

FRANCHISE DISCLOSURE DOCUMENT

SPINFIRE, LLC

a Virginia limited liability company

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DEPARTMENT OF
BUSINESS OVERSIGHT
SAN FRANCISCO

As a SpinFire Area Representative, you will solicit potential purchasers for our SpinFire restaurant franchises and provide development and ongoing franchise support services to single unit and multi-unit franchises in your defined territory. Each franchisee of a SpinFire restaurant franchise will license directly from us the right to operate a fast casual restaurant offering custom pizza and salads under the name "SpinFire"

The estimated total initial investment for your area representative franchise will range from \$67,450 to \$195,500. This includes the initial area representative rights fee for your territory which ranges from \$50,000 to \$150,000, based on the size of your territory. As an area representative, you must also own and operate one SpinFire restaurant. For more information about the initial investment required to open a single unit restaurant, see our separate Franchise Disclosure Document for SpinFire single unit and multi-unit franchises.

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 the 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 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 Fouad Qreitem or Gary Wise at 5900 Fort Drive, Suite 302, Centreville, Virginia 20121 and (703) 378-1500.

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, DC 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.

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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 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 TO RENEW.

Please consider the following **RISK FACTORS** before you buy this franchise.

1. **AREA REPRESENTATIVE AGREEMENT REQUIRES YOU TO RESOLVE DISPUTES WITH US BY MEDIATION AND ARBITRATION OR LITIGATION ONLY IN VIRGINIA. OUT-OF-STATE MEDIATION AND ARBITRATION OR LITIGATION MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT FOR DISPUTES. IT MAY ALSO COST YOU MORE TO MEDIATE AND ARBITRATE OR LITIGATE WITH US IN VIRGINIA THAN IN YOUR OWN STATE.**
2. **THE AREA REPRESENTATIVE AGREEMENT STATES THAT VIRGINIA 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. **YOUR SPOUSE MUST SIGN A GUARANTY MAKING YOUR SPOUSE INDIVIDUALLY LIABLE FOR THE FINANCIAL OBLIGATIONS UNDER THE AGREEMENT. THE GUARANTEE WILL PLACE YOUR SPOUSE'S MARITAL AND PERSONAL ASSETS AT RISK IF YOUR FRANCHISE FAILS.**
4. **THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE.**

We 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.

STATE EFFECTIVE DATES

The following states require that this 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 Disclosure Document is either registered, on file or exempt from registration in the following states having franchise registration and disclosure laws, with the following effective dates

California	N/A
Connecticut	N/A
Florida	
Hawaii	N/A
Illinois	N/A
Indiana	November 7, 2014
Kentucky	November 10, 2014
Maine	N/A
Maryland	
Michigan	N/A
Minnesota	N/A
Nebraska	November 7, 2014
New York	
North Carolina	N/A
North Dakota	N/A
Rhode Island	N/A
South Carolina	N/A
South Dakota	November 7, 2014
Texas	November 6, 2014
Utah	November 7, 2014
Virginia	October 29, 2014
Washington	N/A
Wisconsin	November 7, 2014

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