1275158

SEC Potential persons who are to respond to the collection of information contained in 1972 (6- this form are not required to respond unless the form displays a currently valid OMB control number.

#### **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

EC 2 0 2003

181

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

PROCESSED

JAN 02 2004

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response... 1

FORM D

UNIFORM LIMITED OFFERING EXEMPTION

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR

| SEC USE ONLY  |        |  |  |  |  |  |  |  |
|---------------|--------|--|--|--|--|--|--|--|
| Prefix        | Serial |  |  |  |  |  |  |  |
| DATE RECEIVED |        |  |  |  |  |  |  |  |

| Name of Offering ([] check if thi  | s is an amendment and name has changed, an                  | nd indicate change.)      |  |  |  |  |  |
|--|---|---------------------------|--|--|--|--|--|
| Filing Under (Check box(es) that apply):   | t [] <u>Rule 504</u> [] <u>Rule 505</u> [X] <u>Rule 506</u> | [ ] Section 4(6) [ ] ULOE |  |  |  |  |  |
| Type of Filing: [X ] New Filing  | [] Amendment  |                           |  |  |  |  |  |
| Whose which discussed the discussed and so all removal parts and all immediates and the sequence of the sequen | A. BASIC IDENTIFICATION DATA                                |                           |  |  |  |  |  |
| Enter the information request  | ed about the issuer   | _ 03043904                |  |  |  |  |  |
| Name of Issuer ([ ] check if this Noodles & Company  | is an amendment and name has changed, and                   | indiciate change.)        |  |  |  |  |  |
| Address of Executive Offices (Including Area Code)   | (Number and Street, City, State, Zip Code)                  | Telephone Number          |  |  |  |  |  |
| 2590 Pearl Street, Boulder, CO   | 720-214-1921  |                           |  |  |  |  |  |



| Number (Including Area Co<br>(if different from Executive   | ,  |
|---|--|
| Brief Description of Busines<br>Noodle Restaurants  | §\$  |
| Type of Business Organiza   | tion ·   |
| [X] corporation   | [ ] limited partnership, already formed [ ] other (please specify):  |
| [ ] business trust  | [ ] limited partnership, to be formed  |
| . Это в «Правителя на проводения в водения в проводения в проводения в под в проводения в протодения в проводения в прово | Month Year   |
| Actual or Estimated Date of   | f Incorporation or Organization: [12] [02] [X] Actual [ ] Estimated  |
| Jurisdiction of Incorporation   | or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:  CN for Canada; FN for other foreign jurisdiction) [D ] [E] |

#### **GENERAL INSTRUCTIONS**

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

## A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

| Check Box(es) that Apply:                      | [] Promoter [X] Beneficial<br>Owner              | [X] Executive<br>Officer   | [X] Director [ ]   | General and/o<br>Managing<br>Partner   |
|--|--|--|--|--|
| Full Name (Last nam<br>Kennedy, Aaron          | e first, if individual)                          | anna dharan Dhe e rin dhe e rin dhe e rin dhe rin e rin dhe na tha ann a dhe ann a dhe ann a dhe ann a dhe ann | at National Monada Print Philippe de la lactic de l'acceptance de l'acceptant de l'acceptant de l'acceptant de   |  |
| Business or Residence<br>2590 Pearl Street, Bo | ce Address (Number and Stree<br>bulder, CO 80302 | t, City, State, Zip Co   | de)  | MICONALISA ANTA CALLEGO CA   |
| Check Box(es) that Apply:                      | [ ] Promoter [X] Beneficial<br>Owner             | [ ] Executive<br>Officer   | [ ] Director [ ]   | General and/o<br>Managing<br>Partner   |
| Full Name (Last nam<br>Kennedy, Jenifer        | e first, if individual)                          |  | on discussion of the relative state of the s |  |
| Business or Residence<br>2590 Pearl Street, Bo | ce Address (Number and Stree<br>oulder, CO 80302 | t, City, State, Zip Co   | de)  | 20 May 1990 (1990 (1990 (1990 (1990 (1990 (1990 (1990 (1990 (1990 (1990 (1990 (1990 (1990 (1990 (1990 (1990 (1   |
| Check Box(es) that Apply:                      | [ ] Promoter [ ] Beneficial<br>Owner             | [] Executive<br>Officer  | [] Director [ ]  | General and/o<br>Managing<br>Partner   |
| Full Name (Last nam                            | e first, if individual)                          |  |  |  |
| Business or Residence                          | ce Address (Number and Stree                     | t, City, State, Zip Co   | de)  | to house years and the course managed for examining the Court of the C |
| Check Box(es) that Apply:                      | [ ] Promoter [ ] Beneficial<br>Owner             | [X] Executive<br>Officer   | [ ] Director [ ]   | General and/o<br>Managing<br>Partner   |
| Full Name (Last nam<br>Lewis, Mary Beth        | e first, if individual)                          |  |  |  |
| Business or Resident<br>2590 Pearl Street, Bo  | ce Address (Number and Stree<br>oulder, CO 80302 | t, City, State, Zip Co   | de)  |  |
| Check Box(es) that                             | [ ] Promoter [ ] Beneficial                      | [X] Executive  | [X] Director [ ]   | General and/o  |

