

NOV 23 2009

**FRANCHISE DISCLOSURE DOCUMENT**

DAPHNE'S INTERNATIONAL, LLC
a California limited liability company
6125 Cornerstone Court East, Suite 100
San Diego, California 92121
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www.daphnesgreekcafe.com

Daphne's International, LLC ("Daphne's") franchises quick service casual restaurants that serve contemporary Greek cuisine under the name "Daphne's Greek Cafe®." Daphne's Greek Cafe® restaurants have a warm and friendly atmosphere and feature high-quality foods at reasonable prices. Daphne's Greek Cafe® restaurants serve such Mediterranean favorites as gyros, pita sandwiches, ka-bobs, baklava, salads and vegetarian dishes.

The total investment necessary to begin operation of a franchised Daphne's Greek Cafe® Restaurant ranges from \$532,800 to \$698,900. This includes an Initial Fee of \$40,000, Opening Team Expenses ranging from \$5,000 to \$10,000, and Grand Opening Celebration Fee ranging from \$8,000 to \$10,000 that must be paid to Daphne's or an affiliate.

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, DAPHNE'S INTERNATIONAL, LLC or an affiliate in connection with the proposed franchise sale or grant. **Note, however, that no governmental agency has verified the information contained in this Disclosure Document.**

The terms of your contract will govern your franchise relationship. Do not 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 (the "FTC"). 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.

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KM: ~~4841-3384-8679~~, v. 24820-4131-9940.1

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 franchises 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 the State Agency Exhibit for information about DAPHNE'S INTERNATIONAL, LLC 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 REQUIRES YOU TO RESOLVE DISPUTES WITH DAPHNE'S INTERNATIONAL, LLC BY ARBITRATION OR LITIGATION ONLY IN CALIFORNIA. OUT-OF-STATE ARBITRATION OR LITIGATION MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT OF DISPUTES. IT MAY ALSO COST YOU MORE TO ARBITRATE OR LITIGATE WITH DAPHNE'S INTERNATIONAL, LLC IN CALIFORNIA THAN IN YOUR OWN STATE.
2. DAPHNE'S INTERNATIONAL, LLC'S 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.
3. THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE.

Effective Date: See next page for state effective dates

STATE EFFECTIVE DATES

The following states require that the Franchise Disclosure Document be registered or filed with the state, or be exempt from registration: California, Hawaii, Illinois, Indiana, Maryland, Michigan, Minnesota, New York, North Dakota, Rhode Island, South Dakota, Virginia, Washington and Wisconsin.

This Franchise Disclosure Document is registered, on file or exempt from registration in the following states having franchise registration and disclosure laws, with the following effective dates:

California:	<u>Jan. 16, 2009, amended Apr. 30, 2009</u>	New York:	<u>Not effective</u>
Florida:	<u>Not effective</u>	North Dakota:	<u>Not effective</u>
Hawaii:	<u>Not effective</u>	Rhode Island:	<u>Not effective</u>
Illinois:	<u>Not effective</u>	South Dakota:	<u>Not effective</u>
Indiana:	<u>Not effective</u>	Texas:	<u>Not effective</u>
Kentucky:	<u>Not effective</u>	Utah:	<u>Not effective</u>
Maryland:	<u>Not effective</u>	Virginia:	<u>Not effective</u>
Michigan:	<u>Not effective</u>	Washington:	<u>Not effective</u>
Minnesota:	<u>Not effective</u>	Wisconsin:	<u>Not effective</u>
Nebraska:	<u>Not effective</u>		

Issuance Date in the States Listed Below:

November 18, 2008/6, 2009

Alabama	Georgia	Missouri	Oklahoma
Alaska	Idaho	Montana	Oregon
Arizona	Iowa	Nevada	Pennsylvania
Arkansas	Kansas	New Hampshire	South Carolina
Colorado	Louisiana	New Jersey	Tennessee
Connecticut	Maine	New Mexico	Vermont
Delaware	Massachusetts	North Carolina	West Virginia
District of Columbia	Mississippi	Ohio	Wyoming

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