

FRANCHISE DISCLOSURE DOCUMENT

SPOON ME FRANCHISING LLC
a Utah limited liability company
730 S. Sleepy Ridge Dr., #220
Orem, UT 84058

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DEPARTMENT OF CORPORATIONS
RECEIVED LOS ANGELES OFFICE

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We offer franchises to qualified individuals and entities to operate Spoon Me franchises under the "Spoon Me" service marks, trade names, programs, and systems. Our franchises specialize in the preparation and sale of food and beverage items, currently including frozen yogurt, smoothies, and related products and services using our distinctive business formats, systems, methods, procedures, designs, layouts, standards and specifications, and proprietary recipes (the "Method of Operation").

The total investment necessary to begin operation of a standard Spoon Me franchise ranges from \$245,000 to \$538,000 (See Item 7). This includes the \$85,000 to \$170,000 that must be paid to us or our affiliate. (See Item 5). The total investment necessary to begin operation of a Spoon Me area development franchise ranges from \$484,000 to \$1,588,000 (See Item 7). This includes the \$155,000 to \$485,000 that must be paid to us or our affiliate (See Item 5).

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 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 our Chief Executive Officer at 730 S. Sleepy Ridge Dr., #220, Orem, UT 84058 and (801) 704-6500.

The terms of your contract will govern your franchise relationship. Do not 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 (FTC). 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 on franchising.

There may also be laws on franchising in your state. Ask your state agencies about them.

ISSUANCE DATE: January 10, 2012

President, Roger Lewis

Mr. Lewis has served as our President since January 2012 and has assist us in our training programs since July 2011. He is currently President of East Coast Specialty Services, a company that owns and operates a Spoon Me® franchise in Voorhees, New Jersey since June 2010. From May 2009 to the present, Mr. Lewis has owned and operated Funflicks Outdoor Movies of New Jersey in Voorhees, New Jersey. From November 1995 to 2009, Mr. Lewis was an Airline and Management Pilot for DHL Worldwide Express in Cincinnati. From September 2003 to August 2007, Mr. Lewis served as Vice-President for Generations Plus, a medical adult daycare in Tennsauken, New Jersey.

Manager, K. Todd Hicks

Mr. Hicks has served as a member of our Board of Managers since December 2010. He currently serves as President of Franchise Foundry Holdings ULC in Calgary, Alberta, Canada since September 2008. He has also served as Managing-Director of Falcon Equity Partners in Calgary, Alberta, Canada since September 2008 and as Managing Partner of Falcon Creek Consulting Ltd. in Calgary, Alberta, Canada since 2004.

Manager, Don Hansen

Mr. Hansen has served as a member of our Board of Managers since December 2010. He is currently President of SW Capital Partners, an energy-focused private equity fund in Calgary, Alberta, Canada, since March 2007. He is also currently director and founder of Red Deer River Energy Corp, a family-owned private investment company, since June 2006. From July 2004 to October 2005, he served as Vice President Energy Operations for Unocal in Houston, Texas.

ITEM 3 LITIGATION

Brian Walden and Beverly Walden v. 887985 Alberta Ltd o/a AG Connexions, K. Todd Hicks, and John DeWitt, Action No. 33282, *Ontario Superior Court of Justice, London, Ontario, filed February 2004*. K. Todd Hicks was a director of 887985 Alberta Ltd., an Alberta company that was the franchisor of the AG Connexions franchise system. In July 2001, the franchisor sold a franchise to Brian Walden in Ontario, Canada. In November 2001, the franchisee requested that the franchise territory be relocated and reduced in exchange for franchisee's release from a promissory note. As part of the territory relocation and release accommodation, franchisee requested to add his wife, Beverly Walden, to the franchise agreement. The franchisor failed to provide a disclosure document to Beverly Walden before she signed the amended franchise agreement. The franchisees operated the franchise through October 2002. In September 2003, the franchisees delivered a notice of rescission to the franchisor and to Mr. Hicks, based on alleged disclosure violations of Ontario's franchise disclosure law (the Arthur Wishart Act). In February 2004 the franchisees filed suit in Ontario Superior Court of Justice in London, Ontario, Canada against the franchisor, Mr. Hicks, and John DeWitt (the other director), claiming violation of the Arthur Wishart Act for not providing the franchisees with a disclosure document. On July 28, 2004, the franchisees obtained a judgment against the franchisor, Mr. Hicks, and Mr. DeWitt, for failing to provide the required disclosure document, in violation of the Arthur Wishart Act. The judgment and order called

for rescission of the November 2001 franchise agreement and awarded the plaintiffs \$62,007 in damages (including \$4,305 pre-judgment interest and \$12,702 in attorneys fees and costs) against the franchisor and Mr. Hicks, as a director of franchisor. The judgment and order were filed in Calgary, Alberta, Canada on May 6, 2005; *Action No. 0501 06895, Queen's Bench of Alberta, Judicial District of Calgary.*

Other than this one item, no litigation is required to be disclosed in this Item.

ITEM 4 BANKRUPTCY

No bankruptcy information is required to be disclosed in this Item.

ITEM 5 INITIAL FEES

A. SINGLE FRANCHISED STORE.

Initial Fees.

TYPE OF FEE ¹	AMOUNT OR HIGH- LOW RANGE	WHEN DUE
Initial Franchise Fee	\$25,000	A non-refundable \$5,000 before you attend a discovery day with us. The remaining balance upon signing the Franchise Agreement
Extension Fee	\$0 to \$5,000	No later than 6 months after you sign the Franchise Agreement.
Initial Equipment Package	\$60,000 to \$140,000	Upon delivery of equipment package, before opening your Franchised Store
Total Initial Fees:	\$85,000 to \$170,000	

¹ These fees are not refundable.

The total initial fees to open your Franchised Store are outlined in the table above. These consist of the initial franchise fee (including the deposit) and the initial equipment package which are discussed below.

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