

## FRANCHISE DISCLOSURE DOCUMENT

**RICE KING II, INC.**  
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RICE KING II, INC. (the "Company") offers franchises for the operation of a business which offers quality Japanese and Chinese fast food and related items under the Rice King trademark. The Company also offers R.K. Cafe franchises featuring American cafeteria-style foods exclusively on United States armed forces bases under the R.K. Cafe trademark. A Rice King franchisee and an R.K. Cafe franchisee each sign separate Franchise Agreements. The R.K. Cafe franchisee must operate the R.K. Cafe store contiguous to the Rice King outlet. The following is a sample of the primary business trademark that the franchisee will use in its business:



The total investment necessary to begin operation of Rice King and/or R.K. Cafe ("Outlet") franchise is between \$174,000 and \$382,000. This includes the initial single location franchise fee of \$13,000 for a single location of either Rice King and/or R.K. Cafe ("Outlet"), with certain exceptions for Rice King and R.K. Cafe Outlets on United States armed forces bases.

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-days before you sign a binding agreement with, or make any payment to, the franchisor or an affiliate in connection with the proposed franchise sale. **Note, however, that no governmental agency has verified the information contained in this document.**

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 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 about 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, D.C. 20580. You can also visit the FTC's home page at [www.ftc.gov](http://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.

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**Exhibits:**

Exhibit A	-	Financial Statements for 2009, 2008 and 2007
Exhibit B	-	Franchise Agreement
Exhibit C	-	Confidentiality and Nondisclosure Agreement
Exhibit D	-	Personal Guaranty
Exhibit E	-	Form of Security Agreement
Exhibit F	-	Form of Assignment and Assumption Agreement
Exhibit G	-	State Administrators
Exhibit H	-	Operations Manual Table of Contents
Exhibit I	-	California Appendix
Exhibit J	-	List of Franchisees
Exhibit K	-	Sub-License Agreement
Exhibit L	-	Request for Proposal

## STATE COVER PAGE

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 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:

1. THE FRANCHISE AGREEMENT REQUIRES YOU TO RESOLVE DISPUTES WITH US BY ARBITRATION ONLY 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 OWN STATE.
2. THE FRANCHISE AGREEMENT STATES THAT CALIFORNIA 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.
3. THE FRANCHISE AGREEMENT CONTAINS A COVENANT NOT TO COMPETE WHICH EXTENDS BEYOND THE TERM OF THE FRANCHISE AGREEMENT.
4. THE FRANCHISE AGREEMENT CONTAINS A LIQUIDATED DAMAGES CLAUSE.
5. THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE.

Effective Date: \_\_\_\_\_

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