

**FRANCHISE DISCLOSURE DOCUMENT**

**Healthy Acquisitions Corp.**  
a Delaware corporation  
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The franchise offered is to operate a retail outlet under the name “UFood Grill,” which offers food service featuring better-for-you food, with a wide variety of whole grain, organic, and grass fed quick service food options, and selected beverages and to develop and operate a specified number of “UFood Grill” outlets at approved locations within defined geographic areas according to a specified development schedule.

The total investment necessary to begin operation of a single “UFood Grill” outlet ranges from \$425,000 to \$645,500. This includes an initial payment of \$35,000 to \$52,500 to cover the franchise fee, project management services, and grand opening marketing, that must be paid to the franchisor or affiliate if you sign a single franchise agreement. The total investment necessary to begin operating under an Area Development Agreement for 3 to 10 “UFood Grill” outlets in a substantial geographical area ranges from \$76,000 to \$217,500. This includes \$35,000 for the first “UFood Grill” outlet you will develop under the Area Development Agreement, plus \$17,500 multiplied by the number of additional “UFood Grill” outlets that you will have the right to develop under that agreement that must be paid to the franchisor or affiliate. Area Development Agreements for multiple airports are issued without initial franchise fees paid until Area Developer is awarded space within a specific airport through the competitive bidding process.

This disclosure document summarizes certain provisions of your Franchise Agreement, Area Development 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.**

The terms of your contract will govern your franchise relationship. Don’t rely on the disclosure document alone to understand your contract. Read your entire 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, D.C. 20580. You can also visit the FTC’s home page at [www.ftc.gov](http://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.

Issuance date of this Franchise Disclosure Document: May 1, 2015

## 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 A 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 IN ORDER 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 IN ORDER TO RENEW.

Please consider the following RISK FACTORS before you buy this franchise:

1. THE FRANCHISE AGREEMENT, AIRPORT FRANCHISE AGREEMENT, AND AREA DEVELOPMENT AGREEMENT REQUIRE YOU TO RESOLVE DISPUTES WITH US BY ARBITRATION OR LITIGATION ONLY IN THE STATE OR FEDERAL COURTS CLOSEST TO OUR PRINCIPAL OFFICE (WHICH IS CURRENTLY IN BURLINGTON, MASSACHUSETTS). OUT OF STATE ARBITRATION OR LITIGATION MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT FOR DISPUTES. IT MAY ALSO COST MORE TO BRING A CLAIM AGAINST US OUTSIDE OF YOUR OWN STATE.
2. THE FRANCHISE AGREEMENT, AIRPORT FRANCHISE AGREEMENT, AND AREA DEVELOPMENT AGREEMENT REQUIRE THAT DELAWARE 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. 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.

Effective Date: See the next page for state effective or exemption dates.

## HEALTHY ACQUISITIONS CORP. STATE REGISTRATIONS

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

<b>State</b>	<b>Effective Date</b>
Illinois	
Minnesota	
New York	
Rhode Island	

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