRD AVENUE CORP.

HARU TOO, INC.

HARU WALL STREET CORP.

MAXWELLS INTERNATIONAL INC.

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NOODLE TIME, INC.

RA AHWATUKEE RESTAURANT CORP.

RA FASHION VALLEY CORP.

RA HOUSTON CORP

RA KIERLAND RESTAURANT CORP.

RA SCOTTSDALE CORP.

RA SUSHI ATLANTA MIDTOWN CORP.

RA SUSHI BALTIMORE CORP.

RA SUSHI CHICAGO CORP.

RA SUSHI CHINO HILLS CORP.

RA SUSHI CITY CENTER CORP.

RA SUSHI CORONA CORP.

RA SUSHI DENVER CORP.

RA SUSHI FORTH WORTH CORP.

RA SUSHI GLENVIEW CORP.

RA SUSHI HOLDING CORP.

RA SUSHI HUNTINGTON BEACH CORP.

RA SUSHI LAS VEGAS CORP.

RA SUSHI LEAWOOD CORP.

RA SUSHI LEAWOOD CORP.

RA SUSHI LOMBARD CORP.

RA SUSHI MESA CORP.

RA SUSHI ORLANDO CORP.

RA SUSHI PALM BEACH GARDENS CORP.

RA SUSHI PEMBROKE PINES CORP.

RA SUSHI PITTSBURGH CORP.

RA SUSHI PLANO CORP.

RA SUSHI SAN DIEGO CORP.

RA SUSHI SOUTH MIAMI CORP.

RA SUSHI TORRANCE CORP.

RA SUSHI TUCSON CORP.

RA SUSHI TUSTIN CORP.

RA SUSHI WESTWOOD CORP.

RA TEMPE CORP.

RUDYS RESTAURANT GROUP, INC.

TEPPAN RESTAURANTS, LTD.

THE SAMURAI, INC.

## EXHIBIT A

### TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

#### Marks Owned By Noodle Time, Inc.

Trademark	Reg. No./ Serial No.	Reg. Date / Filing Date
	937,781	07/11/1972
BENIHANA OF TOKYO	940,142	08/01/1972
BENIHANA	1,230,609	03/08/1983
BENIHANA	1,371,624	11/19/1985
BENIHANA	1,412,570	10/07/1986
	1,426,792	01/27/1987
	2,030,592	01/14/1997
BENIHANA GRILL	2,058,184	04/29/1997
BENIPAC KANA	2,054,499	04/22/1997
BENIHANA GRILL	2,119,770	12/09/1997
BENISUSHI	2,709,651	04/22/2003
BENIHANA HERB TEA	2,778,343	10/28/2003
KENMEI-ICHIBANCHA	2,762,510	09/09/2003
	2,851,354	06/08/2004
	2,983,575	08/09/2005
BENIGRAM	3,634,519	06/09/2009
THE CHEF'S TABLE C	3,843,673	09/07/2010
BENIHANA	3,784,161	05/04/2010
KABUKI KIDS	4,030,772	09/27/2011
KABUKI KIDS	4,030,723	09/27/2011
	3,928,723	03/08/2011
BENIHANA	3,928,737	03/08/2011
BENIHANA	85223480	01/21/2011
	85223502	01/21/2011

#### Marks Owned by Benihana National Corp.

Trademark	Registration Number	Registration Date
BENIHANA (design)	2,029,115	01/07/1997

#### Marks Owned by Haru Holding Corp.

Trademark	Registration Number	Registration Date
HARU (design)	2,546,193	03/12/2002

<b>HARU</b>	<b>2,709,147</b>	<b>04/22/2003</b>
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**Marks Owned by Ra Sushi Holding Corp.**

<b>Trademark</b>	<b>Registration Number</b>	<b>Registration Date</b>
<b>RA (design)</b>	<b>2,209,246</b>	<b>12/08/1998</b>
<b>RA SUSHI (design)</b>	<b>3,531,838</b>	<b>11/11/2008</b>
<b>RA SUSHI BAR RESTAURANT</b>	<b>3,408,349</b>	<b>04/08/2008</b>
<b>RA</b>	<b>3,087,775</b>	<b>05/02/2006</b>
<b>IT'S MORE FUN IN THE RA</b>	<b>3,087,776</b>	<b>05/02/2006</b>

**Marks Owned By The Samurai, Inc.**

<b>Trademark</b>	<b>Registration Number</b>	<b>Registration Date</b>
<b>SAMURAI STEAK SEAFOOD SUSHI (design)</b>	<b>4,072,721</b>	<b>12/20/2011</b>