



## FRANCHISE DISCLOSURE DOCUMENT

ISSUANCE DATE: MARCH 29, 2024, AS AMENDED ON JULY 8, 2024 AND JANUARY 6, 2025

**SCHLOTZSKY'S FRANCHISOR SPV LLC**  
A Delaware limited liability company  
5620 Glenridge Drive NE, Atlanta, Georgia 30342  
(404) 255-3250  
[requests@schlotzskys.com](mailto:requests@schlotzskys.com)  
[www.schlotzskys.com](http://www.schlotzskys.com)

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## **FRANCHISE DISCLOSURE DOCUMENT**

You will operate a Schlotzsky's® restaurant ("Restaurant"). Schlotzsky's® restaurants are quick casual restaurants featuring premium sandwiches, pizzas, calzones, soups, salads, and complementary food and beverages. As a condition of granting you a Schlotzsky's® franchise, we also typically require you to purchase a Cinnabon® Express franchise to operate inside the Restaurant.

The total investment necessary to begin operation of a Schlotzsky's® franchise with a Cinnabon® Express franchise inside it ranges from \$575,185 to \$1,904,550. This includes \$35,880 to \$99,434 that must be paid to us or to our affiliates.

This Disclosure Document summarizes certain provisions of your franchise agreement and other information in plain English. Read this Disclosure Document and all accompanying agreements carefully. You must receive this Disclosure Document at least 14 calendar days before you sign a binding agreement with, or make any payment to, the franchisor or an affiliate in connection with the proposed franchise sale. **Note, however, that no governmental agency has verified the information contained in this document.**

You may wish to receive your Disclosure Document in another format that is more convenient for you. To discuss the availability of disclosures in different formats, contact our sales department at 5620 Glenridge Drive NE, Atlanta, Georgia 30342 and 800-227-8353 or requests@schlotzskys.com.

The terms of your contract will govern your franchise relationship. Don't rely on the Disclosure Document alone to understand your contract. Read all of your contract carefully. Show your contract and this Disclosure Document to an advisor, like a lawyer or an accountant.

Buying a franchise is a complex investment. The information in this Disclosure Document can help you make up your mind. More information on franchising, such as "A Consumer's Guide to Buying a Franchise," which can help you understand how to use this Disclosure Document, is available from the Federal Trade Commission ("FTC"). You can contact the FTC at 1-877-FTC-HELP or by writing to the FTC at 600 Pennsylvania Avenue, NW, Washington, D.C. 20580. You can also visit the FTC's home page at [www.ftc.gov](http://www.ftc.gov) for additional information. Call your state agency or visit your public library for other sources of information on franchising.

There may also be laws on franchising in your state. Ask your state agencies about them.

The issuance date of this Franchise Disclosure Document is March 29, 2024, as amended on July 8, 2024 and January 6, 2025.

matters. As a result, businesses involved in commercial food preparation may be subject to caps on emissions.

We do not assume any responsibility for advising you on these regulatory or legal matters. You should consult with your attorney about federal, state, and local laws and regulations that may affect your Restaurant. Compliance with these laws and regulations, as they may be amended from time to time, can increase your operational costs and affect your bottom line.

## ITEM 2

### BUSINESS EXPERIENCE

#### **James (Jim) E. Holthouser: Chief Executive Officer**

Jim has been our Chief Executive Officer since February 2020. Since February 2020, Jim has also served as (i) President of GoTo Systems, (ii) Chief Executive Officer of GoTo Foods, JJ, each of the Former GoTo Franchisors, and each of the other GoTo Foods Portfolio companies, and (iii) a member of the Board of Managers for GoTo Foods, JJ, and each of the Former GoTo Franchisors. From February 2018 to January 2020, Jim was the owner of Madison County Multiplex, LLC in Stanford, Kentucky. Jim serves in his present capacities in Atlanta, Georgia.

#### **Michael (Mike) J. Dixon: Chief Financial Officer, Treasurer and Assistant Secretary**

Mike has been our Chief Financial Officer, Treasurer and Assistant Secretary since March 2017. Mike has been Chief Financial Officer, Treasurer and Assistant Secretary for (i) SFL, GoTo Foods, and each of the other Former GoTo Franchisors since March 2016, (ii) GoTo Systems and the other GoTo Foods Portfolio companies (except Jamba) since March 2017, and (iii) Jamba and JJ since September 2018. Mike has also served as a member of the Board of Managers or Board of Directors for GoTo Foods and each of the other Former GoTo Franchisors since March 2017 and for JJ since September 2018. Mike serves in his present capacities in Atlanta, Georgia.

