

## Sample Table of Contents:

| TABLE OF CONTENTS |   |      |
|-------------------|---|------|
| Item              |   | Page |
| 1.                | The Franchisor and any Parents, Predecessors, and Affiliates. . . . .                   | 1    |
| 2.                | Business Experience. . . . .  | 3    |
| 3.                | Litigation. . . . .   | 4    |
| 4.                | Bankruptcy. . . . .   | 6    |
| 5.                | Initial Fees. . . . .   | 7    |
| 6.                | Other Fees. . . . .   | 10   |
| 7.                | Estimated Initial Investment. . . . .   | 11   |
| 8.                | Restrictions on Sources of Products and Services. . . . .                               | 12   |
| 9.                | Franchisee's Obligations . . . . .  | 15   |
| 10.               | Financing. . . . .  | 17   |
| 11.               | Franchisor's Assistance, Advertising, Computer Systems,<br>and Training. . . . .        | 19   |
| 12.               | Territory. . . . .  | 25   |
| 13.               | Trademarks. . . . .   | 27   |
| 14.               | Patents, Copyrights, and Proprietary Information. . . . .                               | 29   |
| 15.               | Obligation to Participate in the Actual Operation of the<br>Franchise Business. . . . . | 30   |
| 16.               | Restrictions on What the Franchisee May Sell. . . . .                                   | 32   |
| 17.               | Renewal, Termination, Transfer, and Dispute Resolution. . . . .                         | 36   |
| 18.               | Public Figures. . . . .   | 40   |
| 19.               | Financial Performance Representations. . . . .  | 40   |
| 20.               | Outlets and Franchisee Information. . . . .   | 44   |
| 21.               | Financial Statements. . . . .   | 47   |
| 22.               | Contracts. . . . .  | 52   |
| 23.               | Receipts. . . . .   | 54   |
| <br>              |   |      |
| Exhibits          |   |      |
| A.                | Belmont Franchise Agreement . . . . .   | 55   |
| B.                | Belmont Lease of Premises. . . . .  | 70   |
| C.                | USA Credit Corp. Equipment Lease. . . . .   | 75   |
| D.                | Belmont Equipment Purchase Note. . . . .  | 77   |
| E.                | Belmont Initial Fee Loan Agreement. . . . .   | 80   |
| F.                | Belmont Operating Manual Table of Contents. . . . .                                     | 83   |
| G.                | Belmont Confidentiality and Non-Compete Agreement for Outlet Managers. . . . .          | 93   |
| H.                | Belmont Non-Compete Agreement for Franchisee Shareholders. . . . .                      | 95   |
| I.                | Belmont Guarantee of Performance for Franchisee Shareholders. . . . .                   | 97   |
| J.                | Belmont Mufflers Audited Financial Statements for 2005, 2006, and 2007. . . . .         | 100  |
| K.                | Richard McDonald Audited Financial Statements for 2005, 2006, and 2007. . . . .         | 130  |
| L.                | CTF International Audited Financial Statements for 2005, 2006, and 2007. . . . .        | 145  |
| M.                | CTF International Guarantee of Performance. . . . .                                     | 175  |
| N.                | Receipt. . . . .  | 176  |