

FRANCHISE DISCLOSURE DOCUMENT



Naples Franchising Systems, Inc.
a Colorado Corporation 2495 Youngfield St. Unit 1
Golden, CO 80401
(303)458-0997

As a franchisee, you will operate a Franchised Business which may be either a HEIDI'S BROOKLYN DELI® offering traditional deli sandwiches, gourmet desserts and hot and cold beverages; or a SOUP 'N JUICE offering organic products featuring healthy soups, salads, wraps and fruit smoothies; or a Franchised Business from which both a HEIDI'S BROOKLYN DELI® and SOUP N' JUICE® are operated.

The total investment necessary to begin operation of the Franchised Business under the trademark HEIDI'S BROOKLYN DELI® is \$311,667 to \$564,400. This includes \$30,000 paid to the Franchisor or its affiliate. The total investment necessary to begin operation of the Franchised Business under the trademark SOUP N' JUICE® is \$134,500 to \$276,000. This includes \$15,000 paid to the Franchisor or its affiliate. The total investment necessary to begin operation of the Franchised Business under the trademarks HEIDI'S BROOKLYN DELI® and SOUP N' JUICE® combo is \$316,667 to \$569,400. This includes \$35,000 paid to the Franchisor or its affiliate. You will be required to pay our then-current Design Review Fee and then-current Construction Review Fee per Franchised Business you operate. Our current Design Review Fee is \$1000 and our current Construction Review Fee is \$2,500--\$4,000. You may also be required to pay our then-current fee for our corporate schematic if we provide the schematic to you. Our current fee is \$850.

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 our corporate office at 303-458-0997.

This Franchise 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 Franchise 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 government agency has verified the information contained in this document.**

The terms of your contract will govern your franchise relationship. Do not 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 accountant.

Buying a franchise is a complex investment. The information in this Franchise 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 Franchise 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.

The Date of Issuance of this Franchise Disclosure Document is March 1, 2016.

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 HEIDI'S BROOKLYN DELI & SOUP N' JUICE. 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 PERMITS YOU TO LITIGATE WITH US ONLY IN COLORADO. OUT OF STATE LITIGATION MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT FOR DISPUTES. IT MAY ALSO COST MORE TO LITIGATE WITH US IN COLORADO THAN IN YOUR HOME STATE. THIS PROVISION MAY BE SUPERSEDED BY CERTAIN STATE LAWS.
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. EVEN THOUGH THE FRANCHISE AGREEMENT PROVIDES THAT "HOME STATE" LAW APPLIES, LOCAL LAW MAY SUPERSEDE IT IN YOUR STATE. PLEASE REFER TO THE MULTI-STATE ADDENDA ATTACHED AS EXHIBIT G TO THIS DISCLOSURE DOCUMENT FOR DETAILS.
4. YOUR BUSINESS MAY BE SEASONAL AND AS A RESULT, YOU WILL EXPERIENCE PERIODS OF DECREASED ACTIVITY OR INACTIVITY.
5. THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE.

Effective Date (for states requiring registration or notice filings):

California:	June 20, 2015
Hawaii:	
Illinois:	
Indiana:	April 15, 2008
Maryland:	September 14, 2007
Michigan:	April 20, 2008
Minnesota:	April 23, 2007
New York:	June 2, 2016
North Dakota:	June 27, 2007
Rhode Island:	
South Dakota:	May 9, 2007
Virginia:	June 10, 2007 as amended August 2, 2007
Washington:	April 22, 2007
Wisconsin:	April 2, 2007

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