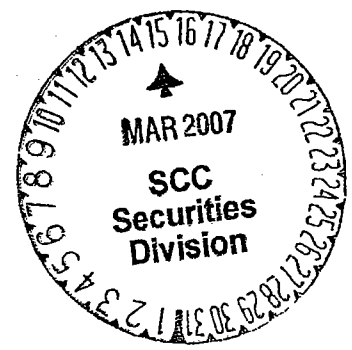


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FRANCHISE OFFERING CIRCULAR
fab'rik Franchise, Inc.
A Georgia Corporation
1114 W. Peachtree Street, Atlanta, GA 30309
404.307.5019



You, the franchisee, will operate an independently owned men's and women's boutique based on the concept of selling unique, trendy clothing at affordable prices in an relaxing yet energizing, atmosphere. Your goal will be to create this proven experience through sales, marketing and first class customer service.

The initial franchise fee is \$35,000. The initial franchise fee is payable upon signing the Franchise Agreement. There are no refunds. There are additional annual and monthly fees detailed in item 6. The estimated initial investment required ranges from \$94,000 to \$185,300. See item 7 for specifics.

RISK FACTORS

THE FRANCHISE AGREEMENT REQUIRES THAT ALL DISAGREEMENTS BE SETTLED BY ARBITRATION ONLY IN GEORGIA. OUT OF STATE ARBITRATION MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT FOR DISPUTES. IT MAY ALSO COST YOU MORE TO ARBITRATE WITH US IN GEORGIA THAN IN YOUR HOME STATE.

THIS IS A DEVELOPMENT STAGE COMPANY WHICH ENTAILS ADDITIONAL RISK OF FINANCIAL LOSS.

INFORMATION COMPARING OF FRANCHISORS IS AVAILABLE. CALL THE STATE ADMINISTRATORS LISTED IN EXHIBIT D OR YOUR PUBLIC LIBRARY FOR SOURCES OF INFORMATION.

REGISTRATION OF THIS FRANCHISE WITH THE STATE DOES NOT MEAN THAT THE STATE RECOMMENDS IT OR HAS VERIFIED THE INFORMATION IN THIS OFFERING CIRCULAR. IF YOU LEARN THAT ANYTHING IN THIS OFFERING CIRCULAR IS UNTRUE, CONTACT THE FEDERAL TRADE COMMISSION AND/OR STATE AUTHORITY.

THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE.

EFFECTIVE DATE: _____

**UNIFORM FRANCHISE OFFERING CIRCULAR
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- A. Franchise Agreement
- B. Audited Financial Statements
- C. Confidential Operations Manual Table Of Contents
- D. Directory of State Administrators and Agencies
- E. List of Franchisees
- F. List of fab'rik Vendors
- G. Receipt of Offering Circular

1. THE FRANCHISOR, ITS PREDECESSORS AND AFFILIATES

To simplify the language in this offering circular, "we" or "us" or "fab'rik" means fab'rik Franchise Inc., the franchisor. "You" means the person who or entity that buys the franchise. fab'rik is a Georgia corporation that was incorporated on February 16, 2006. Our principal business address is 1114 W. Peachtree Street, Atlanta, Georgia 30309. Our agent for service of process in Virginia is the Clerk of the State Corporation Commission, 1300 East Main Street, Richmond Virginia 23219.

fab'rik has a sister corporation, fab'rik Boutique, Inc. ("Boutique"), that currently operates three businesses of the type being franchised. Boutique opened its first store in Midtown Atlanta in August, 2002. This store is a 3000 square foot "destination" location, as it is located on a side street that does not attract heavy foot traffic or benefit from adjacent anchor retailers. In November 2004, Boutique opened its second location, a 2500 square foot store, in an outdoor shopping mall in Norcross, a suburb of Atlanta. In September 2005, Boutique opened its third location, a 1100 square foot store, in an outdoor shopping mall in Sandy Springs, also a suburb of Atlanta. We will use the location in Midtown Atlanta as our franchise training location. fab'rik has no other business activity other than franchising retail clothing boutiques. We had one franchised location at the end of 2006.

Our franchisees operate independently owned men's and women's boutiques based on the concept of selling unique, trendy clothing at affordable prices in a relaxing yet energizing atmosphere. As a franchisee, you must honor our guarantee to create this proven experience through sales, marketing, first class customer service and creative in-store events. In doing so, you agree to sell standardized inventory ordered by the head fab'rik buyer and distributed to each franchisee from approved vendors listed in Exhibit F. The fab'rik market is 20 to 40 year old men and women who appreciate trendy clothing but dream of reasonable price tags. Typically, our customers are dating or entertaining and desire new clothing frequently; they follow trends but would rather shop more and spend less. Competitors which compete most directly with fab'rik include H&M stores because of its trendy clothing and reasonable price points and small local boutiques because of the unique merchandise and ability to make each item special by only selling small quantities.

Our system was developed by the founder of fab'rik, Dana Spinola, to create a high quality, replicable concept in order to offer franchise opportunities to other potential business owners who desire to own their own boutique but want to avoid the heartache of the formative years. fab'rik franchisee boutique owners love researching new trends, creating incredible outfits for customers and fashion shows, not business plans and begging vendors for lines. You should contact your applicable state licensing authority and confirm that no licenses are required before purchasing this franchise. You may be eligible to purchase additional franchises under the then prevailing franchise agreement terms provided you are in good standing and we feel you have demonstrated that you can successfully operate more than one franchise.

2. BUSINESS EXPERIENCE

PRESIDENT and CHIEF EXECUTIVE OFFICER: DANA SPINOLA

Dana Spinola is the President and Chief Executive Officer of fab'rik and Boutique. Prior to 2002, Dana worked for Deloitte & Touche as a Project Manager Computer Consultant focusing on business process redesign as well as a Project Manager at Macquarium developing websites. She left corporate America to open and operate the first Boutique location which opened in Midtown Atlanta in August 2002. She then opened the second Boutique location in November

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