

MAY 16 2012

NAPLES FLATBREAD, LLC

FRANCHISE DISCLOSURE DOCUMENT

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1. THE FRANCHISOR AND ANY PARENTS, PREDECESSORS AND AFFILIATES

Franchisor

Naples Flatbread, LLC is the Franchisor, and is referred to in this Franchise Disclosure Document as "Naples Flatbread." The restaurant franchise offered and sold by Naples Flatbread is referred to in this Franchise Disclosure Document as the "Naples Flatbread Restaurant" or the "Restaurant." "You" means the person or entity who buys the franchise from Naples Flatbread. If the franchise is purchased by a corporation, limited liability company, partnership or other entity, then "you" may also mean the shareholders, members, partners or other owners of that entity.

Naples Flatbread is a Florida limited liability company formed on September 28, 2011 that does business under its entity name. The principal business address of Naples Flatbread is 10801 Corkscrew Road, Suite 520, Estero, Florida 33928. Naples Flatbread has just commenced its franchise program, and as of the date of this Franchise Disclosure Document, had not offered or sold any Naples Flatbread Restaurant franchises. Naples Flatbread does not conduct any other business, and does not offer franchises for any other line of business, other than the franchises being offered in this Franchise Disclosure Document.

The agents for service of process on Naples Flatbread are listed in the State Agency Exhibit attached to this Franchise Disclosure Document.

Predecessors and Affiliates of Naples Flatbread

Naples Flatbread has no predecessors or parents. Naples Flatbread Original LLC, a Florida limited liability company formed in September 2008, is an affiliate of Naples Flatbread. Naples Flatbread Original LLC's principal business address is 6434 Naples Boulevard, Suite 408, Naples, Florida 34109. Naples Flatbread Estero LLC, a Florida limited liability company formed in August 2009, is also an affiliate of Naples Flatbread with the same principal business address as Naples Flatbread.

There are currently two operational Naples Flatbread Restaurants, both owned and operated by affiliates of Naples Flatbread (see Item 20 and Exhibit A). Naples Flatbread Original LLC has owned and operated a Naples Flatbread Restaurant in Naples, Florida since 2008. Naples Flatbread Estero LLC has owned and operated a Naples Flatbread Restaurant in Estero, Florida since 2009. Neither Naples Flatbread Original LLC nor Naples Flatbread Estero LLC has ever offered franchises for Naples Flatbread Restaurants or for franchises in any other line of business.

Except as disclosed in this Franchise Disclosure Document, Naples Flatbread and its affiliates do not provide any products or services to the franchisees of Naples Flatbread.

Franchised Business

Naples Flatbread grants franchises for the operation of Naples Flatbread Restaurants. Naples Flatbread Restaurants are flexible casual dining restaurants that use the latest technology in cooking to take advantage of intense heat and humidity combinations to create bold-flavored menu items that include gourmet flatbreads, Neapolitan pizzas, panini sandwiches, roasted chicken wings, hearth-baked pasta dishes, fresh prepared-to-order salads and unique desserts.

Naples Flatbread Restaurants also offer a fine selection of wines and beers to compliment the menu items

The restaurant business is highly competitive for pricing, service, restaurant location, and food quality, and is subject to changes in consumer taste, economic conditions, population and travel patterns. You will compete with locally-owned restaurants, including restaurants that offer pizza, pasta and similar menu items, as well as with national and regional restaurant chains. Naples Flatbread Restaurants also compete for experienced management personnel and kitchen staff, and commercial real estate and lease sites suitable for restaurants.

Regulations Specific to the Restaurant Industry

The restaurant industry is heavily regulated. Many of the laws, rules and regulations that apply to businesses generally have particular applicability to restaurants. All Naples Flatbread Restaurants must comply with federal, state and local laws applicable to the operation and licensing of restaurant businesses, including obtaining all applicable health permits and/or inspections and approvals by municipal, county or state health departments that regulate food and liquor service operations. Your Naples Flatbread Restaurant must also meet applicable municipal, county, state and federal building codes and handicap access codes. You should consider the cost and time required to comply with these laws and regulations when evaluating your purchase of a Naples Flatbread Restaurant franchise.

You must secure a liquor license to sell alcoholic beverages at your Restaurant. The difficulty and cost of obtaining a liquor license, and the steps for securing the license, vary greatly from area to area. There is also wide variation in state and local laws and regulations that govern the sale of alcoholic beverages. In addition, state dram shop laws give rise to potential liability for injuries that are directly or indirectly related to the sale and consumption of alcohol.

The U.S. Food and Drug Administration, the U.S. Department of Agriculture and state and local health departments administer and enforce regulations that govern food preparation and service and restaurant sanitary conditions. State and local agencies inspect restaurants to ensure that they comply with these laws and regulations.

The Federal Clean Air Act and various state laws require certain state and local areas to meet national air quality standards limiting emissions of ozone, carbon monoxide and particles, including caps on emissions from commercial food preparation. Some state and local governments also regulate indoor air quality, including limiting the use of tobacco products in public places, such as restaurants.

Area Development Agreement

If you meet the qualifications established by Naples Flatbread, and subject to Naples Flatbread's consent which can be withheld in its discretion, you may enter into an Area Development Agreement for the development of multiple Naples Flatbread Restaurants in a designated geographic area called a "Territory." Under the Area Development Agreement, you must develop in your Territory an agreed upon number of Naples Flatbread Restaurants within a specified period of time. You must sign a separate Franchise Agreement for each Naples Flatbread Restaurant you develop under an Area Development Agreement.

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