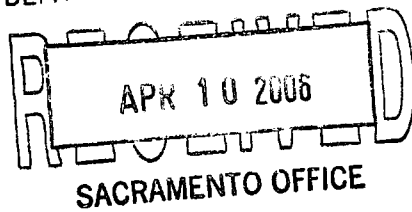
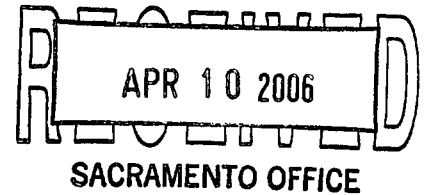


DEPARTMENT OF CORPORATIONS



DEPARTMENT OF CORPORATIONS



**HAMBURGER MARY'S INTERNATIONAL, LLC
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 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.

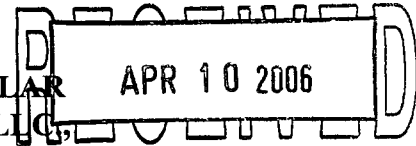
There may also be laws on franchising in your state. Ask your state agencies about them.

The date of this Offering Circular is April ___, 2006.

**FEDERAL TRADE COMMISSION
Washington, D.C. 20580**



DEPARTMENT OF CORPORATIONS



FRANCHISE OFFERING CIRCULAR

Hamburger Mary's International, LLC,

a California limited liability company

4221 Dolphin-Striker Way

Newport Beach, CA 92660

(949) 729-8000

SACRAMENTO OFFICE

The franchisee will operate a Hamburger Mary's® Bar & Grille Restaurant at a designated location. The initial fee is \$65,000. The estimated initial investment required ranges from \$370,000 to \$1,000,000.

THE CALIFORNIA FRANCHISE INVESTMENT LAW REQUIRES A COPY OF ALL PROPOSED AGREEMENTS RELATED TO THE SALE OF THE FRANCHISE BE DELIVERED TOGETHER WITH THE OFFERING CIRCULAR.

CALIFORNIA BUSINESS AND PROFESSIONS CODE SECTIONS 20000 THROUGH 20043 PROVIDE RIGHTS TO THE FRANCHISEE CONCERNING TERMINATION OR NON-RENEWAL OF A FRANCHISE. IF THE FRANCHISE AGREEMENT CONTAINS A PROVISION THAT IS INCONSISTENT WITH THE LAW, THE LAW WILL CONTROL.

REGISTRATION OF THIS FRANCHISE BY THE CALIFORNIA CORPORATIONS COMMISSIONER DOES CONSTITUTE THE APPROVAL, RECOMMENDATION, OR ENDORSEMENT BY THE COMMISSIONER.

Special Risk Factors:

1. PRESENTLY THE TRADE NAME YOU WILL USE IS BEING USED BY OTHERS WHO ARE NOT PART OF THE FRANCHISE SYSTEM AS FOLLOWS:

(A) TWO EXISTING RESTAURANTS (SACRAMENTO AND SAN DIEGO, CALIFORNIA) USE THE SAME MARKS AND SIMILAR MENU YOUR FRANCHISED HAMBURGER MARY'S® BAR & GRILLE AND OTHER FRANCHISED HAMBURGER MARY'S® BAR & GRILLES WILL USE AND WILL BENEFIT FROM THE GROWTH OF THE HAMBURGER MARY'S® FRANCHISE SYSTEM AND THE ADVERTISING YOU, HMI, AND OTHER HAMBURGER MARY'S® FRANCHISEES WILL DO. THE TWO HAMBURGER MARY'S® BAR & GRILLES ARE NOT BOUND BY THE FORM OF FRANCHISE AGREEMENT YOU WILL BE BOUND BY, DO NOT PAY FEES TO HMI FOR THE USE OF THE MARKS

AND MENU, AND ARE NOT SUBJECT TO THE OTHER REQUIREMENTS AND RESTRICTIONS TO WHICH YOU WILL BE SUBJECT AT THIS TIME (UNTIL CERTAIN ACTIONS TAKE PLACE, AS SET FORTH IN ITEM 13 OF THIS OFFERING CIRCULAR).

(B) THE OPERATOR OF A VANCOUVER, BRITISH COLUMBIA RESTAURANT HAS BEEN USING THE HAMBURGER MARY'S® NAME AND REGISTERED THE NAME AND A MARK IN CANADA, CREATING A PRESUMPTIVE EXCLUSIVE RIGHT TO USE THE NAME AND MARKS THROUGHOUT CANADA DESPITE THE PRE EXISTING UNITED STATES MARK REGISTRATIONS THAT NOW BELONG TO HAMBURGER MARY'S INTERNATIONAL, LLC ("HMI"). THAT OPERATOR COULD PRECLUDE HMI FROM USING THE NAME AND MARKS IN CANADA AND COULD DEVELOP A SYSTEM OF HAMBURGER MARY'S® BAR & GRILLES IN CANADA THAT WOULD NOT BE SUBJECT TO THE SAME OBLIGATIONS AND CONTROLS AS THE HMI FRANCHISE SYSTEM.

2. HMI HAS OPENED A COMPANY OWNED RESTAURANT IN NEWPORT BEACH, CALIFORNIA WHICH OFFERS FOOD AND SERVICES VIRTUALLY IDENTICAL TO THOSE BEING OFFERED BY YOU.

3. HMI WILL NOT CONTRIBUTE ANY FUNDS TO THE ADVERTISING AND PROMOTION FUND IN CONNECTION WITH ITS OPERATION OF THE NEWPORT BEACH COMPANY RESTAURANT (SEE ITEM 11 IN THIS CIRCULAR).

4. HMI WILL BE GRANTED ADVANCE AUTHORIZATION TO DEBIT YOUR BUSINESS ACCOUNT FOR THE PAYMENT OF ROYALTIES AND OTHER FEES (SEE ITEM 6).

5. THE FRANCHISE AGREEMENT REQUIRES A SUBSTANTIAL INVESTMENT AND A VERY SUBSTANTIAL TIME COMMITMENT. ALL INVESTMENTS INVOLVE A DEGREE OF RISK.

6. THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE.

Information comparing franchisors is available. Call the state administrators listed in Exhibit C to this offering circular or your public library for sources of information. Registration of this franchise by 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 Department of Corporations, 1515 K Street, Suite 200, Sacramento, California 95814-4052.

Effective Date: _____, 2006.