

## FRANCHISE DISCLOSURE DOCUMENT



**Rightway Brands, Inc.**  
a Florida corporation  
1517 Wynkoop Street  
Denver, Colorado 80202  
Telephone: (303) 530-2700  
E-mail: [franchise@smilingmoose.com](mailto:franchise@smilingmoose.com)  
Website: [www.smilingmoose.com](http://www.smilingmoose.com)

The franchisee will operate a "Smiling Moose Rocky Mountain Deli" restaurant (a "**Restaurant**") featuring hot sandwiches, deli-style food and other related products.

The total initial investment necessary to begin operation of a Restaurant ranges from \$315,300 to \$685,000. This includes \$35,000 that must be paid to the franchisor or affiliate(s).

If you enter into a development agreement, the development fee will be \$35,000 for the first Restaurant, \$30,000 for the second Restaurant, and \$25,000 for each additional Restaurant to be opened under that agreement.

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 disclosures in different formats, contact John Brown at 1517 Wynkoop Street, Denver, Colorado 80202, telephone (303) 530-2700.

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 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](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.

The issuance date of this Franchise Disclosure Document is May 8, 2017.

## 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 C 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.

Risk factors:

- \*1. THE FRANCHISE AGREEMENT PERMITS THE FRANCHISEE TO LITIGATE AND MEDIATE ONLY IN COLORADO. OUT OF STATE LITIGATION OR MEDIATION MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT FOR DISPUTES. IT MAY ALSO COST MORE TO LITIGATE OR MEDIATE WITH THE FRANCHISOR IN COLORADO THAN IN YOUR HOME STATE.
- \*2. THE FRANCHISE AGREEMENT STATES THAT THE LAW OF COLORADO 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. THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE.

\* Local law may supersede these agreement provisions. Certain states require the superseding provisions to appear in an addendum to this disclosure document (see Exhibits I and J of this disclosure document).

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 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: See the next page for state effective dates.

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

STATE	EFFECTIVE DATE
Florida	May __, 2017
Illinois	May __, 2017
Indiana	May __, 2017
Kentucky	May __, 2017
Michigan	May __, 2017
Minnesota	May __, 2017
Nebraska	May __, 2017
North Dakota	May __, 2017
South Dakota	May __, 2017
Texas	May __, 2017
Utah	May __, 2017
Wisconsin	May __, 2017

Issuance Date in the States Listed Below:  
May 8, 2017

Alabama	Idaho	Montana	Oregon
Alaska	Iowa	Nevada	Pennsylvania
Arizona	Kansas	New Hampshire	South Carolina
Arkansas	Louisiana	New Jersey	Tennessee
Colorado	Maine	New Mexico	Vermont
Delaware	Massachusetts	North Carolina	West Virginia
District of Columbia	Mississippi	Ohio	Wyoming
Georgia	Missouri	Oklahoma	

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