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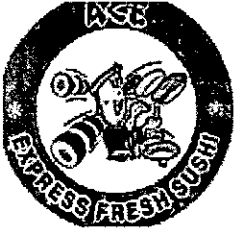
ACE SUSHI FRANCHISE CORPORATION  
JUNE 24, 2005  
AS AMENDED ON DECEMBER 30, 2005 \_\_\_\_\_, 2006

INFORMATION FOR PROSPECTIVE FRANCHISEES  
REQUIRED BY 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 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.



## FRANCHISE OFFERING CIRCULAR

### ACE SUSHI FRANCHISE CORPORATION

ACE Sushi Franchise Corporation  
A California Corporation  
1447 West 178<sup>th</sup> Street, Suite 303  
Gardena, California 90248  
310-327-2223  
[www.acesushi.com](http://www.acesushi.com)

We grant franchises to operate ACE Sushi Bar departments in grocery stores, supermarkets and other locations under the trade name "ACE SUSHI". The initial training fee for new franchisees is \$700 and the initial franchise fee for new franchisees for one Ace Sushi Bar ranges from \$2,400 to \$3,600. The estimated initial investment ranges from \$16,832 to \$40,519 for one ACE Sushi Bar. This estimated initial investment includes \$5,517 to \$14,384 of additional payments to us for the items listed in Item 5 and Item 7 of this offering circular before you begin business at your Main Sushi Bar.

We may also grant you the right to prepare sushi and related food products at your main ACE Sushi Bar for delivery to "Satellite Stores" in the general geographic vicinity of main ACE Sushi Bar. The initial franchise fee for new franchisees for each Satellite Store ranges from \$240 to \$360. The estimated initial investment for one ACE Sushi Bar and one Satellite Store ranges from \$17,072 to \$40,519. This estimated initial investment includes \$5,517 to \$14,384 of additional payments to us for the items listed in Item 5 and Item 7 of this offering circular before you begin business at your Main Sushi Bar.

Existing Licensees of our affiliate, ASIANA MANAGEMENT GROUP, INC., a California corporation ("AMG"), will not pay an initial franchise fee or an initial training fee if they elect to sign our Franchise Agreement.

#### **RISK FACTORS:**

1. THE FRANCHISE AGREEMENT PERMITS YOU TO SUE US ONLY IN LOS ANGELES COUNTY, CALIFORNIA. OUT OF STATE LITIGATION MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT FOR DISPUTES. IT MAY ALSO COST MORE TO SUE US IN CALIFORNIA THAN IN YOUR HOME STATE. LOCAL LAW MAY SUPERSEDE THIS REQUIREMENT IN YOUR STATE. PLEASE REFER TO THE STATE-SPECIFIC ADDENDA THAT ARE ATTACHED TO THIS OFFERING CIRCULAR AS EXHIBIT J FOR DETAILS.
2. THE FRANCHISE AGREEMENT STATES THAT THE LAW OF CALIFORNIA GOVERNS THE AGREEMENT, AND THIS LAW MAY NOT PROVIDE THE SAME PROTECTIONS AND BENEFITS AS LOCAL LAW. YOU MAY WANT TO COMPARE THESE LAWS. PLEASE REFER TO THE STATE-SPECIFIC ADDENDA THAT ARE ATTACHED TO THIS OFFERING CIRCULAR AS EXHIBIT J FOR DETAILS.

3. ACE SUSHI BARS WILL BE LOCATED IN GROCERY STORES, SUPERMARKETS AND OTHER LOCATIONS ("STORES") OWNED AND OPERATED BY THIRD-PARTY OPERATORS WHO HAVE ENTERED INTO AGREEMENTS WITH AMG TO PROVIDE THE SUSHI PRODUCTS FOR SALE AT THE STORES. YOU WILL HAVE NO CONTROL OVER THE STORES' OPERATING HOURS, OPERATIONS, CUSTOMER TRAFFIC, ADVERTISING OR OTHER ASPECTS OF THE STORES' OPERATIONS; HOWEVER, THESE FACTORS WILL IMPACT THE FRANCHISED BUSINESS.

4. THE OWNERS OF THE STORES MAY TERMINATE THEIR AGREEMENT WITH AMG AT ANY TIME, AND GENERALLY ON ONLY 30 - 60 DAYS NOTICE. TERMINATION OF THAT AGREEMENT MAY RESULT IN THE TERMINATION OF YOUR FRANCHISE AGREEMENT.

5. THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE.

Information about comparisons of franchisors is available. Call the State Administrators listed on Exhibit A or your public library for sources of information.

Registration of this franchise with a State does not mean that the State recommends it or has verified the information in this Offering Circular. If you learn that anything in this Offering Circular is untrue, contact the Federal Trade Commission and the appropriate State Administrator listed on Exhibit A.

THE EFFECTIVE DATES OF THIS OFFERING CIRCULAR IN THE STATES WITH  
FRANCHISE REGISTRATION LAWS ARE IN EXHIBIT A