



## **NOODLES DEVELOPMENT, L.P.**

### **INFORMATION FOR PROSPECTIVE FRANCHISEES REQUIRED BY FEDERAL TRADE COMMISSION**

**Noodles Development, L.P.,  
a Texas limited partnership  
14500 N. Northsight Blvd., Suite 216  
Scottsdale, Arizona 85260  
(480) 513-7008  
[www.nothingbutnoodles.com](http://www.nothingbutnoodles.com)**

TO PROTECT YOU, WE'VE REQUIRED YOUR FRANCHISOR TO GIVE YOU THIS INFORMATION. WE HAVE NOT CHECKED IT, AND DO NOT KNOW IF IT'S CORRECT. IT SHOULD HELP YOU MAKE UP YOUR MIND. STUDY IT CAREFULLY. WHILE IT INCLUDES SOME INFORMATION ABOUT YOUR CONTRACT, DON'T RELY ON IT ALONE TO UNDERSTAND YOUR CONTRACT. READ ALL OF YOUR CONTRACT CAREFULLY. BUYING A FRANCHISE IS A COMPLICATED INVESTMENT. TAKE YOUR TIME TO DECIDE. IF POSSIBLE, SHOW YOUR CONTRACT AND THIS INFORMATION TO AN ADVISOR, LIKE A LAWYER OR AN ACCOUNTANT. IF YOU FIND ANYTHING YOU THINK MAY BE WRONG OR ANYTHING IMPORTANT THAT HAS BEEN LEFT OUT, YOU SHOULD LET US KNOW ABOUT IT. IT MAY BE AGAINST THE LAW.

THERE MAY ALSO BE LAWS ON FRANCHISING IN YOUR STATE. ASK YOUR STATE AGENCIES ABOUT THEM.

**FEDERAL TRADE COMMISSION  
WASHINGTON, D.C. 20580**

**The date of issuance of this Offering Circular is: March 31, 2006**

## FRANCHISE OFFERING CIRCULAR FOR PROSPECTIVE FRANCHISEES



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a Texas limited partnership  
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The franchise is offered for the rights to operate a franchise restaurant ("**Franchised Restaurant**") from Noodles Development, L.P. ("**Noodles Development**"), a fast-casual restaurant specializing in high quality noodle and pasta-based food items, salads, and other menu items related to the Oodles the Art of Fresh concept, as we may authorize occasionally, using the trade name Oodles the Art of Fresh™.

The initial franchise fee ("**Initial Franchise Fee**") for a Franchised Restaurant is \$25,000. Effective August 1, 2006, the Initial Franchise Fee will increase to \$30,000. The total estimated initial investment required, including the Initial Franchise Fee, ranges from \$408,500 to \$555,300. These estimates do not include rent for the business location. For a detailed breakdown of the total investment required. (See ITEMS 5-7 of this Offering Circular).

### **RISK FACTORS:**

1. THE FRANCHISE AGREEMENT REQUIRES THAT MOST DISAGREEMENTS BE SETTLED BY ARBITRATION IN ARIZONA. OUT OF STATE LITIGATION MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT FOR DISPUTES. IT MAY ALSO COST YOU MORE TO ARBITRATE IN ARIZONA THAN IN YOUR HOME STATE.
2. THE FRANCHISE AGREEMENT STATES THAT THE LAW OF THE STATE OF ARIZONA GOVERNS THE AGREEMENT. THIS LAW MAY NOT PROVIDE THE SAME PROTECTIONS AND BENEFITS AS LOCAL LAW. YOU MAY WANT TO COMPARE THESE LAWS.
3. EVEN THOUGH THE FRANCHISE AGREEMENT PROVIDES THAT ARIZONA LAW APPLIES, LOCAL LAW MAY SUPERSEDE IT IN YOUR STATE. PLEASE REFER TO ANY STATE SPECIFIC ADDENDUM ATTACHED HERETO AS **EXHIBIT H** FOR DETAILS.
4. THERE MAY BE SPECIFIC LAWS AND REGULATIONS RELATING TO RESTAURANTS IN YOUR JURISDICTION WHICH MAY INCLUDE HEALTH AND SAFETY REGULATIONS, EMPLOYMENT REGULATIONS, AND FOOD HANDLING REGULATIONS. YOU SHOULD RESEARCH THESE LAWS BEFORE PURCHASING AN FRANCHISED RESTAURANT.

5. THE FRANCHISOR WILL NOT GRANT AN EXCLUSIVE TERRITORY TO THE FRANCHISEE.
6. THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE.

Information comparing franchisors is available. Call the state administrators listed in **Exhibit D** or your public library for sources of information.

Registration of this franchise with the state does not mean that the state recommends it or has verified the information in this offering circular. If you learn that anything in this offering circular is untrue, contact the Federal Trade Commission and the appropriate state administrator listed in **Exhibit D**.

**The Effective Date of this Offering Circular in Non-Registration States is: March 31, 2006.**

**The Effective Date of this Offering Circular in Registration and Filing States is:**

California:	June 23, 2005
Florida:	June 7, 2005
Hawaii:	_____
Illinois:	January 3, 2006
Indiana:	_____
Kentucky:	October 29, 2004*
Maryland:	_____
Michigan:	May 26, 2005
Minnesota:	December 2, 2005
Nebraska:	_____
New York:	July 21, 2005
North Dakota:	June 24, 2005
Rhode Island:	_____
South Dakota:	_____
Texas:	June 16, 2003*
Utah:	June 9, 2005
Virginia:	_____
Washington:	_____
Wisconsin:	June 6, 2005

\*Indicates one-time filing requirement.