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May 2, 2013

BY FEDERAL EXPRESS

Theresa Leets, Esq.
Corporations Counsel
Office of the Commissioner
California Department of Corporations
320 West 4th Street, Suite 750
Los Angeles, California 90013-2344

DEPARTMENT OF CORPORATIONS
RECEIVED LOS ANGELES OFFICE

MAY 03 2013

Re: **b.good Franchise LLC**
Application for Franchise Registration

Dear Ms. Leets:

On behalf of b.good Franchise LLC ("b.good"), we write in furtherance of our May 1 submission for franchise registration. We have noted that the California Addendum to b.good's Franchise Disclosure Document ("FDD") and a revision to Item 13 of the FDD were inadvertently omitted from the previous version of the FDD we submitted. As such, we are enclosing herewith a new clean copy of b.good's FDD proposed for use in the State of California, in both hard copy and in PDF format on CD-Rom, and ask that you review this version of the FDD instead of the version previously submitted. The electronic file is identical to the paper document.

If you have any questions concerning this application, please do not hesitate to telephone or e-mail me. We thank you in advance for your usual courtesy and cooperation.

Very truly yours,

KAUFMANN GILDIN ROBBINS
& OPPENHEIM LLP


BY: DAVID W. OPPENHEIM

DWO:encl.

MAY 03 2013

FRANCHISE DISCLOSURE DOCUMENT

b good FRANCHISE LLC
A Massachusetts Limited Liability Company
2 Park Plaza
Suite 216
Boston, MA 02116
617-650-3424
www bgood com
franchise@bgood com



The franchisee will operate one or more b good Businesses that each operate a quick-serve Restaurant

The total investment necessary to begin operation of one b good Business is from \$395,500 to \$583,500 excluding real property, including \$40,000 that must be paid to the franchisor or its affiliate, with an additional \$10,000 for each additional Business that you agree to develop under an Area Development Agreement

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 government agency has verified the information contained in this document**

You may wish to receive your disclosure document in another format that is more convenient for you. To discuss the availability of disclosures in different formats, contact Anthony Ackil at 2 Park Plaza, Suite 216, Boston, MA 02116 and 617-650-3424

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 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, DC 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 April 30, 2013

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 D 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 REQUIRE YOU TO RESOLVE DISPUTES WITH US ONLY BY NON-BINDING MEDIATION AT OUR PRINCIPAL PLACE OF BUSINESS (CURRENTLY IN SUFFOLK COUNTY, MASSACHUSETTS) AND THEN BY LITIGATION IN THE STATE, COUNTY AND JUDICIAL DISTRICT IN WHICH OUR PRINCIPAL PLACE OF BUSINESS IS THEN LOCATED. OUT OF STATE MEDIATION AND LITIGATION MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT FOR DISPUTES. IT MAY ALSO COST MORE TO SUE US IN THE STATE, COUNTY AND JUDICIAL DISTRICT IN WHICH OUR PRINCIPAL PLACE OF BUSINESS IS THEN LOCATED THAN IN YOUR HOME STATE
- 2 THE FRANCHISE AGREEMENT AND AREA DEVELOPMENT AGREEMENT STATE THAT MASSACHUSETTS LAW GOVERNS THE AGREEMENTS, AND THIS LAW MAY NOT PROVIDE THE SAME PROTECTIONS AND BENEFITS AS LOCAL LAW. YOU MAY WANT TO COMPARE THESE LAWS
- 3 THE FRANCHISOR HAS BEEN IN EXISTENCE FOR A SHORT PERIOD OF TIME, SINCE 2011. THEREFORE, THERE IS ONLY A BRIEF OPERATING HISTORY TO ASSIST YOU IN JUDGING WHETHER OR NOT TO MAKE THIS INVESTMENT
- 4 THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE

We use the services of one or more FRANCHISE BROKERS or referral sources to assist us in selling our franchise. A franchise broker or referral source represents us, not you. We pay this person a fee for selling our franchise or referring you to us. You should make sure to do your own investigation of the franchise

Effective Date See the next page for state effective dates

This is a document preview downloaded from FranchisePanda.com. The full document is available for free by visiting: <https://franchisepanda.com/franchises/b-good>