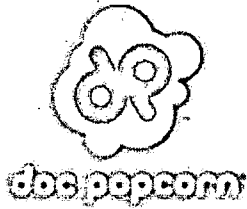


**FRANCHISE DISCLOSURE DOCUMENT
UNIT FRANCHISE**



Doc Popcorn Development, Inc.
(a Colorado corporation)
3200 Carbon Place, Unit 103
Boulder, Colorado 80301
Phone: (720) 389-6049
Fax: (720) 961-0551
www.docpopcorn.com
rob@docpopcorn.com

Doc Popcorn Development, Inc., a Colorado corporation, is offering franchises for the operation of businesses that sell DOC POPCORN® fresh natural popcorn and related items including natural soft drinks, bottled waters, and other products developed by or for Doc Popcorn Development, Inc. DOC POPCORN products are sold from either fixed store fronts, non-traditional locations such as malls, airports or business complexes, or from portable units placed at events that occur on a periodic basis or are held in special or temporary venues. Three separate franchises are being offered under this Disclosure Document. A **“Single Unit Franchise”** enables you to own and operate one DOC POPCORN Poperating Unit, as defined in ITEM 1. A **“Standard Franchise”** enables you to own and operate three DOC POPCORN Poperating Units, as defined in ITEM 1, of any type in any combination. An **“Empire Builder Franchise”** enables you to own and operate five DOC POPCORN Poperating Units of any type in any combination.

The total investment necessary to begin operation of a DOC POPCORN franchised business ranges from \$70,000 to \$184,050 for a Mobile Poperating Unit, as defined in ITEM 1 (increasing to \$72,500 to \$217,550 if you operate the Mobile Poperating Unit at a Permanent Site). This includes \$57,000 to \$106,500 that must be paid to us or our affiliate. The total investment necessary to begin operation of a DOC POPCORN franchised business ranges from \$144,000 to \$395,050 for a Fixed Poperating Unit, as defined in ITEM 1. This includes \$87,500 to \$263,000 that must be paid to us or our 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, the franchisor 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 document.**

The terms of your contract will govern your franchise relationship. Don't rely on the Disclosure Document alone to understand your contract. Read your entire 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: March 1, 2012

See the following state effective date summary page for state effective dates.

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 A** 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 REQUIRES YOU TO RESOLVE DISPUTES WITH US BY ARBITRATION OR LITIGATION ONLY IN COLORADO. OUT-OF-STATE ARBITRATION OR LITIGATION MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT FOR DISPUTES. IT MAY ALSO COST YOU MORE TO ARBITRATE OR LITIGATE WITH US IN COLORADO THAN IN YOUR OWN STATE.

2. THE FRANCHISE AGREEMENT STATES THAT COLORADO LAW GOVERNS THE 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.

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 be sure to do your own investigation of the franchise.

Note: The agreement provisions referred to in the risk factors may be void under some state franchise laws. See the State Addenda, which is attached to this Disclosure Document as **Exhibit J**.

The effective dates of this Disclosure Document in the states with franchise registration laws in which we have sought registration appear on the following page.

STATE EFFECTIVE DATES

The following states require that the 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 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	_____	, 20012
Hawaii	_____	, 20012
Indiana	_____	, 20012
Illinois	_____	, 20012
Michigan	_____	, 20012
Minnesota	_____	, 20012
Maryland	_____	, 20012
North Dakota	_____	, 20012
New York	_____	, 20012
Rhode Island	_____	, 20012
South Dakota	_____	, 20012
Virginia	_____	, 20012
Washington	_____	, 20012
Wisconsin	_____	, 20012

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