

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Grant of Security Interest		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Noodles & Company		08/02/2012	CORPORATION: DELAWARE
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:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	85264880	SQUARE BOX	
Serial Number:	85573804	NOODLES & COMPANY YOUR WORLD KITCHEN	
Serial Number:	85573798	YOUR WORLD KITCHEN	
CORRESPONDENCE DATA			
Fax Number:	6173417701		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	617-341-7717		
Email:	mfischer@morganlewis.com		
Correspondent Name:	Marney Smyth Fischer		
Address Line 1:	225 Franklin Street		
Address Line 2:	16th Floor		
Address Line 4:	Boston, MASSACHUSETTS 02110		
NAME OF SUBMITTER:	Marney Smyth Fischer		
Signature:	/Marney Smyth Fischer/		

OP \$90.00 85264880

Date:

08/02/2012

Total Attachments: 4

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

August 2, 2012

United States Patent and Trademark Office

Ladies and Gentlemen:

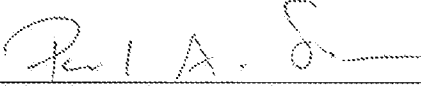
Please be advised that pursuant to the Security Agreement dated as of February 28, 2011 (as the same may be amended, modified, restated, extended or supplemented from time to time, the "Security Agreement") by and among the Grantors from time to time party thereto (each an "Grantor" and collectively, 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


By:  _____

Name: Paul A. Strasen

Title: Executive Vice President

Acknowledged and Accepted:

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

By: 

Name: Erik M. Truette

Title: Assistant Vice President

[Signature Page to Notice of Grant of Security Interest in Trademarks]

TRADEMARK
REEL: 004835 FRAME: 0359

Schedule 1

TRADEMARKS

Mark	Filing Date	Application	Owner Name
SQUARE BOX	3/11/2011	85/264,880	Noodles & Company
NOODLES & COMPANY YOUR WORLD KITCHEN	3/19/2012	85/573,804	Noodles & Company
YOUR WORLD KITCHEN	3/19/2012	85/573,798	Noodles & Company