| Apply:   | Owner   | Officer  |   | Managing<br>Partner  |
|--|---|--|---|--|
| Full Name (Last nam<br>Weigand, Thomas         | e first, if individual)                           |  |   |  |
| Business or Residence<br>2590 Pearl Street, Bo | ce Address (Number and Street<br>oulder, CO 80302 | , City, State, Zip Coo   | le)   |  |
| Check Box(es) that Apply:                      | [ ] Promoter [ ] Beneficial<br>Owner              | [X] Executive<br>Officer   | [ ] Director [  | ] General and/or<br>Managing<br>Partner  |
| Full Name (Last nam<br>Serafin, Joseph         | e first, if individual)                           |  | MANAGEM (AND PHENOMEN AND AND AND AND AND AND AND AND AND AN  |  |
| Business or Residence<br>2590 Pearl Street, Bo | ce Address (Number and Street<br>oulder, CO 80302 | , City, State, Zip Coo   | le)   |  |
| Check Box(es) that Apply:                      | [ ] Promoter [ ] Beneficial<br>Owner              | [] Executive<br>Officer  | [ ] Director [  | ] General and/or<br>Managing<br>Partner  |
| Full Name (Last nam                            | e first, if individual)                           | orano escribilità dell'indell'indell'indell'inservanta anno soni enderna dell'indell'indell'indell'indell'inde | gentantisminin disputus usususus usususus usususus ta kaika talah kata da meh jumususus sasanya da kata da me |  |
| Business or Residence                          | ce Address (Number and Street                     | , City, State, Zip Coo   | le)   |  |
| (Use blank                                     | sheet, or copy and use addit                      | ional copies of this   | sheet, as neces   | sary.)   |
| Check Box(es) that Apply:                      | [ ] Promoter [ ] Beneficial<br>Owner              | [ ] Executive<br>Officer   | [X] Director [  | ] General and/or<br>Managing<br>Partner  |
| Full Name (Last nam<br>Baldocchi, Al           | e first, if individual)                           |  | endddiol i diw Phaesagganiae Shini, rawan d'a dhai'n a ur gae a'r ddawran i                                   | polity die en versie aus aus deutsche der zu der Heinbelder von Heinbelder von der Heinbelder der Versie der d   |
| Business or Residence<br>2590 Pearl Street, Bo | ce Address (Number and Street<br>oulder, CO 80302 | , City, State, Zip Coo   | le)   | and the second s |
| Check Box(es) that Apply:                      | [ ] Promoter [ ] Beneficial<br>Owner              | [ ] Executive<br>Officer   | [X] Director [  | ] General and/or<br>Managing<br>Partner  |
| Full Name (Last name<br>Brodbeck, William      | e first, if individual)                           | upakan ahkinta dari Serife Phangana a sala and sed Cristi Philippe and day den rath                            |   | nakan da kanan da ka   |
| Business or Resident<br>2590 Pearl Street, Bo  | ce Address (Number and Street<br>oulder, CO 80302 | , City, State, Zip Coo   | le)   |  |
| Check Box(es) that Apply:                      | [ ] Promoter [] Beneficial<br>Owner               | [ ] Executive<br>Officer   | [X] Director [  | General and/or<br>Managing<br>Partner  |

