

FRANCHISE DISCLOSURE DOCUMENT

ABP Corporation
A Delaware Corporation
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au bon pain.
the bakery café



The franchise offered is for an Au Bon Pain Bakery Café that produces and sells fresh, distinctive quality, artisan breads, bagels, pastries, specialty sandwiches and wraps, hot dishes, salads, soups and stews, coffee, beverages, cookies, afternoon desserts and other food items, all for on-premises consumption, take-out or catering.

The total investment necessary to begin operation of an Au Bon Pain Bakery Café franchise is \$461,525 to \$1,858,500. This includes between \$10,000 and \$30,000 that must be paid to us or an affiliate. If you sign an Area Development Agreement, you will have to pay a development fee in an amount determined in accordance with the factors described in Item 5 of this Disclosure Document.

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 at 1-877-FTC-HELP or by writing to 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.

Issuance Date: June 20, 2017

STATE COVER PAGE

Your state may have a franchise law that requires a franchisor to register or file with a state franchise administrator before offering or selling 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 C 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 FRANCHISE AGREEMENT AND AREA DEVELOPMENT AGREEMENT PERMIT THE FRANCHISEE/DEVELOPER TO ARBITRATE WITH THE FRANCHISOR ONLY AT THE OFFICE OF THE AMERICAN ARBITRATION ASSOCIATION IN BOSTON, MASSACHUSETTS. OUT OF STATE ARBITRATION MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT FOR DISPUTES. IT MAY ALSO COST YOU MORE TO ARBITRATE WITH THE FRANCHISOR IN MASSACHUSETTS THAN IN YOUR HOME STATE.
2. THE FRANCHISE AGREEMENT AND AREA DEVELOPMENT AGREEMENT STATE THAT MASSACHUSETTS 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 OR THESE DEVELOPMENT RIGHTS.

Effective date in Virginia (exemption): _____, 2017

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EXHIBITS

- A. List of Current Franchisees
- B. Financial Statements
- C. State Administrators/Agents for Service of Process
- D. Franchise Agreement
- E. Area Development Agreement
- F. Table of Contents for Confidential Operating Manual
- G. Former Franchisees
- H. Franchise Disclosure Questionnaire
- I. State Addenda
- J. Receipts

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