

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
NOODLES & COMPANY		02/28/2011	CORPORATION: DELAWARE
TNSC, INC.		02/28/2011	CORPORATION: COLORADO
NOODLES & COMPANY SERVICES CORP.		02/28/2011	CORPORATION: COLORADO
NOODLES & COMPANY FINANCE CORP.		02/28/2011	CORPORATION: COLORADO
THE NOODLE SHOP, CO. - COLORADO, INC.		02/28/2011	CORPORATION: COLORADO
THE NOODLE SHOP, CO. - WISCONSIN, INC.		02/28/2011	CORPORATION: WISCONSIN
THE NOODLE SHOP, CO. - MINNESOTA, INC.		02/28/2011	CORPORATION: MINNESOTA
THE NOODLE SHOP, CO. - ILLINOIS, INC.		02/28/2011	CORPORATION: ILLINOIS
THE NOODLE SHOP, CO. - VIRGINIA, INC.		02/28/2011	CORPORATION: VIRGINIA
THE NOODLE SHOP, CO. - MARYLAND, INC.		02/28/2011	CORPORATION: MARYLAND
THE NOODLE SHOP, CO. - COLLEGE PARK, LLC		02/28/2011	LIMITED LIABILITY COMPANY: MARYLAND
THE NOODLE SHOP, CO. - BALTIMORE COUNTY, LLC		02/28/2011	LIMITED LIABILITY COMPANY: MARYLAND
THE NOODLE SHOP, CO. - ANNAPOLIS, LLC		02/28/2011	LIMITED LIABILITY COMPANY: MARYLAND
THE NOODLE SHOP, CO. - MONTGOMERY COUNTY, MARYLAND		02/28/2011	CORPORATION: MARYLAND
THE NOODLE SHOP, CO. - CHARLES COUNTY, INC.		02/28/2011	CORPORATION: MARYLAND
THE NOODLE SHOP, CO. - HOWARD, INC.		02/28/2011	CORPORATION: MARYLAND
THE NOODLE SHOP, CO. - KANSAS, LLC		02/28/2011	LIMITED LIABILITY COMPANY: KANSAS
THE NOODLE SHOP, CO. -		02/28/2011	CORPORATION: DELAWARE

CH \$690.00 3553349

TRADEMARK

900185430

REEL: 004489 FRAME: 0418

DELAWARE, INC.

RECEIVING PARTY DATA

Name:	BANK OF AMERICA, N.A., as Administrative Agent
Street Address:	100 FEDERAL STREET
City:	BOSTON
State/Country:	MASSACHUSETTS
Postal Code:	02110
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 27

Property Type	Number	Word Mark
Registration Number:	3553349	CRAVE CARD
Registration Number:	3487650	CRAVE CARD
Registration Number:	3319319	CRAVE CARD
Registration Number:	2612158	EVERY GUEST, EVERY BOWL, EVERY TIME.
Registration Number:	3480259	FEED THE WHOLE GROUP
Registration Number:	3400230	FRESH SAUTÉ & GRILL
Registration Number:	2894090	JAPANESE PAN NOODLES
Registration Number:	3799450	LUNCH BUDDY
Registration Number:	2955809	
Registration Number:	2907868	
Registration Number:	3484203	MULTITOODLES
Registration Number:	3660851	NOODLEGRAM
Registration Number:	2547018	NOODLES & COMPANY
Registration Number:	3663655	NOODLES & COMPANY
Registration Number:	3333189	NOODLES & COMPANY
Registration Number:	2651073	NOODLES & COMPANY
Registration Number:	3594116	NOODLES & COMPANY
Registration Number:	3437320	NOODLEVILLE
Registration Number:	2893106	NOODLEWEAR
Registration Number:	2907496	PESTO CAVATAPPI
Registration Number:	2953812	PUDDIN' COOKIE
Registration Number:	2894091	WISCONSIN MAC & CHEESE
Serial Number:	77947776	ANGRY NOODLE

Serial Number:	77711803	MAC & MEATBALLS
Serial Number:	77813518	REAL FOOD. REAL QUICK.
Serial Number:	77814246	SQUARE BOWL
Serial Number:	77716533	STOP AND TASTE THE NOODLES

CORRESPONDENCE DATA

Fax Number: (202)739-3001
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 202.739.5950
Email: ateixeira@morganlewis.com
Correspondent Name: Antonio Cesar Teixeira
Address Line 1: 1111 Pennsylvania Avenue, NW
Address Line 2: Attention: TMSU
Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

NAME OF SUBMITTER:	Antonio Cesar Teixeira
Signature:	/Antonio C. Teixeira/
Date:	03/03/2011

Total Attachments: 12
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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 February 28, 2011 (as the same may be amended, modified, restated, extended or supplemented from time to time, the "Security Agreement") by and among the Grantors from time to time party thereto (each an "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.

