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November 1, 2018

Flora Angui
Commerce Analyst 2
Minnesota Department of Commerce
Securities Registration & Enforcement Section
85 - 7th Place East, Suite 280
St. Paul, MN 55101

VIA ONLINE FILING

Re: Franchise Registration Renewal Application for:
Rightway Brands, Inc.
File No. F-8595

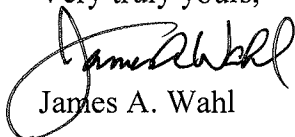
Dear Ms. Vose:

This letter responds to your deficiency notice July 27, 2018 regarding the application for franchise registration we filed on behalf of Rightway Brands, Inc.

1. The Application cover page has been revised.
2. Item 13: The requested disclosure has been added.
3. Item 19: Given the limited number of total outlets in the franchisor's system, we request, pursuant to Item 19.11 of the NASAA FPR Commentary, to be allowed to continue with presentation of merged company-owned and franchised outlet data. Item 19.11 provides that "a franchisor with 10 or more franchisee ... will be presumed to have a sufficient number of franchisees to require data from franchise outlets and company-owned outlets to be disclosed separately." In this case, as stated in FDD Item 19, the franchisor has 9 franchised outlets so this presumption does not arise. Accordingly we request withdrawal of this comment.
4. The Minnesota Amendment to the Franchise Agreement has been revised in response to your comments regarding the Limitations of Claims section.
5. Franchisor has elected to defer the payment of initial franchise fees until the business opens and the addenda to Item 5 of the Disclosure Document, Franchise Agreement, and Development have been revised accordingly.
6. A copy of the marked pages showing changes is attached. Some of the changes were requested by other state agencies.

If you have any questions or comments regarding this application, please feel free to contact me.

Very truly yours,



James A. Wahl

Enclosures

GP:4838-3650-1616 v1

UNIFORM FRANCHISE REGISTRATION APPLICATIONFile No. 8243State: MinnesotaFee: \$400**APPLICATION FOR (Check only one):**

- INITIAL REGISTRATION OF AN OFFER AND SALE OF FRANCHISES**
 RENEWAL APPLICATION OR ANNUAL REPORT
 PRE-EFFECTIVE AMENDMENT
 POST-EFFECTIVE MATERIAL AMENDMENT

1. Full legal name of Franchisor:

Rightway Brands, Inc.



2. Name of the franchise offering:

Smiling Moose Rocky Mountain Deli

3. Franchisor's principal business address:1800 Glenarm Place, Suite 101
Denver, CO 80202**4. Name and address of Franchisor's agent in this State authorized to receive service of process:**Commissioner of Commerce
Minnesota Department of Commerce
85 – 7th Place East, Suite 280
St. Paul, MN 55101**5. The states in which this application is or will be shortly on file:**

Illinois, Minnesota, North Dakota, South Dakota, and Wisconsin

6. Name, address, telephone and facsimile numbers, and email address of person to whom communications regarding this application should be directed:James A. Wahl, Gray, Plant, Mooty, Mooty & Bennett, P.A., 500 IDS Center, 80 South
Eighth Street, Minneapolis, Minnesota 55402, Telephone: (612) 632-3425, Fax:
(612) 632-4425, james.wahl@gpmlaw.com

Mark	Registration Date	Registration Number
	September 1, 2015	4805167
SATISFY YOUR ADVENTURE FOR TASTE	September 1, 2015	4805168
SMILING MOOSE ROCKY MOUNTAIN DELI	January 12, 2016	4885923
	September 26, 2017	5296699
MOOSE ON THE LOOSE	November 30, 2016	87251671
SMILING MOOSE ROCKY MOUNTAIN EATERY	February 24, 2017 <u>May 15, 2018</u>	87349463 <u>5470781</u>
SMILING MOOSE ROCKY MOUNTAIN EATS	February 24, 2017 <u>May 15, 2018</u>	87349464 <u>5470782</u>

Pending Applications

Mark	Application Date	Serial Number
MOOSE ON THE LOOSE	November 30, 2016	87251671
SMILING MOOSE ROCKY MOUNTAIN EATERY	February 24, 2017	87349463
SMILING MOOSE ROCKY MOUNTAIN EATS	February 24, 2017	87349464

We intend to file affidavits and make renewal filings when they come due for these registrations. We do not yet have a federal registration for some of the principal trademarks listed above. Therefore, these trademarks do not have many legal benefits and rights as a federally registered trademark. If our right to use a trademark is challenged, you may have to change to an alternative trademark, which may increase your expenses.

There are no currently effective determinations of the U.S. Patent and Trademark Office, the trademark administrator of this state, or of any court, nor any pending interference, opposition, or cancellation proceedings, nor any pending material litigation involving the trademarks, service marks, trade names, logotypes, or other commercial symbols which is relevant to their use in this state or any other state in which the Restaurant is to be located. There are no agreements currently in effect which significantly limit our rights to use or license the use of the Proprietary Marks (including trademarks, service marks, trade names, logotypes, or other commercial symbols) that are in any manner material to the franchise. There are no infringing uses actually

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