| Full Name (Last name Duncan, David  | e first, if individua   | 1)  |   |  |  |   |
|---|---|---|---|--|--|---|
| Business or Residence<br>2590 Pearl Street, Bo  |   |   | City, State, Zip Coo  | fe)  | MANAGERALA AND AND AND AND AND AND AND AND AND AN  | ***************************************   |
| Check Box(es) that Apply:   | [ ] Promoter [  | ] Beneficial<br>Owner   | [ ] Executive<br>Officer  | [X] Director [ ]   | General<br>Managir<br>Partner  |   |
| Full Name (Last name<br>Mahon, David  | e first, if individua   | 1)  | о Мостону говору, достура в Мостону, досум на 2000 в Мостону, досум в 2000 году                   |  | TO THE STATE OF TH | eden dell'impage associated   |
| Business or Residence<br>2590 Pearl Street, Bo  |   |   | City, State, Zip Coo  | le)  | **************************************   | Approximation of the control of the |
| Check Box(es) that Apply:   | [ ] Promoter [  | ] Beneficial<br>Owner   | [ ] Executive<br>Officer  | [X] Director [ ]   | General<br>Managir<br>Partner  |   |
| Full Name (Last name  | e first, if individua   | 1)  | ajan minita kul 1900aga ga manga mana mata mata sa mana na mata mata mata mana na mana ma         | Marine a green communication of an internal and a green contraction of the street of t | Margaret III prilit 1974 (1944) (1944)   | Mercencook of Prince Proprietors  |
|   |   |   | onal copies of this   |  |  | anticularistic surprise de son  |
| 1. Has the issuer sold offering?  |   |   |   |  | Yes<br>[ ]   | No<br>[X]   |
| 2. What is the minimu   |   |   | olumn 2, if filing und<br>ted from any individu   |  | \$N/A  |   |
| 3. Does the offering p  |   | ,   | ·   |  | Yes [X]  | No<br>[ ]   |
| 4. Enter the information directly or indirectly, a connection with sales person or agent of a blist the name of the broassociated persons or broker or dealer only. | iny commission of<br>of securities in the<br>proker or dealer roker or dealer. If | or similar remun<br>ne offering. If a<br>egistered with t<br>more than five | eration for solicitation<br>person to be listed in<br>he SEC and/or with<br>(5) persons to be lis | on of purchasers i<br>s an associated<br>a state or states,<br>sted are  |  |   |
| Full Name (Last name  | e first, if individua   | 1)  |   | ***************************************  |  | , неготорна выпосточных с   |
| Business or Residence   | e Address (Num  | ber and Street,   | City, State, Zip Cod  | le)  |  | manachining and an arrangement of the   |
| Name of Associated E  | Broker or Dealer  |   |   | **************************************   |  | NCMC###################################   |
| States in Which Perso<br>(Check "All States"  |   |   |   |  | ] All Sta  | tes   |

