

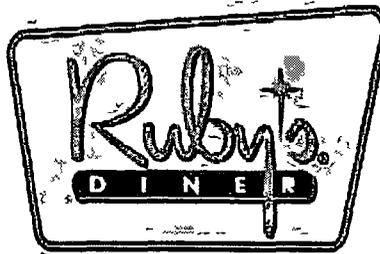
FRANCHISE DISCLOSURE DOCUMENT

Ruby's Franchise Systems, Inc
 a California Corporation
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Received
 LA Mailroom

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Department of
 Business Oversight



This franchise is for the development and operation of “Ruby’s® Diner” Full Service and Fast Casual restaurants (“Restaurant”) and food trucks Ruby’s® Diner Restaurants have a retro-modern decor in one of three basic styles (1) our classic 1940’s/1950’s malt shop/diner design with red and white color scheme, and serving breakfast, lunch and dinner with a full menu of primarily breakfast items, appetizers, hamburgers, salads, sandwiches, soups, chili, fries, shakes, malts and desserts (our “Classic Design”), (2) our Classic Design with additional wood tones and trim (our “Deluxe Design”) or (3) a Mid-Century Modern and Southern California “Googie” inspired design and architecture providing a modern twist on the diners, malt shops, and grills of the 1960’s (our “Googie Design”) Our Ruby’s® Diner Food Trucks are painted, decaled and designed with our Classic red and white color schemes and feature a more limited menu primarily consisting of hamburgers, fries and shakes

We offer three franchise programs

(1) A single Restaurant You must pay an initial fee of \$45,000 for a single Full Service Ruby’s® Diner or \$40,000 for a single Fast Casual Ruby’s® Diner Restaurant (or \$36,000 for a Fast Casual Ruby’s® Diner Restaurant located in a food court) The estimated initial cost to you of establishing and beginning operation of a single Full Service Ruby’s® Diner Restaurant, including pre-opening expenses and the initial franchise fee, is between approximately \$722,500 and \$2,646,000 This includes \$51,500 to \$170,000 which must be paid to the franchisor or its affiliates The estimated initial cost to you of establishing and beginning operation of a single Fast Casual Ruby’s® Diner Restaurant, including pre-opening expenses and the initial franchise fee, is between approximately \$458,500 and \$1,136,000 This includes \$46,500 to \$145,000 which must be paid to the franchisor or its affiliates These sums do not represent your total investment in the franchise You should refer to Items 5 through 7 of this franchise disclosure document for further information regarding your investment

(2) Multiple Restaurants within a defined area pursuant to a Multi-Unit Development Agreement When you sign your Multi-Unit Development Agreement, you must pay a development fee equal to one-half of the total initial fees which you must pay for the total number of Full Service Ruby’s® Diner or Fast Casual Ruby’s® Diner Restaurants you agree to open When you sign each Franchise

Agreement pursuant to your Multi-Unit Development Agreement, you must pay an initial fee of (i) \$45,000 if your first Restaurant is a Full Service Ruby's® Diner Restaurant, \$40,000 if your first Restaurant is a Fast Casual Ruby's® Diner Restaurant, or \$36,000 if your first Fast Casual Ruby's® Diner Restaurant is located in a food court, (ii) \$40,000 for your second Restaurant if it is a Full Service Ruby's® Diner Restaurant, \$37,000 if your second Restaurant is a Fast Casual Ruby's® Diner Restaurant, or \$32,000 if your second Restaurant is a Fast Casual Ruby's® Diner located in a food court, (iii) \$35,000 for your third and each subsequent Restaurant that is a Full Service Ruby's® Diner, \$32,000 for your third and each subsequent Restaurant that is a Fast Casual Ruby's® Diner Restaurant, or \$28,000 for your third and each subsequent Restaurant that is a Fast Casual Ruby's® Diner located in a food court, provided that we will credit the development fee against the applicable initial fees at a rate of one-half of the initial fee payable under each Franchise Agreement until the entire development fee has been credited

(3) **A Food Truck** You must pay an initial fee of \$30,000 for a single Ruby's® Diner Food Truck The estimated initial cost to you of painting, decaling and equipping and beginning operation of a single Ruby's® Diner Food Truck, including pre-opening expenses and the initial franchise fee, is between approximately \$92,000 and \$510,000 This includes \$22,000 to \$49,000 which must be paid to the franchisor or its affiliates These sums do not represent your total investment in the franchise You should refer to Items 5 through 7 of this franchise disclosure document for further information regarding your investment

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**

You may wish to receive your disclosure document in another format that is more convenient for you To discuss the availability of disclosure in different formats, contact Vicki Reiber at 557 Wald, Irvine, California 92618 or (949) 644-7829

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 an attorney 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, D C 20580 You can also visit the FTC's home page 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

Issuance Date December 15, 2015

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 administrators listed in Exhibit "J" for information about the franchisor, about other franchisors, 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 HOME 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 LAWS
- 3 THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE

We may use the services of one or more FRANCHISE BROKERS or referral sources to assist us in selling our franchise. A franchise broker or referral source is our agent and represents us, not you. We pay this person a fee for selling our franchise or referring you to us. You should be sure to do your own investigation of the franchise

Effective Date _____, 2015

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