



85 7th Place East, Suite 500
St. Paul, Minnesota 55101-3165
www.commerce.state.mn.us
651.296.4026 FAX 651.297.1959
An equal opportunity employer

November 8, 2010

HAROLD KESTENBAUM
RUSKIN MOSCOU FALTISCHEK PC
1425 REXCORP PLAZA EAST TOWER 14TH FLOOR
UNIONDALE, NY 11556-1425

Re: F-6295
BROOKLYN WATER BAGEL FRANCHISE CO INC
ORIGINAL BROOKLYN WATER BAGEL CO (THE) F/A

Dear Mr. Kestenbaum:

The Annual Report has been reviewed and is in compliance with Minnesota Statute Chapter 50C and Minnesota Rules Chapter 2860.

This means that there continues to be an effective registration statement on file and that the franchisor may offer and sell the above-referenced franchise in Minnesota.

As a condition of continued registration, the franchisor is required to defer receipt of the initial franchise fee(s).

As a reminder, the next annual report is due within 120 days after the franchisor's fiscal year end, which is December 31, 2010.

Sincerely,

GLENN WILSON
Commissioner

By:

Daniel Sexton
Commerce Analyst Supervisor
Registration Division
(651) 296-4520

GW:DES:dlw

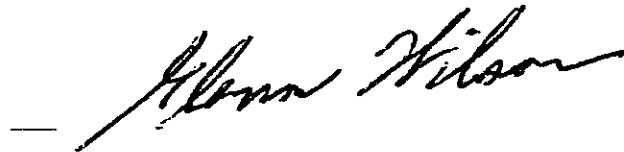
STATE OF MINNESOTA
DEPARTMENT OF COMMERCE
REGISTRATION DIVISION
(651) 296-2211

IN THE MATTER OF THE REGISTRATION OF:
ORIGINAL BROOKLYN WATER BAGEL CO (THE) F/A
By BROOKLYN WATER BAGEL FRANCHISE CO INC

ORDER AMENDING
REGISTRATION

WHEREAS, an application to amend the registration and
amendment fee have been filed,

IT IS HEREBY ORDERED that the registration dated
November 4, 2009, is amended as of the date set forth below.



GLENN WILSON
Commissioner
Department of Commerce
85 7th Place East, Suite 500
St Paul, MN 55101

Date: November 8, 2010

Form A – Uniform Franchise Registration Application

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UNIFORM FRANCHISE REGISTRATION APPLICATIONState of Minnesota
Dept. of CommerceFile No. F-6295
(Insert file number of immediately preceding filing of Applicant)

APR 29 2010

Rec'd BWState: MinnesotaFee: \$300**APPLICATION FOR (Check only one):** **INITIAL REGISTRATION OF AN OFFER AND SALE OF FRANCHISES** **REGISTRATION RENEWAL STATEMENT OR ANNUAL REPORT** **PRE-EFFECTIVE AMENDMENT** **POST-EFFECTIVE MATERIAL AMENDMENT****1. Full legal name of Franchisor:**

Brooklyn Water Bagel Franchise Co., Inc.

2. Name of the franchise offering:

The Original Brooklyn Water Bagel Co.

**3. Franchisor's principal business address:**

14451 South Military Trail, Delray Beach, FL 33484

4. Name and address of Franchisor's agent in this State authorized to receive service of process:Minnesota Commissioner of Commerce
85 7th Place East, Suite 500
St. Paul, MN 55101**5. The states in which this application is or will be shortly on file:**

CA, CT, FL, HI, IL, IN, KY, MD, MI, MN, NE, NY, NC, ND, RI, SC, SD, TX, UT, VA, WA, WI

6. Name, address, telephone and facsimile numbers, and e-mail address of person to whom communications regarding this application should be directed:Harold L. Kestenbaum, Esq., 1425 RXR Plaza, East Tower-14th Fl., Uniondale, NY 11556
Telephone: (516) 745-0099, Facsimile: (516) 745-0293, E-mail: hkestenbaum@rmfpc.com11-8-10
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