

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Noodles & Company		11/14/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Administrative Agent
Street Address:	800 Fifth Avenue
Internal Address:	WA1-501-32-37
City:	Seattle
State/Country:	WASHINGTON
Postal Code:	98104
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 16

Property Type	Number	Word Mark
Registration Number:	2893106	NOODLEWEAR
Registration Number:	2953812	PUDDIN' COOKIE
Registration Number:	2907868	
Registration Number:	2955809	
Registration Number:	2894091	WISCONSIN MAC & CHEESE
Registration Number:	2894090	JAPANESE PAN NOODLES
Registration Number:	2907496	PESTO CAVATAPPI
Registration Number:	2547018	NOODLES & COMPANY
Registration Number:	2653588	KNOW YOUR NOODLE
Registration Number:	2612158	EVERY GUEST, EVERY BOWL, EVERY TIME.
Registration Number:	2651360	PASTAFARIANS REJOICE.
Registration Number:	2710582	GLOBAL NOODLE SHOP
Registration Number:	2651073	NOODLES & COMPANY

OP \$415.00 2893106

Registration Number:	2141888	NOODLES & COMPANY
Registration Number:	3319319	CRAVE CARD
Serial Number:	77302744	CRAVE CARD

CORRESPONDENCE DATA

Fax Number: (919)416-8363
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 9192868041
Email: pto_tmconfirmation@mvalaw.com
Correspondent Name: Moore & Van Allen PLLC
Address Line 1: 430 Davis Drive
Address Line 2: Suite 500
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	17625-4314 NOODLES SERV
NAME OF SUBMITTER:	Ellen A. Rubel
Signature:	/Ellen A. Rubel/
Date:	11/27/2007

Total Attachments: 4
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of November 14, 2007 (as the same may be amended, modified, restated or supplemented from time to time, the "Security Agreement") by and among the Grantors from time to time party thereto (each a "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the Secured Parties referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications set forth on Schedule 1 attached hereto to the Administrative Agent for the ratable benefit of the Secured Parties.

The undersigned Grantor and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the trademarks and trademark applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

NOODLES & COMPANY,
a Delaware corporation

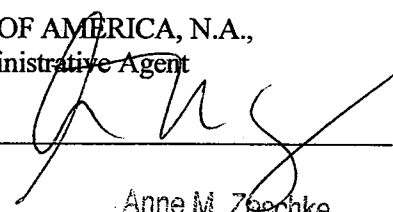
By: 

Name: Keith Kinsey

Title: Secretary

Acknowledged and Accepted:

BANK OF AMERICA, N.A.,
as Administrative Agent

By:  _____

Name:

Title:

Anne M. Zeechke
Assistant Vice President

Schedule 1

**Noodles & Company
(Delaware corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
NOODLEWEAR	2893106	10/12/04
PUDDIN' COOKIE	2953812	5/17/05
Design Only	2907868	12/7/04
Design Only	2955809	5/24/05
WISCONSIN MAC & CHEESE	2894091	10/19/04
JAPANESE PAN NOODLES	2894090	10/19/04
PESTO CAVATAPPI	2907496	12/7/04
NOODLES & COMPANY	2547018	3/12/02
KNOW YOUR NOODLE	2653588	11/26/02
EVERY GUEST, EVERY BOWL, EVERY TIME.	2612158	8/27/02
PASTAFARIANS REJOICE.	2651360	11/19/02
GLOBAL NOODLE SHOP	2710582	4/29/03
NOODLES & COMPANY and Design	2651073	11/19/02
NOODLES & COMPANY and Design	2141888	3/10/98
CRAVE CARD	3319319	10/23/07

Pending Application

Mark	Application No.	Filing Date
CRAVE CARD	77302744	10/12/07