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June 5, 2013

**VIA UPS**

Shohreh Aram  
Senior Corporations Counsel  
California Department of Corporations  
Securities Regulation Division  
320 West 4<sup>th</sup> Street, Suite 750  
Los Angeles, CA 90013-2344

DEPARTMENT OF CORPORATIONS  
RECEIVED LOS ANGELES OFFICE

JUN 07 2013

**Re: Lenny's Franchise Systems, LLC**  
**May 6, 2013 Comment Letter Response**  
**File No: 993-6857**

Dear Shohreh

I am in receipt of your correspondence to Lenny's Franchise Systems, LLC (the "**Franchisor**") The Franchisor's response is as follows

- 1 The Franchisor has amended Item 11 of the Disclosure Document to disclose that the franchisee is required to buy and use a point of sale computer system and to describe the systems generally in non-technical language. This information was previously disclosed in Item 8
- 2 The Franchisor has amended Item 11 of the Disclosure Document to disclose the cost of purchasing the required point of sale computer system This information was previously disclosed in Item 8.
- 3 The Franchisor has amended Item 11 of the Disclosure Document to disclose the cost to provide maintenance, repairs, or updates to the point of sale computer system and that there are not any contractual limitation on the frequency and cost to do so

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4. The Franchisor has amended Item 11 of the Disclosure Document to disclose that the Franchisor will have independent access to information and data that is electronically collected
5. The Franchisor has amended Item 13 of the Disclosure Document to indicate that any reference to the "Principal Register" refers to the Principal Register of the United States Patent and Trademark Office.
6. The Franchisor has amended Item 17 of the Disclosure Document by removing the last sentence in Section 17t and replacing it with the requested language
7. The Franchisor respectfully requests removal of this comment because the requested language already appears in Section 19 J of the Franchise Agreement.
8. The Franchisor has elected to defer all initial franchise fees until after the Franchisor's initial obligations are complete and the franchisee is open for business. As such, the Franchisor has amended the California state addendum to add fee deferral language to the appropriate sections in the Disclosure Document and Franchise Agreement

The Franchisor's response includes one black-lined copy of all pages denoting additions, deletions and other changes from the most recent submission, and one clean copy of the updated Franchise Disclosure Document, including all exhibits. I trust this response complies with your request.

Once you have approved the Franchisor's application, I would greatly appreciate it if you could please call me at (303) 607-3599. Also, please don't hesitate to contact me if you have any questions or need additional changes.

Thank you for all of your assistance with this matter.

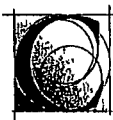
Sincerely,

**FAEGRE BAKER DANIELS LLP**



Michael A. Maciszewski

Enclosures



# CANNON & COMPANY

CERTIFIED PUBLIC ACCOUNTANTS

April 16, 2013

## CONSENT

Cannon & Company hereby consents to the use in the Franchise Disclosure Document issued by Lenny's Franchise Systems, LLC ("Franchisor") on April 16, 2013, as it may be amended, and distributed to prospective franchisees of Franchisor of our report dated February 27, 2013, relating to the consolidated financial statement of Lenny's Franchise Systems, LLC at December 31, 2012.

*Cannon & Company*

Certified Public Accountants

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