03-31-2000

Form PTO-1594
(Rev. 6-93) MRD 2-25-00

101302215

HEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commiss

d the attached original documents or copy thereof.

1. Name of conveying party(ies):
RUI One Corp.

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State: Washington
☐ Other

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

2. Name and address of receiving party(ies):
Name: U.S. Bank National Association
Internal Address:
Street Address: 1420 Fifth Avenue, 11th Floor
City: Seattle State: WA ZIP: 98101
☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☐ Corporation-State
☒ Other national banking association

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☒ No
(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? ☐ Yes ☒ No

3. Nature of conveyance:
☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other

Execution Date: November 15, 1999

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,174,034
2,008,261 2,246,460

Additional numbers attached? ☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Heidi L. Sachs
Internal Address: Perkins Coie
Street Address: 1201 Third Avenue, Suite 4800
City: Seattle State: WA ZIP: 98101

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41):.....$ 90.00
☒ Enclosed
☐ Authorized to be charged to deposit account
☒ Charge any additional fees/credit any overpayment to Deposit Account No. 50-0665

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

03/30/2000 DCOATES 00000115 2174034
01 FC:481 40.00 OP
02 FC:482 50.00 OP

DO NOT USE THIS SPACE

9. 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.

Heidi L. Sachs	Heidi Sachs	February 24, 2000
Name of Person Signing	Signature	Date

Total number of pages comprising cover sheet, attachments and document: 7

DO NOT DETACH THIS PORTION

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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

[12187-5008/SL993280.231]

GRANT OF SECURITY INTEREST

WHEREAS RUI ONE CORP., a Washington corporation (hereinafter "Grantor"), having a place of business at 1818 N. Northlake Way, Seattle, Washington 98103, owns rights in the trademarks and service marks listed on Schedule A attached and the registrations and applications therefor identified in Schedule A (hereinafter collectively referred to as the "Marks");

WHEREAS U.S. BANK NATIONAL ASSOCIATION (hereinafter "Secured Party"), having a place of business at 1420 Fifth Avenue, 11th Floor, Seattle, Washington 98101, as agent for and representative of certain financial institutions, is a party to an amended and restated credit agreement dated November 15, 1999 (as hereafter amended, the "Credit Agreement"), with Grantor;

WHEREAS Secured Party has acquired a security interest in the Marks pursuant to a security agreement between the parties dated as of November 15, 1999 (as hereafter amended, the "Security Agreement"), and Secured Party desires to perfect said security interest.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantor grants to Secured Party a security interest in the Marks and all good will associated with the Marks to secure the prompt payment, performance, and observance of the obligations and liabilities arising out of the Credit Agreement.

Grantor does hereby further acknowledge and affirm that the rights and remedies of Secured Party with respect to the security interest in the Marks made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the parties have caused these presents to be signed by their respective corporate officers hereunto duly authorized.

Date: November 15, 1999

RUI ONE CORP.

By _____
Name: Robert D Nowlin
Title: CFO

Notice Address:

1818 N. Northlake Way
Seattle, Washington 98103
Attention: James M. Welch
and Robert D. Nowlin

Date: November 15, 1999

U.S. BANK NATIONAL ASSOCIATION, as Agent for Lenders under the Credit Agreement

By _____
Name: VICTOR M MAGRUDER
Title: VICE PRESIDENT

Notice Address:

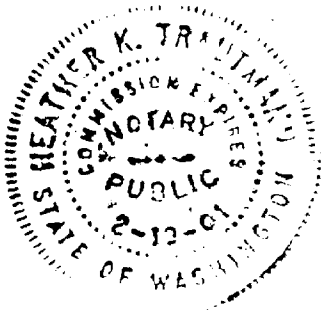
1420 Fifth Avenue, 11th Floor
Seattle, Washington 98101
Attention: Victor M. Magruder

TRADEMARK
REEL: 002041 FRAME: 0670

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

On this 14th day of November, 1999, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared Robert R. Nowlin, to me known to be the person who signed as CFO of RUI One Corp., the corporation that executed the within and foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and on oath stated that he was duly elected, qualified and acting as said officer of the corporation, that he was authorized to execute said instrument and that the seal affixed, if any, is the corporate seal of said corporation.

