

FRANCHISE DISCLOSURE DOCUMENT



THE COFFEE BEANERY LTD.

a Michigan corporation
World Headquarters
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The franchisee will offer for retail sale various types of coffee, including espresso based beverages, and other beverages, coffee beans, tea, spices, related products and food items such as salads, sandwiches, baked goods as well as merchandise and coffee accessories, for on or off-site consumption using the Coffee Beanery name and trademarks (each, a "Store"). The different Store models (each, a "Store Model") are disclosed in the Chart below:

Store Model	Store Description	Total Investment and Amounts Paid to Franchisor or its Affiliates
Traditional Store	A traditional Store that offers espresso based beverages, and other beverages, coffee beans, tea, spices, related products and a more expansive food menu ("Traditional Store Model").	The total investment necessary to begin operation of a Traditional Store Model ranges from \$226,500 to \$434,600, which includes \$23,500 to \$30,000 that must be paid to the franchisor or its affiliates.
Co-Branded Store Model	A traditional Store that is operated under the Coffee Beanery marks from the same space or premises as another concept that we approve and authorize ("Co-Branded Store Model").	The total investment necessary to begin operation of a Co-Branded Store Model ranges from \$138,500 to \$337,600, which includes \$23,500 to \$30,000 that must be paid to the franchisor or its affiliates.

This disclosure document summarizes certain portions 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 us at the address above.

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 accountant.

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Buying a franchise is a complex investment. The information contained 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.

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How to Use This Franchise Disclosure Document

Here are some questions you may be asking about buying a franchise and tips on how to find more information:

QUESTION	WHERE TO FIND INFORMATION
How much can I earn?	Item 19 may give you information about
	outlet sales, costs, profits or losses. You
	should also try to obtain this information
	from others, like current and former
	franchisees. You can find their names and
	contact information in Item 20 or Exhibit
	B.
How much will I need to invest?	Items 5 and 6 list fees you will be paying to
	the franchisor or at the franchisor's
	direction. Item 7 lists the initial investment
	to open. Item 8 describes the suppliers you
	must use.
Does the franchisor have the financial	Item 21 or Exhibit C includes financial
ability to provide support to my	statements. Review these statements
business?	carefully.
Is the franchise system stable, growing,	Item 20 summarizes the recent history of
or shrinking?	the number of company-owned and
	franchised outlets.
Will my business be the only Coffee	Item 12 and the "territory" provisions in the
Beanery business in my area?	franchise agreement describe whether the
	franchisor and other franchisees can
	compete with you.
Does the franchise have a troubled legal	Items 3 and 4 tell you whether the
history?	franchisor or its management have been
	involved in material litigation or
	bankruptcy proceedings.
What's it like to be a Coffee Beanery	Item 20 or Exhibit B lists current and
franchisee?	former franchisees. You can contact them
XX/L.A.d., L. LITI 0	to ask about their experiences.
What else should I know?	These questions are only a few things you
	should look for. Review all 23 Items and all
	Exhibits in this disclosure document to
	better understand this franchise
	opportunity. See the table of contents.

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