



FRANCHISE OFFERING CIRCULAR

UP THE CREEK RESTAURANTS OF AMERICA, INC.

A GEORGIA CORPORATION
6620 MCGINNIS FERRY ROAD
DULUTH, GEORGIA 30097
(770) 623-0360

The Franchise offered is for an Up the Creek Fish Camp & GrillSM Restaurant which features fish, shellfish, seafood and other proprietary cuisine, a full-service bar with specialty drinks and a casual dining atmosphere.

The franchise fee for each Restaurant is Thirty-Five Thousand Dollars (\$35,000.00). Generally, a franchisee will enter into a development agreement to develop more than one (1) Restaurant and will pay a development fee of Five Thousand (\$5,000.00) per Restaurant to be developed. We credit the development fee pro rata against the initial franchise fee. The estimated investment required, including the initial franchise fee, is One Million One Hundred Fifteen Thousand Dollars (\$1,115,000.00) to Two Million Four Hundred Ninety-Eight Thousand Dollars (\$2,498,000.00). See items 5-7 of this Offering Circular for further explanation concerning the total investment.

The services we are obligated to provide may be provided by our affiliate, Apple Creek Management Company, Inc., f/k/a Apple-Rio Management Company, Inc., both prior to and subsequent to the execution of the Franchise Agreements. Apple Creek Management Company, Inc., f/k/a Apple-Rio Management Company, Inc., through these services, may have contact with franchisee prospects prior to the execution of any agreement.

RISK FACTORS:

1. THE FRANCHISE AND DEVELOPMENT AGREEMENTS PERMIT YOU TO MEDIATE WITH AND SUE FRANCHISOR ONLY IN THE STATE OF OUR THEN HEADQUARTERS. OUT OF STATE MEDIATION AND LITIGATION MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT FOR DISPUTES. IT MAY ALSO COST MORE TO MEDIATE WITH OR SUE FRANCHISOR IN THE STATE OF OUR THEN HEADQUARTERS THAN IN YOUR HOME STATE. STATE FRANCHISE REGISTRATION AND RELATIONSHIP LAWS MAY AFFECT THE ENFORCEABILITY OF CHOICE OF VENUE PROVISIONS (SEE UNIFORM UFOC ADDENDUM AND STATE AMENDMENTS TO THE FRANCHISE AND DEVELOPMENT AGREEMENTS).

2. THE FRANCHISE AND DEVELOPMENT AGREEMENTS STATE THAT THE LAW OF THE STATE OF FRANCHISOR'S THEN HEADQUARTERS GOVERNS THE AGREEMENTS, AND THIS LAW MAY NOT PROVIDE THE SAME PROTECTIONS AND BENEFITS AS LOCAL LAW. YOU MAY WANT TO COMPARE THESE LAWS. STATE FRANCHISE REGISTRATION AND RELATIONSHIP LAWS OFTEN PROVIDE THAT CHOICE OF LAW PROVISIONS ARE VOID OR SUPERSEDED TO THE EXTENT THAT CHOICE OF A DIFFERENT STATE'S LAW WOULD DENY A FRANCHISEE THE PROTECTIONS IT WOULD BE ENTITLED TO UNDER LOCAL LAW. YOU SHOULD INVESTIGATE WHETHER YOUR PURCHASE OF THE FRANCHISE FALLS UNDER THE JURISDICTION OF A STATE FRANCHISE REGISTRATION OR RELATIONSHIP LAW (SEE UNIFORM UFOC ADDENDUM AND STATE AMENDMENTS TO THE FRANCHISE AND DEVELOPMENT AGREEMENTS).

3. THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE.

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

Effective Date: _____.

**INFORMATION FOR PROSPECTIVE FRANCHISEES
REQUIRED BY THE 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 has 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

CALIFORNIA, HAWAII, ILLINOIS, INDIANA, MARYLAND, MICHIGAN, MINNESOTA, NEW YORK, NORTH DAKOTA, OREGON, RHODE ISLAND, SOUTH DAKOTA, VIRGINIA, WASHINGTON, AND WISCONSIN REQUIRE FRANCHISORS TO MAKE ADDITIONAL DISCLOSURES RELATED TO THE INFORMATION CONTAINED IN THIS OFFERING CIRCULAR. IF APPLICABLE, THESE ADDITIONAL DISCLOSURES WILL BE FURNISHED TO YOU IN AN ADDENDUM TO THIS OFFERING CIRCULAR.

IN ACCORDANCE WITH THE REQUIREMENTS OF THE FEDERAL TRADE COMMISSION, THIS OFFERING CIRCULAR WAS ISSUED ON DECEMBER 23, 2006. IF THIS OFFERING IS REGISTERED IN A STATE LISTED ABOVE, THE EFFECTIVE DATE OF THIS OFFERING WILL BE DISCLOSED IN THE ADDENDUM FOR THAT STATE.