#### **Brian Krause Bobby Morena: Chief Development Officer**

~~Brian Bobby~~ has been our Chief Development Officer since ~~July 2020~~. ~~Brian~~ Bobby has also served in the same role for GoTo Foods and SFL since ~~July 2020~~. ~~From June 2019 to June 2020, Brian was the Chief Development Officer for~~ January 2025. ~~From January 2024 to December 2024, Bobby served as Senior Vice President, Franchise Sales for us, GoTo Foods, and each of the other GoTo Foods Portfolio companies. Bobby was the Vice President, Retention and Lead Generation for us, GoTo Foods, and each of the other GoTo Foods Portfolio companies from April 2021 to January 2024. From February 2020 to April 2021, Bobby was the Director of Franchise Development for Inspire Brands in Atlanta, Georgia. From February 2020 to September 2001, Bobby was Director of Franchise Development for Jimmy John's Franchise, LLC in Champaign, Illinois. From November 2016 to May 2019, Brian was the Senior Vice President, Franchise Development for Wyndham Hotel Group in Parsippany, New Jersey. Brian Bobby~~ serves in his present capacities in Atlanta, Georgia.

#### **Donna Josephson: Chief Brand Officer**

Donna has been our Chief Brand Officer since June 2024. Donna has also served in the same role for SFL since June 2024. From May 2021 to May 2024, she served as Chief Marketing Officer for Shipley Franchise Company LLC in Houston, Texas. From September 2017 to April

2021, she served as SVP and Chief Marketing Officer for CBC Restaurant Corporation in Dallas, Texas. Donna serves in her present capacities in Atlanta, Georgia.

**Sarah E. Powell: Executive Vice President, General Counsel, and Secretary**

Sarah has been our Executive Vice President, General Counsel and Secretary since March 2017. Sarah has also served in the same roles for (i) SFL, GoTo Foods, and each of the Former GoTo Franchisors since January 2015, (ii) GoTo Systems and the other GoTo Foods Portfolio companies (except Jamba) since March 2017, and (iii) Jamba and JJ since September 2018. Sarah has also served as a member of the Board of Managers or Board of Directors for GoTo Foods and each of the other Former GoTo Franchisors since March 2017 and for JJ since September 2018. Sarah serves in her present capacities in Atlanta, Georgia.

**Shelley Harris: Senior Vice President of Schlotzsky's and President, Restaurant Brands for GoTo Foods**

~~Shelley has served as our Senior Vice President since August 2022. Shelley has also served as (i) President, Restaurant Brands for GoTo Foods since August 2022 and (ii) Senior Vice President for SFL, McAlister's, McAlister's LLC, Moe's, and Moe's Franchisor LLC since August 2022. Shelley served as the Interim Chief Brand Officer of Schlotzsky's and SFL from March 2022 to August 2022. Shelley served as Senior Vice President, Category Operations and Training, Restaurant Brands for GoTo Foods from September 2020 to August 2022. Shelley was Vice President of Operations for McAlister's from April 2017 to September 2020 and for McAlister's LLC from March 2017 to September 2020. Shelley serves in her present capacities in Atlanta, Georgia.~~

**Tim Goodman: Senior Vice President, Franchise Administration**

Tim has been our Senior Vice President, Franchise Administration since February 2019. He has also served in the same role for JJ, the Former GoTo Franchisors, and the GoTo Foods Portfolio companies since February 2019. Tim serves in his present capacities in Atlanta, Georgia.

**Chris Newman: Senior Vice President, Real Estate**

Chris has been our Senior Vice President, Real Estate since January 2023. Chris has also served in the same role for GoTo Foods and each of the other GoTo Foods Portfolio companies since January 2023. From October 2020 to December 2022, Chris was the President at LSG Real Estate, Inc. in Columbia, Missouri. From January 2017 to December 2022, Chris was Director of Real Estate at Next Chapter Properties, LLC in Columbia, Missouri. Chris serves in his present capacities in Atlanta, Georgia.

