

MAR 16 2009

FRANCHISE DISCLOSURE DOCUMENT  
[MASTER DEVELOPER FRANCHISES]  
[CALIFORNIA]

MARKED TO SHOW CHANGES



RED BRICK PIZZA WORLDWIDE, INC.

A California Corporation  
40320 Nido Court, Suite 2-B  
Palmdale, California 93551  
(661) 722-5895  
general@redbrickpizza.com  
www.redbrickpizza.com

As a Red Brick Pizza master developer you will offer retail restaurants in a defined territory featuring the on and off premise sale of a variety of different, high quality, Fire-Roasted Gourmet pizzas, other foods and beverages, and related products. The total investments necessary for you to begin operating of a Red Brick Pizza master developer franchisee ranges from \$123,500 to \$1,741,000, and for each unit franchise or subfranchise ranges from \$175,000 to \$499,000. This includes from \$115,000 to \$1,415,000 that must be paid to RBPW and its affiliates for a master developer franchise, and from \$17,500 to \$25,000 that must be paid to RBPW and its affiliates for a unit subfranchise.

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 business days before you sign a binding agreement with, or make any payment to, RBPW the franchisor or an affiliate in connection with the proposed franchise sale or grant. **Note, however, that no government 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 James Minidis our Franchise Administration Department at 40320 Nido Court, Suite 2-B, Palmdale, CA 93551, (661) 722-5895.

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 entire 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, DC 20580. You can also visit the FTC's homepage 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.

The issuance date is: **March** , **2009**.

## STATE COVER PAGE

Your state may have a franchise law that requires a franchisor to register or file with the 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 G 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:

BEFORE EITHER YOU OR WE CAN BEGIN ARBITRATION PROCEEDINGS TO RESOLVE DISPUTES BETWEEN US ABOUT THE FRANCHISE AGREEMENT OR THE FRANCHISE, YOU MUST PROVIDE US WITH YOUR WRITTEN SUMMARY OF THE DISPUTE AND YOUR PROPOSED RESOLUTION, AND WE MUST THEN MEET AT LEAST 4 TIMES WITHOUT LAWYERS IN A GOOD FAITH EFFORT TO TRY TO RESOLVE OUR DISPUTES.

OUR WEBSITE HAS NOT BEEN REVIEWED OR APPROVED BY THE CALIFORNIA DEPARTMENT OF CORPORATIONS; ANY COMPLAINTS CONCERNING THE CONTENT OF THIS WEBSITE MAY BE DIRECTED TO THE CALIFORNIA DEPARTMENT OF CORPORATIONS at [www.corp.ca.gov](http://www.corp.ca.gov).

THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE.

Effective Date: March , 2009.

(See the next page for state effective dates in all states requiring franchise registration).

### STATE EFFECTIVE DATES

The following states require that the Franchise Disclosure Document be registered or filed with the state, or be exempt from registration: California, Hawaii, Illinois, Indiana, Maryland, Michigan, Minnesota, New York, North Dakota, Rhode Island, South Dakota, Virginia, Washington and Wisconsin.

This franchise is registered, on file or exempt from registration in the following states having franchise registration and disclosure laws, with the following effective dates:

<u>California</u>	<u>November 3, 2008</u>
<u>Illinois</u>	<u>Pending (filed March 13, 2009)</u>
<u>Indiana</u>	<u>November 5, 2008</u>
<u>Virginia</u>	<u>November 21, 2008</u>

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