

NEW YORK NY FRESH DELI FRANCHISE, INC.

INFORMATION FOR PROSPECTIVE FRANCHISEES

REQUIRED BY

THE FEDERAL TRADE COMMISSION

RECEIVED

APR - 4 2006

Department of Corporations
Los Angeles

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 SOMEONE WHO CAN ADVISE YOU, LIKE A LAWYER OR AN ACCOUNTANT. IF YOU FIND ANYTHING YOU THINK MAY BE WRONG OR ANYTHING THAT'S BEEN LEFT OUT, 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
NEW YORK NY FRESH DELI FRANCHISE, INC.
100 West Hoover Avenue, Suite 12-14,
Mesa, Arizona 85210
(480) 632-9884
www.nynyfreshdeli.com

The franchise offered is for a limited cooking restaurant selling made fresh deli style hot and cold gourmet sandwiches, hot New York style sub sandwiches, specialty salads, pastries, specialty coffees and other food and beverage items under the name and mark "New York NY Fresh Deli".

The franchise fee for a single New York NY Fresh Deli Restaurant is \$17,500. The initial franchise fee for additional New York NY Fresh Deli Restaurants may be lower if you qualify. See Item 5. We estimate the initial investment required to establish one New York NY Fresh Deli Restaurant, including the initial franchise fee, is \$101,860 to \$210,390 for a Restaurant ranging from 1,200 to 2,000 square feet in size. This sum may not represent your total investment in the franchised business (See Items 5 - 7 of this Offering Circular for further explanation concerning the total investment).

We also grant Development Agent rights which enable you to solicit, recruit, screen and interview prospective franchisees for us in a specific area, and to provide operational, training and field support to franchisees both before and after they open their New York NY Fresh Deli Restaurant. The minimum fee for appointment as a Development Agent is \$49,500 for an area that contains up to 1,500,000 of population. If an area contains more than 1,500,000 of population, the fee increases at the rate of .025 cents per person over 1,500,000 of population. We estimate the initial investment required for a Development Agent, including the minimum fee, is \$55,800 to \$87,600. This sum may not represent your total investment to become a Development Agent (See Items 5 - 7 of this Offering Circular for further explanation concerning the total investment).

RISK FACTORS:

1. THE FRANCHISE AGREEMENT AND DEVELOPMENT AGREEMENT REQUIRE YOU TO ARBITRATE ANY CLAIMS AGAINST US ONLY IN ARIZONA. OUT OF STATE ARBITRATION MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT FOR DISPUTES. IT MAY ALSO COST MORE TO ARBITRATE WITH US IN ARIZONA THAN IN YOUR HOME STATE. THIS REQUIREMENT MAY BE SUPERSEDED BY CERTAIN STATE LAWS. PLEASE REFER TO THE STATE-SPECIFIC ADDENDUM THAT IS ATTACHED TO THIS OFFERING CIRCULAR AS **EXHIBIT H** FOR DETAILS.

2. THE FRANCHISE AGREEMENT AND DEVELOPMENT AGREEMENT PROVIDE THAT ARIZONA LAW GOVERNS THE AGREEMENTS, AND THIS LAW MAY NOT PROVIDE THE SAME PROTECTIONS AND BENEFITS AS LOCAL LAW. YOU MAY WANT TO COMPARE THESE LAWS. THIS REQUIREMENT MAY BE SUPERSEDED BY CERTAIN STATE LAWS. PLEASE REFER TO THE STATE-SPECIFIC ADDENDUM THAT IS ATTACHED TO THIS OFFERING CIRCULAR AS **EXHIBIT J** FOR DETAILS.

3. THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE.

Information about comparisons of franchisors is available. Call the state administrators listed in **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 applicable state administrators listed in **Exhibit A**.

The effective dates of this Offering Circular in states with franchise registration laws are in **Exhibit A**. Some of these states may require different or additional disclosures (see **Exhibit H** attached to this Offering Circular).