**~~Bobby Morena~~Thomas (Tom) Richards: Senior Vice President, Franchise Sales**

~~Bobby Tom~~ has been our Senior Vice President, Franchise Sales since January ~~2024~~2025. ~~Bobby Tom~~ has also served in the same role for GoTo Foods and each of the other GoTo Foods Portfolio companies since January 2025. From July 2017 to December 2024, ~~Bobby was, Tom served as the Vice President, Retention and Lead Generation for us, GoTo Foods, and each of the other GoTo Foods Portfolio companies from April 2021 to January 2024. From February 2020 to April 2021, Bobby was the Director of Franchise Development for Inspire Brands in Atlanta, Georgia. From September 2001 to February 2020, Bobby was Director of Franchise Development for Jimmy John's Franchise, LLC in Champaign, Illinois.~~

~~Bobby Non-Traditional Franchise Sales for GoTo Foods. Tom serves in his present capacities in Atlanta, Georgia.~~ Plano, Texas.

**Randy Hayworth: Vice President, Operations**

Randy has been our Vice President, Operations since September 2020. He has also been SFL's Vice President, Operations since September 2020. From April 2017 to September 2020, Randy was our Senior Director, Operations. From October 2013 to September 2020, Randy was SFL's Senior Director, Operations. Randy serves in his present capacity in Atlanta, Georgia.

**Megan Thomas: Vice President, Marketing**

Megan has been our Vice President, Marketing since June 2023. From January 2016 to May 2023, Megan held several roles at Marco's Franchising in Toledo, Ohio, including Vice President, Brand Marketing from February 2020 to May 2023, Senior Director, Brand Marketing from January 2019 to February 2020, and Director, Brand Marketing from February 2018 to January 2019. Megan serves in her present capacities in Atlanta, Georgia.

**Brendan Berg: Senior Vice President, Category Operations, Restaurant Brands**  
**Shelley Harris: Chief Operating Officer for GoTo Foods**

~~Brendan has been the Shelly has served as the Chief Operating Officer for GoTo Foods since January 2025. From August 2022 to December 2024, Shelly served as (i) President, Restaurant Brands for GoTo Foods and (ii) Senior Vice President for Moe's, Moe's Franchisor LLC, McAlister's, McAlister's LLC, us, and SFL. From March 2022 to August 2022, Shelley served as our Interim Chief Brand Officer and served in the same role for SFL. She also served as Senior Vice President, Category Operations and Training, Restaurant Brands for GoTo Foods since October 2022. from September 2020 to August 2022. Shelley serves in her present capacities in Atlanta, Georgia.~~

**Mike Freeman: President, Brands for GoTo Foods**

~~From October 2014 to October 2022, Brendan was Senior~~ Mike has served as the President, Brands for GoTo Foods since January 2025. From September 2021 to December 2024, Mike was the Chief Brand Officer of McAlister's and McAlister's LLC. From September 2020 to September 2021, Mike was the Vice President Global, Operations for Church's Texas Chicken in Atlanta, Georgia. Brendan of McAlister's and McAlister's LLC. Mike serves in his present capacities in Atlanta, Georgia.

**Danielle Parra**  
**Jackie Secor: Senior Vice President, Marketing Operations for GoTo Foods**

~~Danielle Jackie has been the Senior Vice President, Marketing Operations for GoTo Foods since August 2023 January 2025. From September 2021 to July 2023, Danielle was 2020 to December 2024, Jackie served as the Senior Vice President, Category Marketing, Restaurant Operations, Specialty Brands for GoTo Foods. From December 2020 to September 2021, Danielle was Vice President, Marketing for McAlister's. From August 2020 to November 2020, Danielle volunteered at the Resource Development & Marketing Board Committee for the Boys and Girls Club of Metro Atlanta in Atlanta, Georgia. From July 2019 to July 2020, she was the Chief Commercial Officer for KEH Camera in Atlanta, Georgia. From October 2016 to June 2019, Danielle served as Chief Marketing Officer for Icahn Automotive LLC in Kennesaw,~~

Georgia. Danielle March 2017 to August 2020, she was the Vice President, Operations for Auntie Anne's. Jackie serves in her present capacity in Atlanta, Georgia.

**Jessicah Pounds: Vice President, Training for GoTo Foods**

Jessicah has been the Vice President, Training for GoTo Foods since August 2023. Jessicah served as the Vice President, Training, Restaurant Brands for GoTo Foods from September 2020 to August 2023. From April 2017 to September 2020, Jessicah was the Senior Director, Training and Ops Services for Moe's. From March 2013 to September 2020, Jessicah was the Senior Director, Training and Ops Services for Moe's Franchisor LLC. Jessicah serves in her present capacity in Atlanta, Georgia.

