

04-24-2001



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3-26-01

RECORDATION FORM COVER SHEET
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
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- Correction of PTO Error
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Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

76026711

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual General Partnership Limited Partnership
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

04/23/2001 6TOM11 00000236 022555 76026711

FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 25.00 CH

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TRADEMARK
REEL: 002278 FRAME: 0060

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="76/026,711"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2,141,888"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes


No

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. Charges to deposit account are authorized, as indicated herein.

Timothy D. Pecsénye

Name of Person Signing



Signature

3-23-01

Date Signed

ASSIGNMENT OF SERVICE MARKS AND
SERVICE MARK REGISTRATION
AND APPLICATION

This Agreement is made on the 21st day of March, 2001, between Aaron Stuart Kennedy, a United States Citizen ("ASSIGNOR"), and The Noodle Shop, Co., a Colorado corporation, with an address at 4770 Baseline Road, #310, Boulder, CO 80303 ("ASSIGNEE").

WHEREAS, ASSIGNOR has adopted, used and is using the service marks listed in Appendix A for which it owns a federal registration and application in the United States Patent and Trademark Office;

WHEREAS, ASSIGNEE is desirous of acquiring said service marks and the registration and application thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, ASSIGNOR does hereby assign, sell and transfer to ASSIGNEE, its successors and assigns, all its right, title, and interest in and to said marks, together with the goodwill of the business symbolized by and associated with said service marks and service mark registration and application thereof.

IN TESTIMONY WHEREOF, ASSIGNOR has executed this Assignment as duly authorized.

AARON STUART KENNEDY

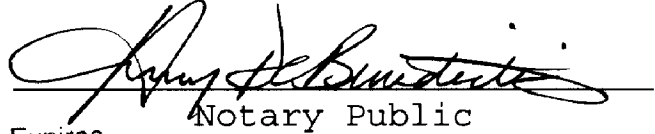
Dated: MARCH 21, 2001

By: 
Aaron Stuart Kennedy

State of Colorado)
County of Boulder)

SS:

On this 21ST day of March, 2001, before me appeared Aaron Stuart Kennedy, the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of himself.


Notary Public

My Commission Expires
7/09/2003

My Commission Expires: _____

APPENDIX A

REGISTRATION

<u>Service Mark</u>	<u>Registration Number</u>	<u>Registration Date</u>
NOODLES & COMPANY and Design	2,141,888	March 10, 1998

APPLICATION

<u>Service Mark</u>	<u>Serial Number</u>	<u>Application Date</u>
NOODLES & COMPANY and Design	76/026,711	April 14, 2000