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SECURITIES



**THAI FOOD INTERNATIONAL CORP.
UNIFORM FRANCHISE OFFERING CIRCULAR**

6363 6th Avenue South
Seattle, Washington 98108
206-768-8883

**INFORMATION FOR PROSPECTIVE FRANCHISEES
REQUIRED BY THE FEDERAL TRADE COMMISSION**

TO PROTECT YOU, WE'VE REQUIRED YOUR FRANCHISOR TO GIVE YOU THIS INFORMATION. WE HAVEN'T CHECKED IT AND DON'T KNOW IF IT'S CORRECT. IT SHOULD HELP YOU MAKE UP YOUR MIND. STUDY IT CAREFULLY. WHILE IT INCLUDES SOME INFORMATION ABOUT YOUR CONTRACT, DON'T RELY ON IT ALONE TO UNDERSTAND YOUR CONTRACT. READ ALL OF YOUR CONTRACT CAREFULLY. BUYING A FRANCHISE IS A COMPLICATED INVESTMENT. TAKE YOUR TIME TO DECIDE. IF POSSIBLE, SHOW YOUR CONTRACT AND THIS INFORMATION TO AN ADVISOR, LIKE A LAWYER OR AN ACCOUNTANT. IF YOU FIND ANYTHING YOU THINK MAY BE WRONG OR ANYTHING IMPORTANT THAT'S BEEN LEFT OUT, YOU SHOULD LET US KNOW ABOUT IT. IT MAY BE AGAINST THE LAW. THERE MAY ALSO BE LAWS ON FRANCHISING IN YOUR STATE. ASK YOUR STATE AGENCIES ABOUT THEM.

**FEDERAL TRADE COMMISSION
Washington, D.C. 20580**

UFOC 01.2005



UNIFORM FRANCHISE OFFERING CIRCULAR

Thai Food International Corp.
A Washington corporation
6363 6th Avenue South
Seattle, Washington 98108
206-768-8883

You will operate independently a Noodle Zone Restaurant (each, a "Noodle Zone"). Each Noodle Zone restaurant offers a fast food restaurant that provides the public with high quality Thai food and beverages of a distinctive character and quality. We offer one franchise program: (i) a Franchise Agreement under which you will operate a single Noodle Zone from a fixed location. However, if you wish to obtain more than one location, you may do so by purchasing additional franchises at a 25% reduction in each subsequent franchise fee.

The initial franchise fee for a Noodle Zone is \$30,000. Your estimated initial investment for each Noodle Zone restaurant ranges from approximately \$171,000 to \$295,000. Those amounts do not represent your total investment, which is described more fully in Items 5 through 7 of this Offering Circular.

RISK FACTORS:



THE FRANCHISOR WAS ORGANIZED ON SEPTEMBER 14, 2001 AND HAS OPERATED ONE NOODLE ZONE RESTAURANTS SINCE THAT TIME.

THE FRANCHISE AGREEMENT PERMITS THE FRANCHISEE TO ARBITRATE WITH US ONLY IN WASHINGTON. OUT OF STATE ARBITRATION MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT FOR DISPUTES. IT MAY ALSO COST MORE TO ARBITRATE WITH US IN WASHINGTON THAN IN YOUR HOME STATE.

THE FRANCHISE AGREEMENT STATES THAT WASHINGTON 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.

THE FRANCHISOR MAY, IF IT CHOOSES, NEGOTIATE WITH YOU ABOUT ITEMS COVERED IN THIS OFFERING CIRCULAR. HOWEVER, THE FRANCHISOR CANNOT USE THE NEGOTIATING PROCESS TO PREVAIL UPON A PROSPECTIVE FRANCHISEE TO ACCEPT TERMS WHICH ARE LESS FAVORABLE THAN THOSE SET FORTH IN THIS OFFERING CIRCULAR.

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THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE.

NOTE: THE PROVISIONS IN THE AGREEMENTS REFERRED TO IN THE RISK FACTORS MAY BE VOID UNDER SOME STATE FRANCHISE LAWS.

Information comparing franchisors is available. Call the State administrators listed in Exhibit A or your public library for sources of information.

Registration of this franchise by a state does not mean that the state recommends or has verified the information in this offering circular. If you learn that anything in the offering circular is untrue, contact the Federal Trade Commission and your local state authority listed in Exhibit A.

The States listed in Exhibit A may require registration or filing of this Uniform Franchise Offering Circular. If this Offering Circular is registered in any of those States, the effective date of the registration is disclosed in Exhibit A. Some of these States may require additional or different disclosures (See Items 3, 4, 8, 13 and 17) or revisions to the Agreements (See Exhibit I).

Issuance Date (for Non-Registration States): February 2005



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