**Dave Mikita: President, International and Retail Channels for GoTo Foods**

Dave has been President, International and Retail Channels for GoTo Foods since January 2023. From March 2018 to December 2022, Dave was the President, Global Channels for GoTo Foods. Dave serves in his present capacities in Atlanta, Georgia.

**ITEM 3**

**LITIGATION**

**Concluded Actions**

FYA Project, LLC and Fernando Lara-Celis v. Schlotzsky's Stores LLC, Schlotzsky's Franchise, LLC, Cox Acquisitions, Ltd. d/b/a Schlotzsky's, Ltd., BCC Holdings, Inc. d/b/a Schlotzsky's Holdings, Inc., Kelly Roddy, John Geyerman and Adam Garner, District Court of Dallas County, Texas, Case No. DC-14-06909. On June 30, 2014, FYA Project, LLC and Fernando Lara-Celis, a former Schlotzsky's franchisee and its principal shareholder (together, the "plaintiffs"), filed a lawsuit against SFL, Schlotzsky's Stores LLC, as well as three of its employees, and two entities unrelated to us, Schlotzsky's, Ltd. and Schlotzsky's Holdings, Inc. (collectively, the "defendants"). Plaintiffs subsequently filed an amended complaint renaming the unrelated entities as Cox Acquisitions, Ltd. and BCC Holdings, Inc., respectively. Plaintiffs alleged that the individual and corporate defendants interfered on several occasions with plaintiffs' attempts to sell a number of their Schlotzsky's stores to third parties, causing plaintiffs to lose those sale opportunities and preventing plaintiffs from using the anticipated sale proceeds to satisfy their debts in order to successfully continue running their remaining Schlotzsky's stores. The amended complaint alleged claims for tortious interference with prospective business relationship, tortious interference with existing contract, negligent misrepresentation, breach of contract, and deceptive conduct under the Texas Deceptive Trade Practices Act. Plaintiffs sought to recover actual damages in excess of \$1 million, as well as multiple damages under the Texas Deceptive Trade Practices Act, exemplary/punitive damages and reasonable attorneys' fees and costs. On August 28, 2014, the Court entered an Order staying the lawsuit and referring the parties to binding arbitration of their disputes.

On October 8, 2015, plaintiffs filed an arbitration demand with the American Arbitration Association (Case No. 01-15-0005-2466) against all of the defendants in the state court lawsuit described above, asserting the same claims as in the lawsuit, as well as claims for fraud and breach of fiduciary duty. The arbitration demand sought damages of \$3 million as well as multiple damages under the Texas Deceptive Trade Practices Act, exemplary/punitive damages and reasonable attorneys' fees and costs. On March 8, 2016, plaintiffs and defendants entered

### **State Effective Dates**

The following states have franchise laws that require that the Franchise Disclosure Document be registered or filed with the state, or be exempt from registration: California, Hawaii, Illinois, Indiana, Maryland, Michigan, Minnesota, New York, North Dakota, Rhode Island, South Dakota, Virginia, Washington, and Wisconsin.

This document is effective and may be used in the following states, where the document is filed, registered or exempt from registration, as of the Effective Date stated below:

<b>State</b>	<b>Effective Date</b>
California	Exempt
Hawaii	April 11, 2024, as amended <del>July 15, 2024</del> <u>on Pending</u>
Illinois	Exempt
Indiana	April 5, 2024
Maryland	April 5, 2024 (Exempt)
Michigan	March 29, 2024
Minnesota	April 9, 2024, as amended <del>August 2, 2024</del> <u>on Pending</u>
New York	Exempt
North Dakota	April 10, 2024 (Exempt)
Rhode Island	March 30, 2024 (Exempt)
South Dakota	April 4, 2024
Virginia	April 21, 2024, as amended <del>July 17, 2024 (Exempt)</del> <u>on Pending</u>
Washington	April 15, 2024 (Exempt)
Wisconsin	March 31, 2024, as amended July 8, 2024 <u>and January 6, 2025</u>

**ITEM 23  
RECEIPT**

This disclosure document summarizes certain provisions of the franchise agreement and other information in plain language. Read this disclosure document and all agreements carefully.