IN WITNESS WHEREOF I have hereunto set my hand and official seal the day and year first above written.



Heather K. Trautmann
(Signature of Notary)

HEATHER K. TRAUTMANN
(Print or stamp name of Notary)

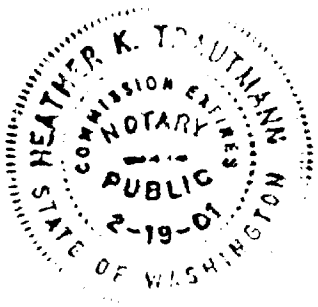
NOTARY PUBLIC in and for the State of Washington, residing at Kirkland, WA
My appointment expires: 2/19/01.

TRADEMARK
REEL: 002041 FRAME: 0671

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

On this 14th day of November, 1999, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared Victor M. Magruder, to me known to be the person who signed as a Vice President of U.S. Bank National Association, a national banking association that executed the within and foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of said national banking association for the uses and purposes therein mentioned, and on oath stated that he was duly elected, qualified and acting as said officer of the national banking association, that he was authorized to execute said instrument and that the seal affixed, if any, is the corporate seal of said national banking association.

IN WITNESS WHEREOF I have hereunto set my hand and official seal the day and year first above written.



Heather K. Trautmann
(Signature of Notary)

HEATHER K. TRAUTMANN
(Print or stamp name of Notary)

NOTARY PUBLIC in and for the State of Washington, residing at Kirkland, WA.
My appointment expires: 2/19/01.

TRADEMARK
REEL: 002041 FRAME: 0672

SCHEDULE A
to Grant of Security Interest

INTELLECTUAL PROPERTY

REGISTERED TRADEMARKS

MARK	State/Country	Registration No.	Registration Date
PALOMINO	U.S.	Reg. No. 2,008,261	Issued 10/15/96
PALOMINO	U.S.	Reg. No. 2,174,034	Issued 7/14/98
CLINKERDAGGER	Washington	Reg. No. 026517	Issued 11/17/97
EURO BISTRO	Canada	Reg. No. 469,947	Issued 1/28/97
KAYAK LAKEFRONT GRILL	Washington	Reg. No. 22234	Issued 5/27/93
MAGGIE BLUFF'S	Washington	Reg. No. 026511	Issued 11/17/97
MAGGIE BLUFF'S VIEW CAFE	Washington	Reg. No. 21533	Issued 7/17/92
RESTAURANTS UNLIMITED & Design	U.S.	Reg. No. 2,246,460	Issued 5/18/99
RYAN'S	Hawaii	Reg. No. 216661	Issued 6/9/98
RYAN'S GRILL AT WARD CENTRE	Hawaii	Reg. No. 155,023	Issued 4/23/93
SCOTT'S	Washington	Reg. No. 15572	Issued 2/4/85
SKATES	California	Reg. No. 41130	Issued 11/13/92
STANLEY & SEAFORT'S	Washington	Reg. No. 21413	Issued 5/21/92
STEPPS	California	Reg. No. 41131	Issued 11/13/92

TRADEMARK
REEL: 002041 FRAME: 0673

MARK	State/Country	Registration No.	Registration Date
TRIPLES	Washington	Reg. No. 22800	Issued 1/19/94

PENDING TRADEMARKS

MARK	State/Country	Application No.	Filing Date
PALOMINO EURO BISTRO & Design	Canada	App. No. 840,966	Filed 4/2/97
RESTAURANTS UNLIMITED & Design	Canada	App. No. 840,965	Filed 4/2/97