

## FRANCHISE DISCLOSURE DOCUMENT

Freshii Development, LLC  
a Delaware limited liability company  
27 North Wacker Drive, Suite 426  
Chicago, Illinois 60606  
(312) 863-2151  
development@freshiifood.com  
www.freshii.com



The franchise is to develop and operate restaurants offering healthy meals such as salads, rice bowls, wraps, oatmeal, fresh and frozen yogurt, healthy portable snacks and beverages.

The total investment necessary to begin operation of a Freshii Restaurant franchise is \$170,000 to \$470,500. This includes \$45,000 that must be paid to the franchisor or affiliate.

We may sell rights to individuals or entities to develop a number of restaurants within a specified area. You must commit to develop a minimum of five restaurants to enter into an Area Development Agreement. If you are an area developer, you will pay a development fee equal to 100% of the initial franchise fee for the first Restaurant to be developed, plus a deposit of 50% of the initial franchise fee for each additional Restaurant to be developed under the Area Development Agreement. The total estimated investment under an Area Development Agreement to develop five Freshii Restaurants is \$232,000 to \$533,000. This includes \$90,000 that must be paid to the franchisor and/or its affiliate. The total investment necessary will vary based on the number of Restaurants to be developed.

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 governmental 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 Matthew Corrin, our chief executive officer, at 27 North Wacker Drive, Suite 426, Chicago, Illinois 60606 and (312) 636-8049.

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 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](http://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 21, 2017**

Freshii/ufdd-22b

## 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 AREA DEVELOPMENT AGREEMENT AND FRANCHISE AGREEMENT REQUIRE YOU TO RESOLVE DISPUTES WITH US BY ARBITRATION ONLY IN THE PROVINCE OF ONTARIO, CANADA. 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 OUR HOME STATE THAN IN YOUR OWN STATE.
2. THE AREA DEVELOPMENT AGREEMENT AND FRANCHISE AGREEMENT STATE THAT ONTARIO 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 MAY, IF IT CHOOSES, NEGOTIATE WITH YOU ABOUT ITEMS COVERED IN THE PROSPECTUS. HOWEVER, THE FRANCHISOR CANNOT USE THE NEGOTIATING PROCESS TO PREVAIL UPON A PROSPECTIVE FRANCHISEE TO ACCEPT TERMS WHICH ARE LESS FAVORABLE THAN THOSE SET FORTH IN THIS PROSPECTUS<sup>sv</sup>.
4. THE FRANCHISOR'S AUDITED FINANCIAL STATEMENTS SHOW THAT IT IS OWED A SUBSTANTIAL AMOUNT OF MONEY FROM AN AFFILIATE OR PARENT COMPANY. IF THE PARENT OR AFFILIATE CANNOT PAY THESE DEBTS, THE FRANCHISOR MAY NOT HAVE THE FINANCIAL RESOURCES TO PROVIDE SERVICES OR SUPPORT YOU<sup>va</sup>.
5. 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 this 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 either registered, on file or exempt from registration in the following states having franchise registration and disclosure laws, with the following effective dates:

|                |                            |
|----------------|----------------------------|
| California     | _____                      |
| Connecticut    | Exempt                     |
| Florida        |                            |
| Hawaii         |                            |
| Illinois       | April 22, 2016             |
| Indiana        | April 25, 2016             |
| Kentucky       | March 11, 2008             |
| Maine          | Exempt                     |
| Maryland       | _____                      |
| Michigan       | April 29, 2016             |
| Minnesota      | May 15, 2016               |
| Nebraska       | March 10, 2008             |
| New York       | May 1, 2014, amended _____ |
| North Carolina | Exempt                     |
| North Dakota   | May 9, 2016                |
| Rhode Island   |                            |
| South Carolina | Exempt                     |
| South Dakota   | May 2, 2016                |
| Texas          | March 10, 2008             |
| Utah           | April 25, 2016             |
| Virginia       | _____                      |
| Washington     | _____                      |
| Wisconsin      | April 28, 2016             |

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