If Schlotzsky's Franchisor SPV LLC offers you a franchise, we must provide this Disclosure Document to you 14 calendar days before you sign a binding agreement with, or make a payment to, the franchisor or an affiliate in connection with the proposed franchise sale. Iowa requires that we provide you with this Disclosure Document at the earlier of the first personal meeting or 14 calendar days before you sign a binding agreement with, or make payment to, us or one of our affiliates in connection with the proposed sale. New York requires that we provide you with this Disclosure Document at the earlier of the first personal meeting or ten business days before you sign a binding agreement with, or make payment to, us or one of our affiliates in connection with the proposed sale. Michigan requires that we provide you with this Disclosure Document ten business days before you sign a binding agreement with, or make payment to, us or one of our affiliates in connection with the proposed sale.

If Schlotzsky's Franchisor SPV LLC does not deliver this disclosure document on time or if it contains a false or misleading statement, or a material omission, a violation of federal law and state law may have occurred and should be reported to the Federal Trade Commission, Washington, D.C. 20580 and the applicable state agency listed in Exhibit F.

The name, principal business address, and telephone number of each franchise seller offering the franchise is as follows: \_\_\_\_\_ 5620 Glenridge Drive NE, Atlanta, Georgia 30342 and its telephone number is (404) 255-3250.

Schlotzsky's Franchisor SPV LLC, the seller of these franchises, authorizes the agencies shown on Exhibit G to receive service of process for it in certain states.

The issuance date of this Disclosure Document is March 29, 2024, as amended on July 8, 2024 and January 6, 2025.

I, personally, and as a duly authorized officer of the prospective franchisee (if the franchisee is an Entity), hereby acknowledge receipt from Schlotzsky's Franchisor SPV LLC of the Franchise Disclosure Document (to which this Receipt is attached) dated March 29, 2024, as amended on July 8, 2024 and January 6, 2025.

This Disclosure Document included the following exhibits: A – Financial Statements; B – Franchise Agreement and Related Agreements; C – Other Agreements; D – Information on Franchisees; E- Information on Former Franchisees; F – State Administrators; G- Agents for Service of Process; H – State Addenda to Disclosure Document; and I – Franchisee Disclosure Acknowledgement.

Dated: \_\_\_\_\_

PROSPECTIVE FRANCHISEE:

If a corporation or LLC:

If an individual:

\_\_\_\_\_  
(Name of corporation or LLC)

\_\_\_\_\_  
(Signature)

By: \_\_\_\_\_

\_\_\_\_\_  
(Print Name)

Its \_\_\_\_\_  
(Title)

\_\_\_\_\_  
(Signature)

**ITEM 23  
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If Schlotzsky's Franchisor SPV LLC offers you a franchise, we must provide this Disclosure Document to you 14 calendar days before you sign a binding agreement with, or make a payment to, the franchisor or an affiliate in connection with the proposed franchise sale. Iowa requires that we provide you with this Disclosure Document at the earlier of the first personal meeting or 14 calendar days before you sign a binding agreement with, or make payment to, us or one of our affiliates in connection with the proposed sale. New York requires that we provide you with this Disclosure Document at the earlier of the first personal meeting or ten business days before you sign a binding agreement with, or make payment to, us or one of our affiliates in connection with the proposed sale. Michigan requires that we provide you with this Disclosure Document ten business days before you sign a binding agreement with, or make payment to, us or one of our affiliates in connection with the proposed sale.

If Schlotzsky's Franchisor SPV LLC does not deliver this disclosure document on time or if it contains a false or misleading statement, or a material omission, a violation of federal law and state law may have occurred and should be reported to the Federal Trade Commission, Washington, D.C. 20580 and the applicable state agency listed in Exhibit F.

The name, principal business address, and telephone number of each franchise seller offering the franchise is as follows: \_\_\_\_\_ 5620 Glenridge Drive NE, Atlanta, Georgia 30342 and its telephone number is (404) 255-3250.

Schlotzsky's Franchisor SPV LLC, the seller of these franchises, authorizes the agencies shown on Exhibit G to receive service of process for it in certain states.

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Dated: \_\_\_\_\_

PROSPECTIVE FRANCHISEE:

If a corporation or LLC:

If an individual:

\_\_\_\_\_  
(Name of corporation or LLC)

\_\_\_\_\_  
(Signature)

By: \_\_\_\_\_

\_\_\_\_\_  
(Print Name)

Its \_\_\_\_\_  
(Title)

\_\_\_\_\_  
(Signature)