



MINNESOTA
DEPARTMENT OF
COMMERCE



85 7th Place East, Suite 500
St. Paul, Minnesota 55101-3165
www.commerce.state.mn.us
651.296.4026 FAX 651.297.1959
An equal opportunity employer

May 10, 2010

MICHAEL WHITE
STITES & HARBISON PLLC
400 WEST MARKET STREET SUITE 1800
LOUISVILLE, KY 40202

Re: F-3333
A & W RESTAURANTS INC
A & W RESTAURANTS INC NON-TRADITIONAL FRANCHISE AGREEMENT

Dear Mr. White:

The Annual Report has been reviewed and is in compliance with Minnesota Statute Chapter 80C and Minnesota Rules Chapter 2860.

This means that there continues to be an effective registration statement on file and that the franchisor may offer and sell the above-referenced franchise in Minnesota.

The franchisor is not required to escrow franchise fees, post a Franchise Surety Bond or defer receipt of franchise fees during this registration period.

As a reminder, the next annual report is due within 120 days after the franchisor's fiscal year end, which is December 31, 2010.

Sincerely,

GLENN WILSON
Commissioner

By:

Daniel Sexton
Commerce Analyst Supervisor
Registration Division
(651) 296-4520

GW:DES:dlw

F-3333

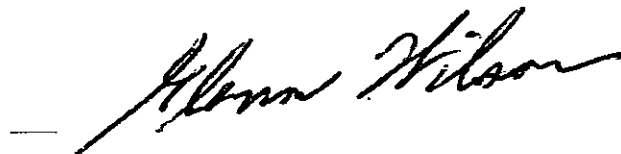
STATE OF MINNESOTA
DEPARTMENT OF COMMERCE
REGISTRATION DIVISION
(651) 296-4520

IN THE MATTER OF THE REGISTRATION OF:
A & W RESTAURANTS INC NON-TRADITIONAL FRANCHISE AGREEMENT
By A & W RESTAURANTS INC

ORDER AMENDING
REGISTRATION

WHEREAS, an application to amend the registration and amendment fee have been filed,

IT IS HEREBY ORDERED that the registration dated August 26, 1996, is amended as of the date set forth below.



GLENN WILSON
Commissioner
Department of Commerce
85 7th Place East, Suite 500
St Paul, MN 55101

Date: May 10, 2010

UNIFORM FRANCHISE REGISTRATION APPLICATIONFile No. F-3333

(File number of immediately preceding filing of

Applicant)

State: Minnesota Fee: \$300.00

APPLICATION FOR (Check only one):

 INITIAL REGISTRATION OF AN OFFER AND SALE OF FRANCHISES RENEWAL APPLICATION OR ANNUAL REPORT PRE-EFFECTIVE AMENDMENT POST-EFFECTIVE MATERIAL AMENDMENTState of Minnesota
Dept. of Commerce
APR 23 2010
Rec'd S. 3W

1. Full legal name of Franchisor:

A&W Restaurants, Inc.

2. Name of the franchise offering:

A&W Express

3. Franchisor's principal business address:

1441 Gardiner Lane, Louisville, Kentucky 40213

4. Name and address of Franchisor's agent in this State authorized to receive service of process:

Commissioner of Commerce
Minnesota Department of Commerce
85 Seventh Place East
Suite 500
Saint Paul, Minnesota 55101

5. The states in which this application is or will be shortly on file:

California, Illinois, Indiana, Maryland, Minnesota, New York, North Dakota, Rhode Island, South Dakota, Virginia, Washington, Wisconsin

6. Name, address, telephone and facsimile numbers, and e-mail address of person to whom communications regarding this application should be directed:

Michael C. White, Stites & Harbison, PLLC
400 West Market Street, Suite 1800, Louisville, Kentucky 40202
Telephone: (502) 681-0364
mwhite@stites.com

5-10-10

A/R Annas

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