

**STATE COVER PAGE**

San Francisco Office

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 THE 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 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:

1. THE FRANCHISE AGREEMENT REQUIRES THAT MOST DISPUTES BE SUBMITTED TO ARBITRATION IN CALIFORNIA. OUT OF STATE ARBITRATION MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT FOR DISPUTES. IT MAY ALSO COST YOU MORE TO ARBITRATE WITH US IN CALIFORNIA THAN IN YOUR HOME STATE.
2. THE FRANCHISE AGREEMENT STATES THAT CALIFORNIA LAW GOVERNS THE AGREEMENT, AND CALIFORNIA LAW MAY NOT PROVIDE THE SAME PROTECTIONS AND BENEFITS AS YOUR STATE'S LAW. YOU MAY WANT TO COMPARE THESE LAWS.
3. THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE.
4. CONTINUATION OF THE FRANCHISE REQUIRES FRANCHISEE TO MEET A MINIMUM SALES QUOTA IN THE AMOUNT OF \$50,000 FOR MONTHS 1-12, \$100,000 FOR MONTHS 13-24, \$150,000 FOR MONTHS 25-36, AND \$200,000 EACH 12 MONTH PERIOD AFTER 36 MONTHS OF OPERATION.

The Effective Date for this Franchise Disclosure Document for your state is listed on the page following the state cover pages.

## EXHIBIT A TO THE DISCLOSURE DOCUMENT

### LIST OF STATE ADMINISTRATORS

The following is a list of state administrators responsible for registration and review of franchises for these states. We may register in one or more of these states.

#### California

Department of Business Oversight  
One Sansome Street  
San Francisco, California 94104-4428  
Department of Corporations  
71 Stevenson Street, Suite 2100  
San Francisco, California 94105

Commissioner of Corporations  
320 W. 4<sup>th</sup> Street, Suite 750  
Los Angeles, California 90013

Commissioner of Corporations  
1515 K. Street, Suite 200  
Sacramento, California 95814  
(866) 275-2677 Toll Free

#### Connecticut

Connecticut Banking Commissioner  
Department of Banking  
Securities & Business Investments Division  
260 Constitution Plaza  
Hartford, Connecticut 06103

#### Florida

Division of Consumer Services  
Attn: Business Opportunities  
2005 Apalachee Parkway  
Tallahassee, Florida 32399-6500

#### Hawaii

Commissioner of Securities  
Department of Commerce & Consumer Affairs  
335 Merchant Street, Room 203  
Honolulu, Hawaii 96813  
(808) 586-2722

#### Illinois

Illinois Attorney General  
500 South Second Street  
Springfield, Illinois 62706  
(217) 782-4465

#### Indiana

Indiana Secretary of State  
Securities Division  
302 West Washington Street, Room E-111  
Indianapolis, Indiana 46204

#### Kentucky

Office of the Attorney General  
Consumer Protection Division  
Attn: Business Opportunity  
1024 Capital Center Drive  
Frankfort, Kentucky 40601-8204

#### Maine

Department of Professional and Financial Regulations  
Bureau of Banking  
Securities Division  
121 Statehouse Station  
Augusta, Maine 04333

#### Maryland

Office of the Attorney General  
Securities Division  
200 St. Paul Place  
Baltimore, Maryland 21202

#### Michigan

Michigan Attorney General's Office  
Consumer Protection Division  
Attn: Franchise Section  
525 W. Ottawa Street  
G. Mennen Williams Building, 1<sup>st</sup> Floor  
Lansing, Michigan 48933

#### Minnesota

Minnesota Department of Commerce  
Commissioner of Commerce  
85 7<sup>th</sup> Place East, Suite 600  
St. Paul, Minnesota 55101

#### Nebraska

Nebraska Department of Banking and Finance  
Commerce Court  
1230 O Street, Suite 400  
Lincoln, Nebraska 68509

#### New York

Bureau of Investor Protection and Securities  
New York State Department of Law  
120 Broadway, 23<sup>rd</sup> Floor  
New York, New York 10271

#### North Carolina

Secretary of State  
Securities Division  
300 North Salisbury Street, Suite 100  
Raleigh, North Carolina 27603-5909

## EXHIBIT B TO THE DISCLOSURE DOCUMENT

### LIST OF STATE AGENTS FOR SERVICE OF PROCESS

The following state agencies are designated as our agent for service of process in accordance with the applicable state laws. We may register in one or more of these states.

#### California

Department of Business Oversight  
One Sansome Street  
San Francisco, California 94104-4428  
Department of Corporations  
71 Stevenson Street, Suite 2100  
San Francisco, California 94105

Commissioner of Corporations  
320 W. 4th Street, Suite 750  
Los Angeles, California 90013

Commissioner of Corporations  
1515 K St., Suite 200  
Sacramento, California 95814  
(866) 275-2677

#### Connecticut

Connecticut Banking Commissioner  
Department of Banking  
Securities & Business Investments Division  
260 Constitution Plaza  
Hartford, Connecticut 06103

#### Hawaii

Commissioner of Securities  
Department of Commerce and Consumer Affairs  
335 Merchant Street, Room 203  
Honolulu, Hawaii 96813

#### Illinois

Illinois Attorney General  
500 South Second Street  
Springfield, Illinois 62706

#### Indiana

Indiana Secretary of State  
Securities Division  
302 West Washington Street, Room E-111  
Indianapolis, Indiana 46204

#### Maryland

Maryland Securities Commissioner  
Office of Attorney General  
Securities Division  
200 St. Paul Place  
Baltimore, Maryland 21202

#### Michigan

Michigan Department of Commerce  
Corporations and Securities Bureau  
P.O. Box 30054  
6546 Mercantile Way  
Lansing, Michigan 48909

#### Minnesota

Minnesota Department of Commerce  
Commissioner of Commerce  
85 7<sup>th</sup> Place East, Suite 600  
St. Paul, Minnesota 55101

#### New York

Secretary of the State of New York  
41 State Street  
Albany, New York 12231

#### North Dakota

North Dakota Securities Department  
State Capitol – 5<sup>th</sup> Floor  
600 East Boulevard  
Bismarck, North Dakota 58505-0510

#### Rhode Island

Director, Department of Business Regulation  
JOHN O. PASTORE COMPLEX  
1511 Pontiac Avenue  
Bldg. 69, First Floor  
Cranston, RI 02920

#### South Dakota

Department of Revenue and Regulation  
Division of Securities  
445 East Capitol Avenue  
Pierre, South Dakota 57501

#### Virginia

Clerk, State Corporation Commission  
Tyler Building, 1<sup>st</sup> Floor  
1300 East Main Street  
Richmond, Virginia 23219

#### Washington

Director, Department of Financial Institutions  
Securities Division  
150 Israel Road Southwest  
Olympia, Washington 98501

#### Wisconsin

Commissioner of Securities  
345 West Washington Street, 4<sup>th</sup> Floor  
Madison, Wisconsin 53703

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