| [AL]<br>[IL]<br>[MT]<br>[RI]   | [AK]<br>[IN]<br>[NE]<br>[SC]   | [AZ]<br>[IA]<br>[NV]<br>[SD] | [AR]<br>[KS]<br>[NH]<br>[TN]            | [CA]<br>[KY]<br>[NJ]<br>[TX] | [CO]<br>[LA]<br>[NM]<br>[UT] | [CT]<br>[ME]<br>[NY]<br>[VT]                 | [DE]<br>[MD]<br>[NC]<br>[VA] | [DC]<br>[MA]<br>[ND]<br>[WA]                     | [FL]<br>[MI]<br>[OH]<br>[WV] | [GA]<br>[MN]<br>[OK]<br>[WI] | [HI]<br>[MS]<br>[OR]<br>[WY] | [ID]<br>[MO]<br>[PA]<br>[PR] |
|--|--|------------------------------|---|------------------------------|------------------------------|--|------------------------------|--|------------------------------|------------------------------|------------------------------|------------------------------|
| Full N   | ame (La  | st name                      | first, if i                             | ndividua                     | al)                          | eeesta aa a | Manus                        | 798-89-98-88-11-11-11-11-11-11-11-11-11-11-11-11 |                              |                              |                              |                              |
| Busine   | ess or R   | esidenc                      | e Addre                                 | ss (Num                      | ber and                      | Street, (                                    | City, Stat                   | e, Zip Co  | ode)                         |                              |                              |                              |
| Name   | Name of Associated Broker or Dealer                                      |                              |   |                              |                              |  |                              |  |                              |                              |                              |                              |
| States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)  |  |                              |   |                              |                              |  |                              |  |                              |                              |                              |                              |
| [AL]<br>[IL]<br>[MT]<br>[RI]   | [AK]<br>[IN]<br>[NE]<br>[SC]   | [AZ]<br>[IA]<br>[NV]<br>[SD] | [AR]<br>[KS]<br>[NH]<br>[TN]            | [CA]<br>[KY]<br>[NJ]<br>[TX] | [CO]<br>[LA]<br>[NM]<br>[UT] | [CT]<br>[ME]<br>[NY]<br>[VT]                 | [DE]<br>[MD]<br>[NC]<br>[VA] | [DC]<br>[MA]<br>[ND]<br>[WA]                     | [FL]<br>[MI]<br>[OH]<br>[WV] | [GA]<br>[MN]<br>[OK]<br>[WI] | [HI]<br>[MS]<br>[OR]<br>[WY] | [ID]<br>[MO]<br>[PA]<br>[PR] |
| Full N   | ame (La  | st name                      | first, if i                             | ndividua                     | al)                          |  |                              |  |                              |                              |                              |                              |
| Busine   | Business or Residence Address (Number and Street, City, State, Zip Code) |                              |   |                              |                              |  |                              |  |                              |                              |                              |                              |
| Name   | of Asso  | ciated E                     | roker or                                | Dealer                       |                              |  |                              | ***************************************          |                              |                              |                              | <del></del>                  |
|  |  |                              |   |                              |                              |  |                              | it Purcha  | sers                         | _                            |                              |                              |
| •  |  |                              | or chec<br>[AR]                         | k indiv<br>[CA]              | idual St                     | ates)  |                              |  | [FL]                         | [                            | ] All St                     | tates<br>[ID]                |
| [AL]<br>[IL]   | [AK]<br>[IN]   | [AZ]<br>[IA]                 | [KS]                                    | [KY]                         | [CO]<br>[LA]                 | [CT]<br>[ME]                                 | [DE]<br>[MD]                 | [DC]<br>[MA]                                     | [MI]                         | [GA]<br>[MN]                 | [MS]                         | [MO]                         |
| [MT]   | [NE]   | [NV]                         | [NH]                                    | [NJ]                         | [NM]                         | [NY]   | [NC]                         | [ND]   | [OH]                         | [OK]                         | [OR]                         | [PA]                         |
| [RI]   | [SC]   | [SD]                         | [TN]                                    | [XT]                         | [UT]                         | [VT]   | [VA]                         | [WA]   | [WV]                         | [WI]                         | [WY]                         | [PR]                         |
|  | (Use   | blank :                      | sheet, o                                | r copy                       | and use                      | additio                                      | nal copi                     | es of thi  | s sheet,                     | as nece                      | essary.)                     |                              |
| ***************************************  | C. OFF   | ERING                        | PRICE,                                  | NUMBE                        | R OF IN                      | IVESTO                                       | RS, EXF                      | PENSES   | AND US                       | E OF PI                      | ROCEED                       | <b>S</b>                     |
| 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. |  |                              |   |                              |                              |  |                              |  |                              |                              |                              |                              |
|  | ype of S   | Security                     |   |                              |                              |  |                              |  | gregate<br>ring Price        | Э                            | Amount .<br>So               |                              |
|  | Debt   |                              |   |                              |                              |  |                              | -0-  |                              | \$                           | -0-                          |                              |
| E  | Equity   |                              | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, |                              |                              |  |                              | \$ 1,500,  | 000                          | \$                           | 551,641.                     | 97                           |
|  |  | [X]C                         | ommon                                   | [ ]                          | Preferre                     | ed   |                              |  |                              |                              |                              |                              |

