

Form B – Supplemental information

SUPPLEMENTAL INFORMATION

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APR 29 2013

Department of Corporations
Los Angeles

1 Disclose

- A The states in which this proposed registration application is effective.

None.

- B The states in which this proposed registration application is or will be shortly on file

**California, Illinois, Indiana, Maryland, Michigan, Minnesota, New York,
Rhode Island, Virginia, Washington & Wisconsin**

- C The states that have refused to register this franchise offering

None

- D The states that have revoked or suspended the right to offer franchises

None

- E The states in which this proposed registration of these franchises have been withdrawn within the last five years, and the reasons for revocation or suspension

None

2 Source of Funds for Establishing New Franchises

Disclose franchisor's total costs for performing its pre-opening obligations to provide goods or services in connection with establishing each franchise, including real estate, improvements, equipment, inventory, training and other items stated in the offering. State separately the sources of all required funds

Total Woman estimates that the cost of performing all its pre-opening obligations for each franchisee is \$15,000, which is estimated to include \$6,000 for real estate and design review and \$9,000 for training, travel, and all other materials and items described in the offering. Total Woman currently has sufficient funds to meet these obligations for the coming year. The source of funds the Franchisor intends to use to fulfill its obligations to franchisees is current Franchisor funds, initial franchise fees, and cash flow from affiliate operations.

FRANCHISE DISCLOSURE DOCUMENT

Total Woman Franchising, Inc.
a Delaware corporation

4530 E Thousand Oaks Boulevard, Suite 200
Westlake Village, CA 91362
Telephone: 805-449-1005
Email gene@totalwomanspa.com
www.totalwomanspa.com

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TOTAL WOMAN Gym+Spa™

Total Woman Franchising, Inc. (“Total Woman Gym+Spa”) franchisees will operate a system, full-service, combined gym and spa under the name “Total Woman Gym+Spa.”

We offer one franchise program: The franchise is to develop and operate a membership-based, upscale, full-service, combined gym and spa primarily for women focusing on health, fitness and wellness services with accommodations for children. Members pay you a monthly membership fee to receive access to and the use of a wide variety of exercise, cardio and strength training equipment, as well as access to a wide variety of instructor-led, group classes and individual training in pilates, fitness, toning and yoga. In addition, spa services are available to members as well as the public, and include therapeutic massage, facials, waxing, and other beauty treatments, all in attractive and comfortable facilities. Related products are also offered for sale, including skin care applications and devices, brow and eye kits, clothing, eyewear, purses, books, seasonal items, and waters and juices.

For an established Franchised Business, we anticipate you would operate with between 2000 and 3000 members, providing massage, facial and waxing services, pilates, yoga, and other instructor-led, fitness, cardio and strength training sessions, as well as exercise, toning, and conditioning equipment and facilities with a modern, professional and comfortable ambiance for women, including specially-designated areas, equipment and programs for children. Members pay monthly membership fees for access and use of the facilities and additional fees for the services they choose to use.

The total estimated investment necessary to begin operation of a TOTAL WOMAN Gym+Spa franchise ranges from \$1,201,650 to \$1,603,000. This includes \$30,000 as an initial franchise fee that must be paid to us upon signing your franchise agreement.

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 any payment to, the franchisor or an affiliate in connection with the proposed franchise sale **Note, however, that no governmental agency has verified 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 Ben Amante, at 4530 E Thousand Oaks Boulevard, Suite 200, Westlake Village, CA 91362, Telephone 805-449-1005, Email gene@totalwomanspa.com

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 contracts carefully. Show your contracts 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, 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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