



**FRANCHISE DISCLOSURE DOCUMENT
NOODLES & COMPANY**

a Delaware corporation
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The franchise offered is for a Noodles & Company restaurant, which will specialize in the retail sale of noodle dishes, salads, soups, desserts, breads, beverages, beer, wine and other menu items and merchandise related to the Noodles & Company concept, as we may authorize in the future.

The total investment necessary to begin operation of a Noodles & Company restaurant ranges from \$675,500 to \$1,455,000. This includes a \$35,000 initial franchise fee that must be paid to us, but does not include the cost of buying or renting the business location.

This disclosure document summarizes certain provisions of your franchise agreement and other information in plain English. Read this disclosure document and all accompanying agreements carefully. You must receive this disclosure document at least 14 calendar days before you sign a binding agreement with, or make any payment to, the franchisor or an affiliate in connection with the proposed franchise sale. Note, however, that no governmental agency has verified the information contained in this document.

The terms of your contract will govern your franchise relationship. Don't rely on the disclosure document alone to understand your contract. Read all of your contract carefully. Show your contract and this disclosure document to an advisor, like a lawyer or an accountant.

Buying a franchise is a complex investment. The information in this disclosure document can help you make up your mind. More information on franchising, such as "A Consumer's Guide to Buying a Franchise," which can help you understand how to use this disclosure document, is available from the Federal Trade Commission. You can contact the FTC by calling 1-877-FTC-HELP or writing the FTC at 600 Pennsylvania Avenue, NW, Washington, D.C. 20580. You can also visit the FTC's home page at www.ftc.gov for additional information. Call your state agency or visit your public library for other sources of information on franchising.

There may also be laws on franchising in your state. Ask your state agencies about them.

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STATE COVER PAGE

Your state may have a franchise law that requires us to register or file with a state administrator before offering or selling franchises in your state. REGISTRATION OF A FRANCHISE BY A STATE DOES NOT MEAN THAT THE STATE RECOMMENDS THE FRANCHISE OR HAS VERIFIED THE INFORMATION IN THIS DISCLOSURE DOCUMENT.

Call the state franchise administrator listed in Exhibit F for information about the franchisor or about franchising in your state.

MANY FRANCHISE AGREEMENTS DO NOT ALLOW YOU TO RENEW UNCONDITIONALLY AFTER THE INITIAL TERM EXPIRES. YOU MAY HAVE TO SIGN A NEW AGREEMENT WITH DIFFERENT TERMS AND CONDITIONS IN ORDER TO CONTINUE TO OPERATE YOUR BUSINESS. BEFORE YOU BUY, CONSIDER WHAT RIGHTS YOU HAVE TO RENEW YOUR FRANCHISE, IF ANY, AND WHAT TERMS YOU MIGHT HAVE TO ACCEPT IN ORDER TO RENEW.

Please consider the following RISK FACTORS before you buy this franchise:

1. THE AREA DEVELOPMENT AGREEMENT AND THE FRANCHISE AGREEMENT REQUIRE YOU TO RESOLVE DISPUTES WITH US ONLY WHERE OUR PRINCIPAL OFFICE IS LOCATED, WHICH CURRENTLY IS BROOMFIELD, COLORADO. OUT OF STATE LITIGATION MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT FOR DISPUTES. IT ALSO MAY COST YOU MORE TO FILE SUIT IN COLORADO THAN IN YOUR HOME STATE.

2. THE AREA DEVELOPMENT AGREEMENT AND THE FRANCHISE AGREEMENT STATE THAT COLORADO LAW GOVERNS EACH AGREEMENT, AND THIS LAW MAY NOT PROVIDE THE SAME PROTECTIONS AND BENEFITS AS LOCAL LAW. YOU MAY WANT TO COMPARE THESE LAWS.

3. THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE.

The disclosure document is for use in the District of Columbia and all states except Maryland.

The Effective Date of this disclosure document for the following states is listed below:

STATE	EFFECTIVE DATE:
Hawaii:	
Minnesota:	
North Dakota:	
Rhode Island:	
South Dakota:	
Virginia:	
Washington:	
Wisconsin:	

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