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@WIRELESS ENTERPRISES, INC.

**INFORMATION FOR PROSPECTIVE FRANCHISEES
REQUIRED BY THE 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.

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

ISSUANCE DATE: MARCH 31, 2004

OFFERING CIRCULAR FOR PROSPECTIVE FRANCHISEES



@WIRELESS ENTERPRISES, INC.
(a Delaware Corporation)
50 Methodist Hill Drive, Suite 1500
Rochester, New York 14623
(585) 359-3390

The franchise offered is to open an @WIRELESS® store. @WIRELESS® stores provide the sale of cellular telephones, pagers and wireless cable units, wireless and cellular handsets, satellite systems, and paging, GPS, wireless data, and internet products and accessories, and the sale of cellular telephone services, pager services and other related goods and services.

The initial franchise fee is \$15,000 for each Franchise Agreement signed. The estimated total initial investment required, including the initial franchise fee and additional funds, is \$83,100 - \$150,700, not including real estate costs. See Item 7. You must also pay certain ongoing fees and expenses. See Item 6.

If you enter into an Area Development Agreement, you will have the option to operate more than one @WIRELESS® store. Each @WIRELESS® store will be operated under a separate Franchise Agreement. The initial franchise fee is \$15,000 for each store. For more information on the initial franchise fee and initial investment, see Items 5 and 7.

RISK FACTORS:

1. THE FRANCHISE AGREEMENT REQUIRES THAT THE PARTIES ARBITRATE IN THE PRINCIPAL CITY CLOSEST TO THE FRANCHISOR'S PRINCIPAL PLACE OF BUSINESS AT THE TIME OF THE START OF ARBITRATION. OUT OF STATE ARBITRATION MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT FOR DISPUTES. IT MAY ALSO COST YOU MORE TO ARBITRATE WITH THE FRANCHISOR IN NEW YORK THAN IN YOUR HOME STATE.

2. THE FRANCHISE AGREEMENT REQUIRES THAT ANY LEGAL ACTIONS BE BROUGHT IN THE PRINCIPAL CITY CLOSEST TO THE FRANCHISOR'S PRINCIPAL PLACE OF BUSINESS. OUT OF STATE LEGAL ACTIONS MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT FOR DISPUTES. IT MAY ALSO COST MORE TO SUE THE FRANCHISOR IN NEW YORK THAN IN YOUR HOME STATE.

3. THE FRANCHISE AGREEMENT STATES THAT NEW YORK LAW GOVERNS THE AGREEMENT, AND THIS LAW MAY NOT PROVIDE THE SAME PROTECTIONS AND BENEFITS AS LOCAL LAW. YOU MAY WANT TO COMPARE THESE LAWS.

4. WE MAY TERMINATE YOUR FRANCHISE IF YOU PURCHASE GOODS OR SERVICES THAT ARE NOT ACCORDING TO OUR SPECIFICATIONS OR THAT ARE NOT FROM OUR APPROVED SUPPLIERS.

5. AS PER THE AUDITED BALANCE SHEET DATED DECEMBER 31, 2003, DECEMBER 31, 2002, AND DECEMBER 31, 2001, THE FRANCHISOR HAD A WORKING CAPITAL SURPLUS /(DEFICIENCY) OF \$402,439, \$202,971, AND (\$163,648), RESPECTIVELY.

6. THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE.

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

Registration of this franchise with the State of California 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 Commissioner of Corporations, 320 West 4th Street, Suite 750, Los Angeles, California 90013-2344.

THE FRANCHISOR MAY, IF IT CHOOSES, NEGOTIATE WITH YOU ABOUT ITEMS COVERED IN THE PROSPECTUS. HOWEVER, THE FRANCHISOR CANNOT USE THE NEGOTIATING PROCESS TO PREVAIL UPON A PROSPECTIVE FRANCHISEE TO ACCEPT TERMS WHICH ARE LESS FAVORABLE THAN THOSE SET FORTH IN THIS PROSPECTUS.

Issued Date: March 31, 2004