

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Noodles Development, L.P.		11/15/2006	LIMITED PARTNERSHIP: TEXAS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Noodles Management, L.L.C.		
<b>Street Address:</b>	14500 N. Northsight, Suite 206		
<b>City:</b>	Scottsdale		
<b>State/Country:</b>	ARIZONA		
<b>Postal Code:</b>	85260		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: TEXAS		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	78762714	OODLES	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(602)382-6070		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	602 382-6250		
<b>Email:</b>	bgray@swlaw.com		
<b>Correspondent Name:</b>	R. Lee Fraley		
<b>Address Line 1:</b>	One Arizona Center		
<b>Address Line 2:</b>	400 East Van Buren		
<b>Address Line 4:</b>	Phoenix, ARIZONA 85004-2202		
<b>ATTORNEY DOCKET NUMBER:</b>	44832.0200		
<b>NAME OF SUBMITTER:</b>	R. Lee Fraley		
<b>Signature:</b>	/R. Lee Fraley/		

CH \$40.00 78762714

Date:

12/07/2006

Total Attachments: 1

source=Trademark Assignment 44832#page1.tif

**TRADEMARK ASSIGNMENT**

This Trademark Assignment is effective as of the 15 day of Nov, 2006, by and between, NOODLES DEVELOPMENT, L.P. ("ASSIGNOR"), a Texas limited partnership having a place of business at 14500 N. Northsight, Suite 206, Scottsdale, Arizona 85260, and NOODLES MANAGEMENT, L.L.C. ("ASSIGNEE"), a Texas limited liability company having a principal place of business at 14500 N. Northsight, Suite 206, Scottsdale, Arizona 85260.

**WITNESSETH:**

WHEREAS, ASSIGNOR has adopted, used, and is using the trademark OODLES and Design since at least as early as Feb. 22, 2006, as evidenced by the federal trademark Application Serial No. 78/762,714 filed on November 29, 2005, for the mark "OODLES and Design" in connection with "restaurant services" in International Class 043, which application is pending in the United States Patent and Trademark Office (collectively, the common law rights and application comprising the "Mark");

WHEREAS, ASSIGNEE is desirous of acquiring all rights, title and interests of ASSIGNOR in the Mark, including the goodwill associated therewith;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR does hereby assign, sell, and transfer to ASSIGNEE, its successors and assigns, all right, title, and interest in and to the Mark, together with the goodwill and all common law rights associated therewith. ASSIGNOR further authorizes the Director - United States Patent and Trademark Office to record this Trademark Assignment for the sole benefit of ASSIGNEE, its successors, assigns, and legal representatives in connection with any Federal registrations or applications for the Mark.

IN TESTIMONY WHEREOF, the parties have executed this Trademark Assignment by their duly authorized officers.

NOODLES MANAGEMENT, L.L.C.  
Acknowledged  
By [Signature]  
Date Nov. 15, 2006  
ASSIGNEE

NOODLES DEVELOPMENT, L.P.  
Acknowledged  
By [Signature]  
Date Nov. 15, 2006  
ASSIGNOR