| Convertible Securities (including warrants)   | \$      | -0           | \$          | -0-                                |
|---|---------|--------------|-------------|------------------------------------|
| Partnership Interests   | \$      | -0-          | \$          | -0-                                |
| Other (Specify).  | \$      | -0-          | \$          | -0-                                |
| Total   | \$ 1,50 | 00,000       | \$ 5        | 551,641.97                         |
| Answer also in Appendix, Column 3, if filing under ULOE.  |         |              |             |                                    |
| 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." | 5       |              |             |                                    |
|   | Numb    | er Investors | Dol         | gregate<br>lar Amount<br>Purchases |
| Accredited Investors  |         | 6            | \$ 5        | 51,641.97                          |
| Non-accredited Investors  |         | -0-          | \$          | -0-                                |
| Total (for filings under Rule 504 only)   |         | N/A          | \$          | N/A                                |
| Answer also in Appendix, Column 4, if filing under ULOE.  |         |              |             |                                    |
| 3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u> , enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.                                       |         |              |             |                                    |
| Type of offering  | Туре    | of Security  | Dol<br>Sole | lar Amount<br>d                    |
| Rule 505  | ١       | I/A          | \$          | N/A                                |
| Regulation A  |         | N/A          | \$          | N/A                                |
| Rule 504  |         | N/A          | \$          | N/A                                |
| Total   | 1       | N/A          | \$          | _N/A                               |
|   |         |              |             |                                    |

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

| Transfer Agent's Fees  | [X]\$ | -0-    |
|--|-------|--------|
| Printing and Engraving Costs   | [X]\$ | -0-    |
| Legal Fees   | [X]\$ | 5,000  |
| Accounting Fees  | [X]\$ | -0-    |
| Engineering Fees   | [X]\$ | -0-    |
| Sales Commissions (specify finders' fees separately)   | [X]\$ | -0-    |
| Other Expenses (identify) preparation and printing of offering book, mailing, General expenses | [X]\$ | 5,000  |
| Total  | [X]\$ | 10,000 |

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." ...........

\$1,490,000

Payments

Officers, Directors.

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

|  | Directors,      |                       |
|--|-----------------|-----------------------|
|  | &<br>Affiliates | Payments To<br>Others |
| Salaries and fees  | [X] \$ -0-      | [X] \$ -0-            |
| Purchase of real estate  | [X] \$ -0-      | [X] \$ -0-            |
| Purchase, rental or leasing and installation of machinery and equipment  | [X] \$ -0-      | [X]\$0                |
| Construction or leasing of plant buildings and facilities  | [X] \$ -0-      | [X] \$0               |
| Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) | [X] \$ -0-      | [X] \$ -0-            |
| Repayment of indebtedness  | [X] \$ -0-      | [X] \$ -0-            |
| Working capital  | [X] \$ -0-      | [X] \$1,4900,000      |
| Other (specify): General corporate expenditures  | [X] \$ -0-      | [X] \$0               |
| Column Totals  |                 | [X] \$1 490 000       |
| Column Totals  | [X] \$ -0-      | [X] \$1,490,000       |
| Total Payments Listed (column totals added)  | Q               | K] \$1,490,000        |

|  | F | ח | F | Δ | 1 | S | S | N | Δ | т | ı | D | F |
|--|---|---|---|---|---|---|---|---|---|---|---|---|---|
|  |   |   |   |   |   |   |   |   |   |   |   |   |   |

