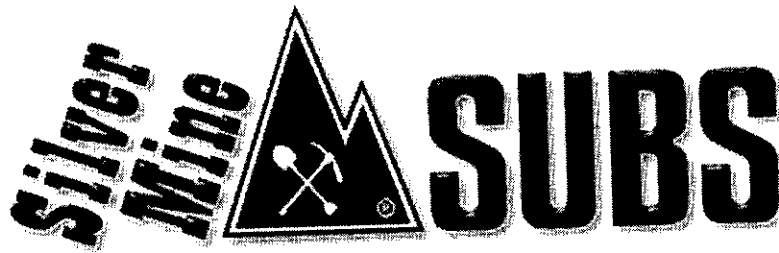


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MAY 01 2006

Department of Corporations
Los Angeles

SILVER MINE SUBS[®] FRANCHISE, INC.



**INFORMATION FOR PROSPECTIVE
FRANCHISEES**

SILVER MINE SUBS® FRANCHISE, INC.

INFORMATION FOR PROSPECTIVE FRANCHISEES

REQUIRED BY FEDERAL TRADE COMMISSION

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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

Effective Date: April 2006

FRANCHISE OFFERING CIRCULAR

**SILVER MINE SUBS® FRANCHISE, INC. A COLORADO CORPORATION,
925 EAST HARMONY ROAD
SUITE 500
FORT COLLINS, COLORADO 80525 TEL: 970.266.2600**

The franchise offered is for the operation of a restaurant, business under the name "SILVER MINE SUBS®". The initial Franchise Fee is \$20,000 for a single store. The estimated initial investment required for a single Silver Mine Subs® restaurant ranges from \$192,500 to \$311,000. The initial ADA Franchise Fee totals \$75,000 for a Silver Mine Subs® Area Development Agreement (five stores). The estimated initial investment required for a Silver Mine Subs® Area Development Agreement ranges from \$220,500 to \$342,000. In addition, the Franchisee will purchase the point-of-sale system from the Franchisor for a current cost of approximately \$21,986 and the interior décor package for approximately \$2400.

Risk Factors:

1. THE FRANCHISE AGREEMENT PERMITS YOU TO ARBITRATE ONLY IN THE STATE OF COLORADO. OUT OF STATE ARBITRATION MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT FOR DISPUTES. IT MAY ALSO COST MORE TO ARBITRATE WITH SILVER MINE SUBS® FRANCHISE, INC., IN THE STATE OF COLORADO THAN IN YOUR HOME STATE.
2. THE FRANCHISE AGREEMENT PERMITS YOU TO ARBITRATE WITH US ONLY IN COLORADO. 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 COLORADO THAN IN YOUR HOME STATE. THIS PROVISION MAY NOT BE ENFORCEABLE IN CALIFORNIA OR MARYLAND.
3. THE FRANCHISE AGREEMENT STATES THAT COLORADO LAW GOVERNS MOST OF THE AGREEMENT, AND THIS LAW MAY NOT PROVIDE THE SAME PROTECTIONS AND BENEFITS AS LOCAL LAW. YOU MAY WANT TO COMPARE THESE LAWS. THIS PROVISION MAY NOT BE ENFORCEABLE IN CALIFORNIA OR MARYLAND.
4. THE CALIFORNIA FRANCHISE INVESTMENT LAW REQUIRES THAT A COPY OF ALL PROPOSED AGREEMENTS RELATING TO THE SALE OF THE FRANCHISE BE DELIVERED TOGETHER WITH THE PROSPECTUS.
5. AS OF DECEMBER 31, 2005, THE FRANCHISOR HAD ONLY \$78,086 IN CURRENT ASSETS AND \$344,772 IN CURRENT LIABILITIES. THE MEANS THAT FOR EVERY DOLLAR OF LIABILITIES DUE WITH ONE YEAR THE FRANCHISOR HAD ONLY \$0.23 IN CURRENT ASSETS

6. AS THIS IS A NEW FRANCHISE IT SHOULD BE CONSIDERED TO BE A START UP.
7. THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE.

Information about comparisons of franchisors is available. Call the state administrators listed in Exhibit 1 or your public library for sources of information. Registration of this franchise with the 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 state authority listed in Exhibit 1.

Effective Date: _____