[Signature pages to follow]

Very truly yours,

NOODLES & COMPANY,
a Delaware corporation

By: Paul A. Strasen
Name: Paul A. Strasen
Title: Executive Vice President

TNSC, INC.,
a Colorado corporation

By: Paul A. Strasen
Name: Paul A. Strasen
Title: Vice President

**NOODLES & COMPANY SERVICES
CORP.,**
a Colorado corporation

By: Paul A. Strasen
Name: Paul A. Strasen
Title: Vice President

**NOODLES & COMPANY FINANCE
CORP.,**
a Colorado corporation

By: Paul A. Strasen
Name: Paul A. Strasen
Title: Vice President


**THE NOODLE SHOP, CO. -
COLORADO, INC.,**
a Colorado corporation

By: Paul A. Strasen
Name: Paul A. Strasen
Title: Vice President

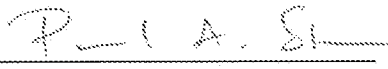
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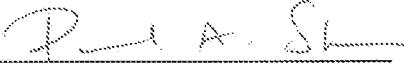
**THE NOODLE SHOP, CO. –
WISCONSIN, INC.,**
a Wisconsin corporation

By: 
Name: Paul A. Strasen
Title: Vice President

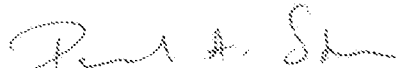
**THE NOODLE SHOP, CO. –
MINNESOTA, INC.,**
a Minnesota corporation

By: 
Name: Paul A. Strasen
Title: President

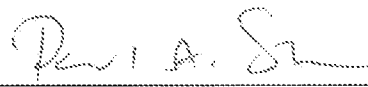
**THE NOODLE SHOP, CO. – ILLINOIS,
INC.,**
an Illinois corporation

By: 
Name: Paul A. Strasen
Title: Vice President

**THE NOODLE SHOP, CO. –
VIRGINIA, INC.,**
a Virginia corporation

By: 
Name: Paul A. Strasen
Title: Vice President

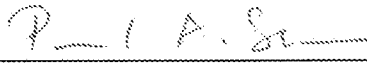
**THE NOODLE SHOP, CO. –
MARYLAND, INC.,**
a Maryland corporation

By: 
Name: Paul A. Strasen
Title: Assistant Secretary

[SIGNATURE PAGE TO GRANT OF SECURITY INTEREST IN TRADEMARKS]


**THE NOODLE SHOP, CO. – COLLEGE
PARK, LLC,**
a Maryland limited liability company

By: **Noodles & Company**, a Delaware
corporation, its Class A Member

By: 
Name: Paul A. Strasen
Title: Executive Vice President


**THE NOODLE SHOP, CO. –
BALTIMORE COUNTY, LLC,**
a Maryland limited liability company

By: **Noodles & Company**, a Delaware
corporation, its Class A Member

By: 
Name: Paul A. Strasen
Title: Executive Vice President

**THE NOODLE SHOP, CO. –
ANNAPOLIS, LLC,**
a Maryland limited liability company


By: **Noodles & Company**, a Delaware
corporation, its Class A Member

By: 
Name: Paul A. Strasen
Title: Executive Vice President

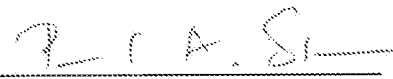
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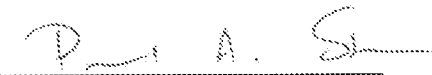
**THE NOODLE SHOP, CO. –
MONTGOMERY COUNTY,
MARYLAND,**
a Maryland corporation

By: 
Name: Paul A. Strasen
Title: Vice President

**THE NOODLE SHOP, CO. – CHARLES
COUNTY, INC.,**
a Maryland corporation

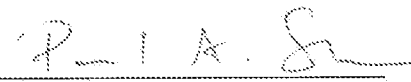
By: 
Name: Paul A. Strasen
Title: Assistant Secretary

**THE NOODLE SHOP, CO. – HOWARD
COUNTY, INC.,**
a Maryland corporation

By: 
Name: Paul A. Strasen
Title: Assistant Secretary

**THE NOODLE SHOP, CO. – KANSAS,
LLC,**
a Kansas limited liability company

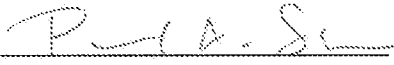
By: TNSC, Inc., a Colorado corporation,
its Member

