

WORLDWIDE WIRELESS FRANCHISE SERVICES LLC

1000 Eagle Ridge Drive, Suite F
Schererville, Indiana 46375
(219) 864-9991
www.worldwidewirelessinc.com

INFORMATION FOR PROSPECTIVE FRANCHISEES REQUIRED BY THE FEDERAL TRADE COMMISSION

TO PROTECT YOU, WE'VE REQUIRED YOUR FRANCHISOR TO GIVE YOU THIS INFORMATION. WE HAVEN'T CHECKED IT, AND DON'T KNOW IF IT'S CORRECT. IT SHOULD HELP YOU MAKE UP YOUR MIND. STUDY IT CAREFULLY. WHILE IT INCLUDES SOME INFORMATION ABOUT YOUR CONTRACT, DON'T RELY ON IT ALONE TO UNDERSTAND YOUR CONTRACT. READ ALL OF YOUR CONTRACT CAREFULLY. BUYING A FRANCHISE IS A COMPLICATED INVESTMENT. TAKE YOUR TIME TO DECIDE. IF POSSIBLE, SHOW YOUR CONTRACT AND THIS INFORMATION TO AN ADVISOR, LIKE A LAWYER OR AN ACCOUNTANT.

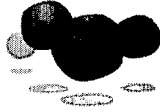
IF YOU FIND ANYTHING YOU THINK MAY BE WRONG OR ANYTHING IMPORTANT THAT'S BEEN LEFT OUT, YOU SHOULD LET US KNOW ABOUT IT. IT MAY BE AGAINST THE LAW.

THERE MAY ALSO BE LAWS ON FRANCHISING IN YOUR STATE. ASK YOUR STATE AGENCIES ABOUT THEM.

FEDERAL TRADE COMMISSION
Washington, D.C. 20580

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WORLDWIDE WIRELESS, INC.

FRANCHISE OFFERING CIRCULAR

WORLDWIDE WIRELESS FRANCHISE SERVICES LLC

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You will operate a retail store specializing in the sale of telecommunications products such as Sprint-Nextel cellular telephones, rate plans, data application plans, repair services and accessories, XM Satellite Radio receivers, equipment and subscription plans, and DirecTV receivers, equipment and subscription plans.

We offer two franchise programs:

1. A single Worldwide Wireless Store. The initial franchise fee is \$30,000. The estimated initial investment, ranges from \$97,900 to \$159,100.
2. Multiple Worldwide Wireless stores. The initial development fee ranges from \$12,500 (to develop 2 franchises) to \$112,500 (to develop 10 franchises) or higher to develop more than 10 units. The estimated initial investment ranges from \$105,400 to \$266,600 (or more to develop more than 10 units).

RISK FACTORS:

1. THE FRANCHISE AGREEMENT AND MULTIPLE UNIT DEVELOPMENT AGREEMENT REQUIRE THAT MOST DISPUTES BE SUBMITTED TO ARBITRATION OR LITIGATION IN COOK COUNTY, ILLINOIS. OUT OF STATE ARBITRATION OR LITIGATION MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT FOR DISPUTES. IT MAY ALSO COST YOU MORE TO ARBITRATE OR LITIGATE WITH US IN ILLINOIS THAN IN YOUR HOME STATE.

2. THE FRANCHISE AGREEMENT AND MULTIPLE UNIT DEVELOPMENT AGREEMENT STATE THAT ILLINOIS LAW GOVERNS THE AGREEMENT, AND ILLINOIS LAW MAY NOT PROVIDE YOU THE SAME PROTECTIONS AND BENEFITS AS YOUR STATE'S LAW. YOU MAY WANT TO COMPARE THESE LAWS. SOME STATES' FRANCHISE LAWS PROVIDE THAT CHOICE OF LAW PROVISIONS ARE VOID OR SUPERSEDED. YOU MIGHT WANT TO INVESTIGATE WHETHER YOUR STATE HAS FRANCHISE LAWS THAT PROTECT YOU. YOU SHOULD REVIEW THE STATE-SPECIFIC ADDENDA ATTACHED TO THIS OFFERING CIRCULAR, THE FRANCHISE AGREEMENT AND MULTIPLE UNIT DEVELOPMENT AGREEMENT FOR STATE-SPECIFIC PROVISIONS.

3. THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE.

Information comparing other franchisors is available. Call the state administrators listed in Exhibit A or your public library for information.

Registration of this franchise with the state does not mean that the state recommends it or has provided any information in this Offering Circular. If you learn that anything in this Offering Circular is untrue, contact the Federal Trade Commission and the state administrators listed in Exhibit A.

The Effective Date for this Offering Circular is _____ or as listed in Exhibit A for your state.

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