

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Noodle Shop, Co.		01/01/2003	CORPORATION: COLORADO

RECEIVING PARTY DATA

Name:	Noodles & Company
Street Address:	2590 Pearl Street
City:	Boulder
State/Country:	COLORADO
Postal Code:	80302
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	2141888	NOODLES & COMPANY
Registration Number:	2651073	NOODLES & COMPANY
Registration Number:	2612158	EVERY GUEST, EVERY BOWL, EVERY TIME.
Registration Number:	2653588	KNOW YOUR NOODLE
Registration Number:	2651360	PASTAFARIANS REJOICE.
Registration Number:	2547018	NOODLES & COMPANY
Registration Number:	2710582	GLOBAL NOODLE SHOP
Serial Number:	76334791	
Serial Number:	76248150	PESTO CAVATAPPI
Serial Number:	76248154	PUDDIN' COOKIE
Serial Number:	78157429	NOODLEWEAR
Serial Number:	76248152	WISCONSIN MAC & CHEESE
Serial Number:	76248151	JAPANESE PAN NOODLES

CORRESPONDENCE DATA

OP \$340.00 2141888

Fax Number: (303)447-7800
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (303) 447-7700
Email: trademarkbldr@faegre.com
Correspondent Name: Kathleen S. Herbert
Address Line 1: 1900 Fifteenth Street
Address Line 2: Faegre & Benson LLP
Address Line 4: Boulder, COLORADO 80302

ATTORNEY DOCKET NUMBER:

75029.(-----)

NAME OF SUBMITTER:

Kathleen S. Herbert

Total Attachments: 2

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MEMORANDUM OF ASSIGNMENT

THIS MEMORANDUM OF TRADEMARK ASSIGNMENT is entered into by and between The Noodle Shop, Co., a Colorado corporation, having a principal place of business at 4770 Baseline Road, Boulder, CO 80303 (the "Assignor"), and Noodles & Company, a Delaware corporation, with its principal place of business located at 2590 Pearl Street, Boulder, CO 80302 (the "Assignee"), to be effective for all purposes as of January 1, 2003 (the "Effective Date").

RECITALS

A. Assignor is the owner of the U.S. Trademark Applications/Registrations listed in the attached Exhibit A, (the "Marks"), together with related goodwill (the "Goodwill").

B. Assignor has transferred and conveyed to Assignee the Marks, the Goodwill, and that portion of Assignor's business to which the Marks and Goodwill pertain (the "Business"); and Assignor desires to confirm for purposes of recording that it has transferred and conveyed to Assignee the Marks, the Goodwill, and the Business; and Assignee has acquired, and desires to confirm by recording that it has acquired the Marks, the Goodwill and the Business.

C. This Memorandum of Assignment is a memorial for recording in the records of the Patent and Trademark Office of an assignment which took place effective as of the Effective Date. This Memorandum of Assignment is executed on the date set forth below to be effective for all purposes as of the Effective Date.

ASSIGNMENT

Assignor, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, confirms that it did assign the Marks, the Goodwill and the Business to Assignee, effective as of the Effective Date, and Assignor does hereby sell, assign, convey and transfer unto Assignee all of Assignor's right, title and interest in and to the Marks, the Goodwill and the Business;

Assignor further agrees, without further consideration, to cause to be performed such lawful acts and to be executed such further assignments and other lawful documents as Assignee may reasonably request to effectuate fully this Assignment and to permit Assignee to be duly recorded as the registered owner and proprietor of the rights hereby conveyed; and

IN TESTIMONY WHEREOF, the Assignor has caused this document to be executed on its behalf on the date set forth below to be effective for all purposes as of the date first set forth above.

THE NOODLE SHOP CO.



Date: 5-10-04
Name: Vikki Wolfe
Title: Assistant Secretary

EXHIBIT A to MEMORANDUM OF ASSIGNMENT

List of Marks

Registrations:

2,141,888 "Noodles & Company"

2,651,073 "Noodles & Company"

2,612,158 "Every Guest, Every Bowl, Every Time"

2,653,588 "Know Your Noodle"

2,651,360 "Pastafarians Rejoice"

2,547,018 "Noodles & Company"

2,710,582 "Global Noodle Shop"

Applications:

76/334,791 Miscellaneous Design

76/248,150 "Pesto Cavatappi"

76/248,154 "Puddin' Cookie"

78/157,429 "Noodlewear"

76/248,152 "Wisconsin Mac & Cheese"

76,248,151 "Japanese Pan Noodles"