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DEPARTMENT OF
BUSINESS OVERSIGHT
SAN FRANCISCO**FRANCHISE DISCLOSURE DOCUMENT**

Wine Country Ventures Inc , a California corporation doing
business as Vanguard Cleaning Systems of the North Bay

765 Baywood Drive, Suite 143

Petaluma, CA 95954

707-658-2391

newman@vanguardnb.com

www.vanguardcleaning.com

Our franchisees operate independent businesses (VCS Businesses) providing commercial janitorial services under the Vanguard Cleaning Systems® trade name

The total estimated investment necessary to begin operation of a VCS Business franchise is between \$5,500 to \$36,600 This includes between \$5,000 and \$32,900 (if a Business Plan is chosen) that must be paid to us

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 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 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 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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(29070 00001) #4833-5080-4830 4

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 administrators listed in Exhibit G 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 REQUIRES YOU TO RESOLVE DISPUTES WITH US BY ATTENDING A FACE-TO-FACE MEETING AND THEN IF UNRESOLVED, BY ARBITRATION HELD IN SONOMA COUNTY, CALIFORNIA. OUT-OF-STATE MEETINGS AND ARBITRATION MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT FOR DISPUTES. IT MAY ALSO COST YOU MORE TO ARBITRATE WITH US IN CALIFORNIA THAN IN YOUR OWN STATE
- 2 THE FRANCHISE AGREEMENT STATES THAT CALIFORNIA 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 THE CALIFORNIA FRANCHISE INVESTMENT LAW REQUIRES THAT A COPY OF ALL PROPOSED AGREEMENTS RELATING TO THE SALE OF THE FRANCHISE BE DELIVERED TOGETHER WITH THE DISCLOSURE DOCUMENT
- 4 WE HAVE NO OBLIGATION TO REPLACE OR REFUND A BUSINESS PLAN ACCOUNT IF THE ACCOUNT IS CANCELED OR LOST ANYTIME AFTER 12 MONTHS, FOR ANY REASON
- 5 IF AN ACCOUNT IS CANCELED, FOR ANY REASON, WITHIN 6-12 MONTHS OF ACCEPTING THE ACCOUNT, WE ARE ONLY OBLIGATED TO OFFER ACCOUNTS REPRESENTING 50% OF THE FULL REVENUE VALUE OF THE LOST ACCOUNT
- 6 THE FRANCHISE AGREEMENT COULD TERMINATE WITHOUT CAUSE IF THE MASTER FRANCHISE AGREEMENT TERMINATES OR ENDS
- 7 THE FRANCHISE AGREEMENT REQUIRES YOU TO FORM A CORPORATION OR A LIMITED LIABILITY COMPANY AND SUBMIT ITS ARTICLES OF INCORPORATION OR OPERATING AGREEMENT FOR THE FRANCHISOR TO REVIEW
- 8 WE MAY REQUIRE YOUR SPOUSE TO SIGN A PERSONAL GUARANTEE MAKING YOUR SPOUSE INDIVIDUALLY LIABLE FOR YOUR FINANCIAL OBLIGATIONS UNDER THE AGREEMENT. THE GUARANTEE WILL PLACE YOUR SPOUSE'S MARITAL AND PERSONAL ASSETS AT RISK IF YOUR FRANCHISE FAILS

- 9 POTENTIAL FRANCHISEES SHOULD REVIEW THE DEPARTMENT OF BUSINESS OVERSIGHT'S BROCHURE ENTITLED "BUYING A JANITORIAL SERVICES FRANCHISE AT [HTTP //WWW DBO CA GOV/LICENSEES/FRANCHISE_INVESTMENT_LAW/PDF/JANITORIAL PDF](http://www.dbo.ca.gov/licenses/franchise_investment_law/pdf/janitorial.pdf)
- 10 THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE

Please consider the following RISK FACTORS before you buy this franchise

THE FRANCHISE AGREEMENT REQUIRES YOU TO RESOLVE DISPUTES WITH US BY MEDIATION ONLY IN California OUT-OF-STATE MEDIATION MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT FOR DISPUTES IT MAY ALSO COST YOU MORE TO MEDIATE WITH US IN California THAN IN YOUR OWN STATE

THE FRANCHISE AGREEMENT STATES THAT California 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

THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE

Effective Date (Pending)

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