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under <u>Rule 505</u>, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of <u>Rule 502</u>.

| Issuer (Print or Type)         | Signature   | Date       |
|--------------------------------|---|------------|
| Noodles & Company              | Marrial   | 12/23/2003 |
| Name of Signer (Print or Type) | Title of Signer (Print or Type) Assistant Secretary |            |
| Vikki Wulf                     | , toolotant ocorotally                              |            |

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

| E. STATE SIGNATURE  | ······································ |
|---|--|
| 1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? |  |
| See Appendix, Column 5, for state response.   |  |

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

| Issuer (Print or Type)         | Signature                                 | Date 12/23/2003 |
|--------------------------------|---|-----------------|
| Noodles & Company              | (halitua)                                 |                 |
| Name of Signer (Print or Type) | Title (Print or Type) Assistant Secretary |                 |
| Vikki Wulf                     |   |                 |

### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

# APPENDIX

| 1     | ****************   | يانتناهن والإفروسيونوس                  | 3  | Concession and St. Constitution (1997)                         |   | alande Latin van 21 okt 20 %, vin 60 daar - Latin van 21 okt 20 %, vin 60 daar - Latin van 21 okt 20 %, vin 60 |  |   |                |
|-------|--|---|--|--|---|--|--|---|----------------|
|       | Intender<br>to no<br>accredinvesto<br>Sta<br>(Part B   | to sell<br>on-<br>dited<br>ors in<br>te | Type of security and aggregate offering price offered in state (Part C-Item 1)   | Type of investor and amount purchased in State (Part C-Item 2) |   |  | 5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) |   |                |
| State | Yes  | No                                      |  | Number of<br>Accredited<br>Investors                           | Amount  | Number of<br>Non-<br>Accredited<br>Investors   | Amount   | Yes   | No             |
| AL    | كاف البناد ارتفاق الدون المسلم من المسلم   |   |  |  |   |  |  |   |                |
| AK    | والمعادلة المعادلة المالية المعاددة  |   | market o o delicated in militar alcohological and a second   | <u></u>  | برين باديد بيدي مورود موجود ووجود ووجود ووجود والمائية الكائني بالتروا والمائية والمراجود والمراجود   |  |  |   |                |
| AZ    | المستندات متالية المستداد  |   | وروسية والمستقدة |  | tenne <u>a sa specielo p</u> ele la calcina e pracomporte de la calcina de la |  |  |   |                |
| AR    | كالمستال المسادر والمسادر والمسادر والمسادر  |   |  |  |   |  |  | panyana mananya mpanya mpa  | 1              |
| CA    | na na skipina sa   | X                                       | Common<br>Stock  | 1  | \$249,996   | -0-  | -0-  | ancount annecessy a specimen consons a sistematic   | X              |
| со    |  | X                                       | Common<br>Stock  | 2  | \$70,657.21   | -0-  | -0-  |   | X              |
| СТ    |  |   |  |  |   |  |  |   |                |
| DE    | ······································   |   |  |  |   |  |  |   |                |
| DC    |  |   |  |  |   |  |  |   |                |
| FL    |  | X                                       | Common<br>Stock  | 5  | \$123,960   | -0-  | -0-  |   | X              |
| GA    |  |   |  |  |   |  |  |   |                |
| НІ    |  |   |  |  |   |  |  |   |                |
| ID    |  | ************                            | oliniani autorini mangoni di duni di d   |  |   |  |  | productivi na na deixembre anno   |                |
| IL    |  | -                                       |  |  |   | 1  |  |   |                |
| IN    | فيعد والمعاودة و | X                                       | Common<br>Stock  | 1  | \$74,995.76   | -0-  | -0-  | وروان | X              |
| IA    |  |   | ر در الماراد در در مراز الرائد دار در الماراد الماراد الماراد الماراد الماراد الماراد الماراد الماراد الماراد ا  |  | and the state of the   |  |  |   |                |
| KS    |  | أستنسلاب التسائين                       |  |  | sana ny paositra dia taona dia dia dia dia dia dia dia dia dia di   |  |  |   |                |
| KY    |  |   |  |  |   |  |  |   | المستسدن ششدست |
| LA    |  |   | بالمرسور إستان والمسار سيستمار والمسار والمسارد والمسارد والمسارد والمسارد والمسارد والمسارد والمسارد والمسارد   |  | Comitiviti iimiy immaksiy kulateley kuda dakisi ti dib jirili momaksi dada di dakis da da da da da da da da da  | ستريست سيستري منجبال   |  | alie o razan povozalici padraporono necoa   |                |
| ME    |  |   | andara. Mara de la dela del des metados  |  | esinten manultunin ja paiket sukeli kali kaluvuli kul kil kilekili tekin kulumikki meen   |  | <u> </u>   | aliana and a same and a same and a  | <u></u>        |