By: 
Name: Paul A. Strasen
Title: Vice President

[SIGNATURE PAGE TO GRANT OF SECURITY INTEREST IN TRADEMARKS]

**TRADEMARK
REEL: 004489 FRAME: 0425**

THE NOODLE SHOP, CO. –
DELAWARE, INC.,
a Delaware corporation

By: 

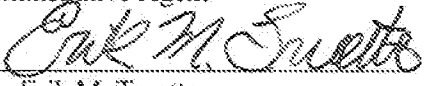
Name: Paul A. Strasen
Title: President

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TRADEMARK
REEL: 004489 FRAME: 0426

Acknowledged and Accepted:

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

By: 

Name: Erik M. Truette

Title: Assistant Vice President

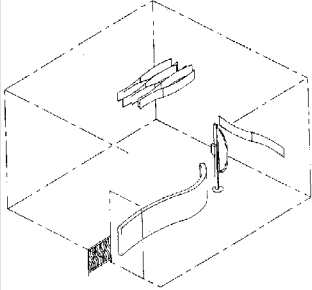
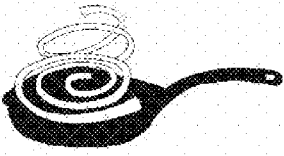
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TRADEMARK
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Schedule 1

TRADEMARKS

Trademark/SN/RN	Status/Key Dates
ANGRY NOODLE ANGRY NOODLE SN:77-947776	Allowed - Intent to Use Notice of Allowance Issued January 4, 2011 Int'l Class: 30 Filed: March 1, 2010 Published: November 9, 2010
CRAVE CARD CRAVE CARD SN:77-454019 RN:3,553,349	Registered December 30, 2008 Int'l Class: 36 First Use: April 1, 2003 Filed: April 21, 2008 Published: October 14, 2008
CRAVE CARD CRAVE CARD SN:77-302744 RN:3,487,650	Registered August 19, 2008 Int'l Class: 43 First Use: April 1, 2003 Filed: October 12, 2007 Published: June 3, 2008
CRAVE CARD SN:78-157417 RN:3,319,319	Registered October 23, 2007 Int'l Class: 43 First Use: April 1, 2003 Filed: August 23, 2002 Published: April 8, 2003 Allowed: May 24, 2005
EVERY GUEST, EVERY BOWL, EVERY TIME. SN:76-230481 RN:2,612,158	Registered 8 Accepted September 15, 2008 Int'l Class: 42 First Use: May, 1997 Filed: March 23, 2001 Published: June 4, 2002 Registered: August 27, 2002
FEED THE WHOLE GROUP FEED THE WHOLE GROUP SN:77-363806 RN:3,480,259	Registered August 5, 2008 Int'l Class: 43 First Use: January 2, 2008 Filed: January 3, 2008 Published: May 20, 2008
FRESH SAUTE & GRILL Fresh Sauté & Grill SN:76-631356 RN:3,400,230	Registered Supplemental Register March 18, 2008 Int'l Class: 43 First Use: March 1, 2005 Filed: February 15, 2005

Trademark/SN/RN	Status/Key Dates
<p>JAPANESE PAN NOODLES</p> <p>SN:76-248151 RN:2,894,090</p>	<p>Registered Principal Register - Sec. 2(F) 8 & 15 October 20, 2010 Int'l Class: 42 First Use: October, 1995 Filed: April 5, 2001 Published: July 27, 2004 Registered: October 19, 2004</p>
<p>LUNCH BUDDY</p> <p>LUNCH BUDDY</p> <p>SN:77-860655 RN:3,799,450</p>	<p>Registered June 8, 2010 Int'l Class: 16 First Use: November 23, 2009 Filed: October 29, 2009 Published: March 23, 2010</p>
<p>MAC & MEATBALLS</p> <p>MAC & MEATBALLS</p> <p>SN:77-711803</p>	<p>Pending - Final Refusal Mailed Principal Register - Sec. 2(F) Int'l Class: 29 August 29, 2010 Filed: April 10, 2009</p>
<p>MISCELLANEOUS DESIGN</p>  <p>SN:76-334791 RN:2,955,809</p>	<p>Registered Supplemental Register May 24, 2005 Int'l Class: 42 First Use: November 17, 1998 Filed: October 24, 2001</p>
<p>MISCELLANEOUS DESIGN</p>  <p>SN:76-536590 RN:2,907,868</p>	<p>Registered 8 & 15 March 6, 2010 Int'l Class: 43 First Use: September 22, 1999 Filed: July 2, 2003 Published: September 14, 2004 Registered: December 7, 2004</p>
<p>MULTITOODLES</p> <p>MULTITOODLES</p> <p>SN:77-363812 RN:3,484,203</p>	<p>Registered August 12, 2008 Int'l Class: 43 First Use: January 2, 2008 Filed: January 3, 2008 Published: May 27, 2008</p>

