

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.

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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: CEO

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

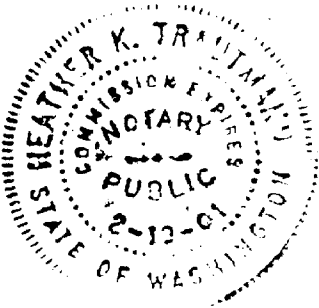
Notice Address:

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

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

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

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. 21553	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
STEPS	California	Reg. No. 41131	Issued 11/13/92

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