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FRANCHISE DISCLOSURE DOCUMENT

HAPPY'S PIZZA FRANCHISE, LLC
 a Michigan limited liability company
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 DEPARTMENT OF CORPORATIONS
 LOS ANGELES OFFICE

This Franchise Disclosure Document describes a Happy's Pizza® Restaurant unit franchise, a Happy's Pizza and Pub Restaurant unit franchise and a Happy's Pizza® area development franchise. The Happy's Pizza® Restaurant unit franchise is a restaurant business that sells pizza, ribs, chicken, seafood, subs, salads, and other food products to the general public for carry-out, dine-in, catering or delivery. The Happy's Pizza and Pub Restaurant unit franchise also sells liquor, beer and wine for on-site consumption. The Happy's Pizza® area development franchise is a business that will operate at least one unit franchise and will sell and service other unit franchises in a specified territory.

The total investment necessary to begin operation of a Happy's Pizza® Restaurant unit franchise is from \$336,500 to \$608,000. This includes from \$295,000 to \$525,000 that must be paid to the franchisor or its affiliates. The total investment necessary to begin operation of a Happy's Pizza and Pub Restaurant unit franchise is from \$744,500 to \$1,180,000. This includes from \$385,000 to \$1,035,000 that must be paid to the franchisor or its affiliates. The total investment necessary to begin operation of a Happy's Pizza® area development franchise is from \$450,000 to \$1,676,000. This includes from \$395,000 to \$1,525,000 that will be paid to the franchisor or its affiliates.

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 to you. To discuss the availability of disclosures in different formats, contact Maher Bashir or Christina Rice at the address and phone number listed above.

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 our 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 April 30, 2013

Happy's Pizza Franchise LLC
 FDD Dated April 30, 2013

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 AND AREA DEVELOPMENT AGREEMENT REQUIRE YOU TO RESOLVE DISPUTES WITH US BY LITIGATION ONLY IN MICHIGAN. OUT-OF-STATE LITIGATION MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT FOR DISPUTES. IT MAY ALSO COST YOU MORE TO LITIGATE WITH US IN MICHIGAN THAN IN YOUR OWN STATE.
- 2 *THE FRANCHISE AGREEMENT AND AREA DEVELOPMENT AGREEMENT STATE THAT MICHIGAN 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 THERE MAY BE OTHER RISK FACTORS CONCERNING THIS FRANCHISE.

*Local law may supersede these and other franchise agreement provisions. Certain states required the superseding provisions to appear in an addendum in this disclosure document, which is applicable, is attached as Exhibit N to this disclosure document.

We may 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 make sure to do your own investigation of the franchise.

Effective Date See the 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, 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, if an effective date is noted below for the state

<u>State</u>	<u>Effective Date or Status</u>
California	
Illinois	
Indiana	August 7, 2012
Michigan	June 13, 2012

In all other states, the effective date of this Franchise Disclosure Document is the issuance date noted on the cover page

The states listed above may require specific disclosures and revisions to the Franchise Agreement and Area Development Agreement Those disclosures and revisions, if required, are contained in Exhibit N to the Disclosure Document

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