Trademark/SN/RN	Status/Key Dates
NOODLEGRAM NOODLEGRAM SN:77-657005 RN:3,660,851	Registered July 28, 2009 Int'l Class: 35 First Use: February, 2006 Filed: January 26, 2009 Published: May 12, 2009
NOODLES & COMPANY SN:76-230756 RN:2,547,018	Registered Principal Register March 12, 2002 Int'l Class: 42 First Use: September, 1995 Filed: March 23, 2001 Published: December 18, 2001
NOODLES & COMPANY NOODLES & COMPANY SN:77-674355 RN:3,663,655	Registered Principal Register – Sec. 2(F) August 4, 2009 Int'l Class: 29, 30 First Use: January 1, 2000 Filed: February 20, 2009 Published: May 19, 2009
NOODLES & COMPANY and Design  SN:76-661267 RN:3,333,189	Registered Principal Register – Sec. 2(F) November 13, 2007 Int'l Class: 43 First Use: September 1, 2004 Filed: June 8, 2006 Published: August 28, 2007
NOODLES & COMPANY and Design  SN:76-026711 RN:2,651,073	Registered Principal Register – Sec. 2(F) In Part November 19, 2002 Int'l Class: 42 First Use: September, 1995 Filed: April 14, 2000 Published: August 27, 2002
NOODLES & COMPANY and Design  SN:77-452703 RN:3,594,116	Registered Principal Register - Sec. 2(F) March 24, 2009 Int'l Class: 29, 30 First Use: September 1, 2004 Filed: April 19, 2008 Published: January 6, 2009
NOODLEVILLE NOODLEVILLE SN:77-172403 RN:3,437,320	Registered May 27, 2008 Int'l Class: 43 First Use: June 20, 2007 Filed: May 3, 2007 Published: October 30, 2007 Allowed: January 22, 2008

Trademark/SN/RN	Status/Key Dates
NOODLEWEAR (Stylized)  SN:78-157429 RN:2,893,106	Registered October 12, 2004 Int'l Class: 25, 26 First Use: May 30, 2002 Filed: August 23, 2002 Published: July 20, 2004
PESTO CAVATAPPI SN:76-248150 RN:2,907,496	Registered Principal Register - Sec. 2(F) 8 & 15 March 6, 2010 Int'l Class: 42 First Use: October, 2000 Filed: April 5, 2001 Published: September 14, 2004 Registered: December 7, 2004
PUDDIN' COOKIE Puddin' Cookie SN:76-591372 RN:2,953,812	Registered Supplemental Register May 17, 2005 Int'l Class: 30 First Use: October 1, 2000 Filed: May 6, 2004
REAL FOOD. REAL QUICK. REAL FOOD. REAL QUICK. SN:77-813518	Pending - Suspended January 12, 2011 Int'l Class: 43 Filed: August 26, 2009
SQUARE BOWL SQUARE BOWL SN:77-814246	Allowed - Intent to Use 1st Extension of Time Granted December 18, 2010 Int'l Class: 29, 30 Filed: August 27, 2009 Published: April 27, 2010 Allowed: June 22, 2010
STOP AND TASTE THE NOODLES STOP AND TASTE THE NOODLES SN:77-716533	Allowed - Intent to Use 2nd Extension of Time Granted November 15, 2010 Int'l Class: 43 Filed: April 17, 2009 Published: August 11, 2009 Allowed: November 3, 2009
WISCONSIN MAC & CHEESE SN:76-248152 RN:2,894,091	Registered Principal Register - Sec. 2(F) 8 & 15 August 23, 2010 Int'l Class: 42 First Use: October, 1995 Filed: April 5, 2001 Published: July 27, 2004 Registered: October 19, 2004
NOODLES & COMPANY Australian Registration AN: 986834 RN: 986834	Registered September 13, 2004 Int'l Class: 25, 30, 43 Filed: January 30, 2004
NOODLES & COMPANY Canadian Application AN:1204755-00	Pending - Extension of Time December 2, 2010 Pending - Extension of Time December 2, 2010 Filed: January 30, 2004 Published: September 10, 2008

Trademark/SN/RN	Status/Key Dates
NOODLES & COMPANY European Community Registration AN: 003637881 RN: 003637881	Registered April 26, 2005 Int'l Class: 25, 30, 43 Filed: January 29, 2004
NOODLES & COMPANY Mexican Application AN: 1105434	Filed: July 20, 2010