| MD | خالف وورد وه والمنطقة والمنطقة المنطقة المنطقة المنطقة المنطقة   |  | د در در در در در داره در در داره در  | اله التي <u>در الحد التي الحد المن المحدد م</u> حمد المنافقة المنافقة المنافقة في المنافقة المنافقة المنافقة المنافقة  |  |  |  |  |
|----|--|--|--|--|--|--|--|--|
| MA |  |  |  |  | Air marker disker der skirklad ett bland i skirklad i skirklad ett bland i skirklad ett bland i skirklad ett b   | and the second s |  | Vori orusessinas necessinas estas esta |
| МІ |  |  |  |  |  |  |  |  |
| MN |  |  |  |  |  |  |  |  |
| MS |  |  |  |  | •  |  |  |  |
| МО |  |  |  |  |  |  |  |  |
| MT |  |  |  |  |  |  |  |  |
| NE |  |  |  |  |  |  |  |  |
| NV |  |  |  |  |  |  |  |  |
| NH |  |  |  |  |  |  |  |  |
| NJ |  |  |  |  |  |  |  |  |
| NM |  |  |  |  |  |  |  |  |
| NY |  |  |  |  |  | .,   |  |  |
| NC |  |  |  |  |  |  |  |  |
| ND |  |  |  |  |  |  |  |  |
| ОН |  |  |  |  |  |  |  | ·  |
| OK |  |  | 1  |  |  |  |  |  |
| OR |  |  |  |  |  |  |  |  |
| PA |  |  |  |  |  |  |  |  |
| RI |  |  |  |  |  |  |  |  |
| SC |  |  |  | المراجع  |  |  |  |  |
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| TN |  |  |  | and the state of t |  |  |  |  |
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| UT |  |  | والمناف والمنافي والمنافي والمنافي والمنافي  |  |  | فلاختلفنا تدروه وتعلقون وروي   |  |  |
| VT |  |  | والمستورة والمستورة والمستورة والم   |  |  |  |  |  |
| VA | X  | Common<br>Stock                              | 1  | \$32,033   | -0-  | -0-  | A consequence and a consequenc | X  |
| WA |  |  |  |  | e de la companya de l |  |  |  |
| W  |  |  |  |  | #10.4 Market 20.00 10.10 10.10 10.10 10.10 10.10 10.10 10.10 10.10 10.10 10.10 10.10 10.10 10.10 10.10 10.10 1   |  |  |  |
| WI | The second section of the second  | ALL THE CHARLES WE FIND THE CHARLES WITH THE |  |  | A STATE OF THE STA |  |  |  |
| WY | and the second s |  | ii-ii-   |  |  |  |  |  |
| PR |  |  | , yang 1, yang | an paganan yang paga paganan an   | -  |  |  |  |

http://www.sec.gov/divisions/corpfin/forms/formd.htm Last update: 06/06/2002