

## STATE COVER PAGE

Your state may have a franchise law that requires a franchisor to register or file with the 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 E 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:

TERRITORY RIGHTS MAY BE LOST IF YOU FAIL TO FULFILL MATERIAL OBLIGATIONS UNDER THE FRANCHISE AGREEMENT.

OUR WEBSITE HAS NOT BEEN REVIEWED OR APPROVED BY THE CALIFORNIA DEPARTMENT OF CORPORATIONS; ANY COMPLAINTS CONCERNING THE CONTENT OF THIS WEBSITE MAY BE DIRECTED TO THE CALIFORNIA DEPARTMENT OF CORPORATIONS AT [www.corp.ca.gov](http://www.corp.ca.gov).

THERE MAY BE OTHER RISK FACTORS REGARDING THIS FRANCHISE.

## **ITEM 1: THE FRANCHISOR, AND ANY PARENTS, PREDECESSORS, AND AFFILIATES**

To simplify the language, this disclosure document uses "BBRG", "we" or "us" to mean Board and Brew Restaurant Group, LLC. We are the franchisor for the Board and Brew system. "You" or "your" means the individual, corporation or other entity who buys the Board and Brew franchise.

Our principal business address is 1212 Camino Del Mar, Del Mar, California 92014. We have no parent entity.

We have no predecessor.

Our affiliated entity JJ&N Enterprises, Inc. ("JJN"), whose principal business address is 1212 Camino Del Mar, Del Mar, California 92014, owns the Board and Brew trademarks and has authorized us to license these marks to Board and Brew franchisees. JJN does not provide goods or services to our franchisees and does not offer franchises in any line of business. Other than JJN, BBRG is not controlled by, controlling, or under common control with any other entity that provides goods or services to our franchisees or that offers franchises in any line of business.

We conduct business under the name Board and Brew. We do not intend to use any other name to conduct business.

### **Agent for Service of Process**

BBRG's agent for service of process in California is Mr. Thomas Powers, whose principal business address is 1212 Camino Del Mar, Del Mar, California 92014.

### **Business Organization Used by the Franchisor**

We are a limited liability company organized in California on January 27, 2012.

### **The Business We Offer**

BBRG does not operate businesses of the type being franchised. BBRG does not engage in other business activities.

Our franchise is a license to independently own and operate a single retail outlet ("Outlet") providing specialty sandwiches and other food and beverages (collectively, "Board and Brew Products") to retail customers using designated and other authorized recipes, equipment, products and techniques. All Outlets must display brochures describing the availability of the Board and Brew franchise opportunity.

The general market you will operate the business in involves retail fast casual restaurants. The market for Board and Brew Products are all individuals and businesses within a reasonable proximity to the Outlet. This type of business is fully developed, does not involve sale primarily to a certain group and is not seasonal.



## Applicable Regulations

There are no industry-specific regulations you need to comply with or license you will need to have to operate the franchised business. However, you will need a business license, applicable health permits, any other applicable permits or licenses necessary to operate a Board and Brew franchise. You will also have to comply with other local laws and rules applicable to the operation of a restaurant business.

## Competition

All Board and Brew franchisees will compete with other specialty sandwich retail operators and chains, fast food operators and chains, and other drink and food retailers offering products comparable to Board and Brew Products.

## Prior Experience

BBRG has been operating since January 2012 and we intend to begin offering Board and Brew franchises in April 2012. We have not previously offered franchises providing the type of business you will operate. Nor have we ever offered franchises in other lines of business.

The Board and Brew concept was originated by Tom Powers in Southern California originally under the name "Board and Brew". There are currently two Board and Brew outlets owned by entities that are affiliates of BBRG. JJN operates a Board and Brew outlet at 1212 Camino Del Mar, Del Mar, California 92014 (since 1979) and SCBNB, LLC ("SCBNB") operates a Board and Brew outlet at 979 Avenida Pico, San Clemente, California 92673 (since 2009). There is another Board and Brew outlet operated by a licensee, located at 2675 Gateway Road, Carlsbad, California 92009 (since 2009).

Neither JJN nor SCBNB have offered franchises providing the type of business you will operate or in other lines of businesses.

## ITEM 2: BUSINESS EXPERIENCE

### President and Manager: Thomas Powers

Mr. Powers was named President and Manager of BBRG at our inception in January 2012. He also serves as President, Chief Financial Officer and Secretary of JJ&N Enterprises, Inc. operator of the original Board and Brew restaurant in Del Mar, California (since April 1979).

### Manager and Secretary: Bret Crutchfield

Mr. Crutchfield was named Manager and Secretary of BBRG at our inception in January 2012. He also serves as Manager of SCBNB (since July 2009). From December 2004 to July 2009, he served as Branch Manager, Enterprise Rent-A-Car, Huntington Beach, California.

### Manager and Treasurer: Michael Desanti

Mr. Desanti was named Manager and Treasurer of BBRG at our inception in January 2012. He also serves as Manager of SCBNB (since January 2010). From December 2008 to January 2010, Mr. Desanti served as Hedge Fund Administrator for Deutsche Bank, Santa Ana, California. From February 2006 to November 2008, he served as Securities Administrator for State Street Bank, Irvine, California.

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