

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Noodles & Company		11/22/2013	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	BANK OF AMERICA, N.A., as the Administrative Agent
Street Address:	101 North Tryon Street
Internal Address:	Mail Code:NC1-001-04-39
City:	CHARLOTTE
State/Country:	NORTH CAROLINA
Postal Code:	28255-0001
Entity Type:	Bank: UNITED STATES

**PROPERTY NUMBERS Total: 6**

Property Type	Number	Word Mark
Serial Number:	86070175	A LITTLE HIGH HEAT FROM THE HIGH MOUNTAI
Serial Number:	86048423	NOODLES & COMPANY
Serial Number:	86048440	NOODLES CINEMA
Serial Number:	86070161	SMOLDER FROM BOULDER
Serial Number:	86048436	
Serial Number:	85681506	NOODLES & COMPANY

**CORRESPONDENCE DATA**

Fax Number: 6173417701  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: 6173417729  
 Email: [kschmidt@morganlewis.com](mailto:kschmidt@morganlewis.com)  
 Correspondent Name: Katarzyna Schmidt  
 Address Line 1: 225 Franklin Street, 16th Floor  
 Address Line 2: c/o Morgan Lewis & Bockius LLP

OP \$165.00 86070175

Address Line 4: Boston, MASSACHUSETTS 02110

NAME OF SUBMITTER:	Katarzyna Schmidt
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Signature:	/Katarzyna Schmidt/
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Date:	12/02/2013
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**Total Attachments: 4**

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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

November 22, 2013

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: Paul A. Strasen

Name: Paul Strasen

Title: Secretary

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: 005177 FRAME: 0104**

**Schedule 1**  
**TRADEMARKS**

<b>Mark</b>	<b>File Date</b>	<b>Application #</b>	<b>Registration Date</b>	<b>Registration #</b>	<b>Owner Name</b>
A LITTLE HIGH HEAT FROM THE HIGH MOUNTAINS	9/20/2013	86/070,175	N/A	N/A	Noodles & Company
NOODLES & COMPANY	8/26/2013	86/048,423	N/A	N/A	Noodles & Company
NOODLES CINEMA	08/26/2013	86/048,440	N/A	N/A	Noodles & Company
SMOLDER FROM BOULDER	9/20/2013	86/070,161	N/A	N/A	Noodles & Company
(DESIGN ONLY – WHITE BOWL)	8/26/2013	86/048,436	N/A	N/A	Noodles & Company
NOODLES & COMPANY	07/19/2012	85/681,506	3/19/2013	4,304,937	Noodles & Company