



MINNESOTA
DEPARTMENT OF
COMMERCE



85 7th Place East, Suite 600
St. Paul, Minnesota 55101-3165
651.296.4026 FAX 651.297.1959 TTY 651.297.3067

January 12, 2010

CHRISTOPHER J WALLACE
NIXON PEABODY LLP
401 9TH STREET NW SUITE 900
WASHINGTON, DC 20004

Re: F-5898
MATCAL INC
WINGS OVER F/A

Dear Mr. Wallace:

The Annual Report has been reviewed and is in compliance with Minnesota Statute Chapter 80C 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.

The franchisor is not required to escrow franchise fees, post a Franchise Surety Bond or defer receipt of franchise fees during this registration period.

As a reminder, the next annual report is due within 120 days after the franchisor's fiscal year end, which is September 30, 2010.

Sincerely,

GLENN WILSON
Commissioner

By:

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

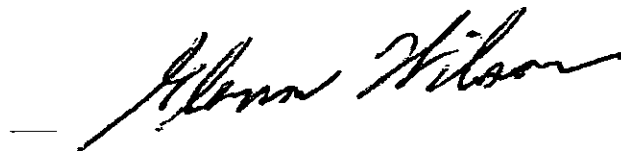
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F-5898

STATE OF MINNESOTA
DEPARTMENT OF COMMERCE
REGISTRATION DIVISION
(651) 296-6328IN THE MATTER OF THE REGISTRATION OF:
WINGS OVER F/A
By MATCAL INCORDER AMENDING
REGISTRATION

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

IT IS HEREBY ORDERED that the registration dated March 14, 2008, 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: January 12, 2010

UNIFORM FRANCHISE REGISTRATION APPLICATION

File No. F-5898
(Insert file number of immediately preceding filing of Applicant)

State: Minnesota

Fee: \$300.00

APPLICATION FOR (Check only one):

- INITIAL REGISTRATION OF AN OFFER AND SALE OF FRANCHISES
 RENEWAL APPLICATION OR ANNUAL REPORT
 PRE-EFFECTIVE AMENDMENT
 POST-EFFECTIVE MATERIAL AMENDMENT

1. Full legal name of Franchisor: **Matcal, Inc.**
2. Name of the Franchise offering: **"Wings Over"**
3. Franchisor's principal business address:
67 Hunt Street # 7, Agawam, Massachusetts 01001
4. Name and address of Franchisor's agent in this State authorized to receive service of process: **Minnesota Commissioner of Commerce, 133 East Seventh St., St. Paul, Minnesota 55101**
5. The states in which this application is or will be shortly on file: **California, Illinois, Indiana, Maryland, Michigan, Minnesota, New York, Rhode Island, and Virginia**
6. Name, address, telephone and facsimile numbers, and e-mail address of person to whom communications regarding this application should be directed:

Christopher J. Wallace
Nixon Peabody LLP
401 9th Street, NW, Suite 900
Washington, D.C. 20004
(202) 585-8166
(f) (866) 947-2602
cwallace@nixonpeabody.com

1-12-10

A/R Amos
9/30 3-14-08

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