



**MINNESOTA**  
DEPARTMENT OF  
**COMMERCE**



85 7th Place East, Suite 500  
St. Paul, Minnesota 55101-3165  
www.commerce.state.mn.us  
651.296.4026 FAX 651.297.1959  
An equal opportunity employer

May 4, 2010

JENNIFER A NAUMOFF  
PONDEROSA FRANCHISING COMPANY  
3701 WEST PLANO PARKWAY SUITE 200  
PLANO, TX 75075

Re: F-3045  
PONDEROSA FRANCHISING COMPANY  
PONDEROSA FRANCHISE AGREEMENT

Dear Ms. Naumoff:

The Annual Report has been reviewed and is in compliance with Minnesota Statute Chapter 80C and Minnesota Rules Chapter 2860.

This means that there continues to be an effective registration statement on file and that the franchisor may offer and sell the above-referenced franchise in Minnesota.

The franchisor is not required to escrow franchise fees, post a Franchise Surety Bond or defer receipt of franchise fees during this registration period.

As a reminder, the next annual report is due within 120 days after the franchisor's fiscal year end, which is December 31, 2010.

Sincerely,

GLENN WILSON  
Commissioner

By:

Daniel Sexton  
Commerce Analyst Supervisor  
Registration Division  
(651) 296-4520

GW:DES:dlw

F-3045

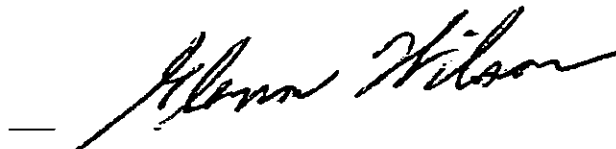
STATE OF MINNESOTA  
DEPARTMENT OF COMMERCE  
REGISTRATION DIVISION  
(651) 296-4520

IN THE MATTER OF THE REGISTRATION OF:  
PONDEROSA FRANCHISE AGREEMENT  
PONDEROSA STEAKHOUSE FRANCHISE AGREEMENT  
By PONDEROSA FRANCHISING COMPANY

ORDER AMENDING  
REGISTRATION

WHEREAS, an application to amend the registration and amendment fee have been filed,

IT IS HEREBY ORDERED that the registration dated January 13, 2009, is amended as of the date set forth below.



GLENN WILSON  
Commissioner  
Department of Commerce  
85 7th Place East, Suite 500  
St Paul, MN 55101

Date: May 4, 2010

STATE: MINNESOTA

File No: F-3045  
Fee: \$300.00

37

APPLICATION FOR:

Initial Registration of an Offer and Sale of Franchises  
 Renewal Application of Annual Report

Pre-Effective Amendment  
 Post-Effective Amendment

- 1. Full Legal Name of Franchisor: PONDEROSA FRANCHISING COMPANY
- 2. Name of the franchise offering: PONDEROSA or PONDEROSA STEAKHOUSE
- 3. Franchisor's Principal Address: 3701 West Plano Parkway, Suite 200, Plano, TX 75075
- 4. Name and address of Franchisor's agent in this State authorized to receive service of process:

\$300  
4-30-10

Minnesota Commission of Commerce  
85 7<sup>th</sup> Place East, Suite 500  
St. Paul, MN 55101

The Prentice-Hall Corporation System, Inc.  
380 Jackson Street Suite 700  
Minneapolis, MN 55101

- 5. The states in which this application is or will be shortly on file:

Florida, Illinois, Indiana, Maryland, Michigan, Minnesota, New York, North Dakota, Rhode Island, South Dakota, Utah, Virginia, Washington, Wisconsin.

- 6. Name, address, telephone/facsimile numbers/email address of person to whom communications should be directed:

Jennifer White  
Ponderosa Franchising Company  
3701 W. Plano Parkway, Suite 200  
Plano, TX 75075

Phone: 972-244-8951  
Facsimile: 972-265-8490  
E-Mail: jwhite1@bonponl.com

CERTIFICATION

I certify and swear under penalty of law that I have read and know the contents of this application, including the Franchise Disclosure Document with an effective date of April 27<sup>th</sup> 2010 attached as an exhibit, and that all material facts stated in all those documents are accurate and those documents do not contain any material omissions. I further certify that I am duly authorized to make this certification on behalf of the franchisor and that I do so upon my personal knowledge.

Executed at Plano, Texas, on April 28, 2010.

PONDEROSA FRANCHISING COMPANY

5-4-10

By: Robert J. Hoffman  
Robert J. Hoffman  
President

A/R Armas

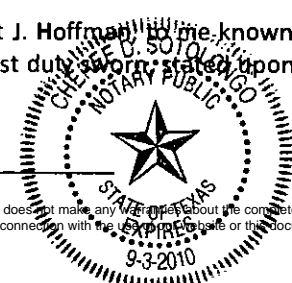
12/31 1-13-09

STATE OF TEXAS §  
COUNTY OF COLLIN §

Personally appeared before me this 28 day of April 2010 the above named Robert J. Hoffman, to me known to be the person who executed the foregoing application as of the above named applicant and, being first duly sworn, stated upon oath that said application, and all exhibits submitted herewith, are true and correct.

Chen D Sotolongo

Notary Public



My Commission Expires 9/3/2010

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