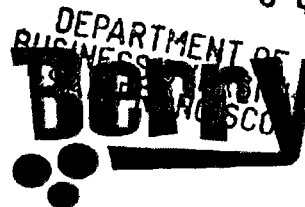


FRANCHISE DISCLOSURE DOCUMENT

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Limeberry Yogurt Franchising, LLC
 An Oregon Limited Liability Company
 4555 Liberty Road South, Suite 370
 Salem Oregon 97302
(503) 881-7405
 www.limeberryyogurt.com
 Email franchise@limeberryyogurt.com

Effective Date May 31, 2014

We are **Limeberry Yogurt Franchising, LLC**, an Oregon limited liability company. We offer franchises to qualified individuals to own and operate a **Limeberry** self-serve frozen yogurt shop under the "**Limeberry**" name logos and Service Marks. Our franchisees offer self-serve frozen yogurt to the public under the Service Marks (the "Method of Operation"). You may purchase the right to establish a Limeberry franchise at a selected location to use our service marks, trade names, programs and systems.

The Initial Franchise Fee is **\$15,000**. In consideration for the reduced costs for sales and training, if you purchase additional franchises, the Initial Franchise Fee is reduced to **\$5,000**. The total estimated initial investment necessary to begin operation of a **Limeberry Yogurt** franchise ranges from **\$55,700 to \$275,000**. This includes the \$15,000 Initial Franchise Fee that must be paid to the franchisor or its affiliates. Refer to Items 5, 6 and 7 of this Disclosure Document for a full explanation regarding the Initial Franchise Fee, other Fees and the Total Investment.

We also offer franchises for Limeberry Area Developer Franchises. An Area Developer acts as our representative to advertise for and market to prospective franchisees of Limeberry franchises within a territory and to support the franchises located in that territory. The initial franchise fee ranges from the \$50,000 minimum Area Developer Fee to \$500,000 calculated at \$0.10 per person of population. The initial investment ranges from **\$50,000 to \$1,000,000** for an Area Developer. In addition, the Area Developer is required to open and maintain in operation at least one Limeberry unit franchise and incurs related costs.

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 Terry Phillips at 4555 Liberty Road South, Suite 370, Salem, Oregon 97302 and (503) 881-7405. 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 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.

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 B 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

THE FRANCHISE AGREEMENT REQUIRES YOU TO RESOLVE DISPUTES WITH US BY MEDIATION AND LITIGATION ONLY IN OREGON. OUT-OF-STATE LITIGATION AND MEDIATION MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT FOR DISPUTES. IT MAY ALSO COST YOU MORE TO SUE OR MEDIATE WITH US IN OREGON THAN IN YOUR OWN STATE

THE FRANCHISE AGREEMENT STATES THAT OREGON LAW GOVERNS THE AGREEMENT. THIS LAW MAY NOT PROVIDE THE SAME PROTECTIONS AND BENEFITS AS LOCAL LAW. YOU MAY WANT TO COMPARE THESE LAWS. EVEN THOUGH THE FRANCHISE AGREEMENT PROVIDES THAT OREGON LAW APPLIES, YOUR STATE LAW MAY SUPERSEDE THIS PROVISION AND IT MAY NOT BE ENFORCEABLE IN YOUR STATE. SEE SPECIAL STATE DISCLOSURES IN THE STATE ADDENDA TO THE FRANCHISE AGREEMENT AND DISCLOSURE DOCUMENT

THE FRANCHISOR IS A NEWLY FORMED BUSINESS ENTITY WITH LIMITED FINANCIAL RESOURCES WHICH MAY NOT BE SUFFICIENT FOR THE FRANCHISOR TO FULFILL ITS PRE-OPENING OBLIGATIONS TO THE FRANCHISEE AND PAY ITS OPERATING EXPENSES

THE FRANCHISOR HAS A LIMITED OPERATING HISTORY TO ASSIST A PROSPECTIVE FRANCHISEE IN DECIDING TO MAKE THIS INVESTMENT

THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE

This Franchise Disclosure Document is effective as of

General FTC (for states not requiring registration) – May 31, 2014

States Requiring Registration (registration not approved if blank)

California November 13 2013

Florida

Hawaii

Illinois

Indiana

Kentucky

Maryland

Michigan

Minnesota

Nebraska

New York

North Dakota

Rhode Island

South Dakota

Texas

Utah

Virginia

Washington

June 21 2013

Wisconsin

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