

## How to Use This Franchise Disclosure Document

Here are some questions you may be asking about buying a franchise and tips on how to find more information:

<b>QUESTION</b>	<b>WHERE TO FIND INFORMATION</b>
<b>How much can I earn?</b>	Item 19 may give you information about outlet sales, costs, profits or losses. You should also try to obtain this information from others, like current and former franchisees. You can find their names and contact information in Item 20 or Exhibit B.
<b>How much will I need to invest?</b>	Items 5 and 6 list fees you will be paying to the franchisor or at the franchisor's direction. Item 7 lists the initial investment to open. Item 8 describes the suppliers you must use.
<b>Does the franchisor have the financial ability to provide support to my business?</b>	Item 21 or Exhibit C includes financial statements. Review these statements carefully.
<b>Is the franchise system stable, growing, or shrinking?</b>	Item 20 summarizes the recent history of the number of company-owned and franchised outlets.
<b>Will my business be the only FLEET FEET business in my area?</b>	Item 12 and the “territory” provisions in the franchise agreement describe whether the franchisor and other franchisees can compete with you.
<b>Does the franchisor have a troubled legal history?</b>	Items 3 and 4 tell you whether the franchisor or its management have been involved in material litigation or bankruptcy proceedings.
<b>What's it like to be a FLEET FEET franchisee?</b>	Item 20 or Exhibit B lists current and former franchisees. You can contact them to ask about their experiences.
<b>What else should I know?</b>	These questions are only a few things you should look for. Review all 23 Items and all Exhibits in this disclosure document to better understand this franchise opportunity. See the table of contents.

## TABLE OF CONTENTS

ITEM	PAGE
ITEM 1.	THE FRANCHISOR, AND ANY PARENTS, PREDECESSORS AND AFFILIATES..... 1
ITEM 2.	BUSINESS EXPERIENCE..... 4
ITEM 3.	LITIGATION..... 8
ITEM 4.	BANKRUPTCY..... 89
ITEM 5.	INITIAL FEES..... 89
ITEM 6.	OTHER FEES..... 1011
ITEM 7.	ESTIMATED INITIAL INVESTMENT..... 1617
ITEM 8.	RESTRICTIONS ON SOURCES OF PRODUCTS AND SERVICES..... 1920
ITEM 9.	FRANCHISEE'S OBLIGATIONS..... 2324
ITEM 10.	FINANCING..... 25
ITEM 11.	FRANCHISOR'S ASSISTANCE, ADVERTISING, COMPUTER SYSTEMS AND TRAINING..... 25
ITEM 12.	TERRITORY..... 35
ITEM 13.	TRADEMARKS..... 37
ITEM 14.	PATENTS, COPYRIGHTS AND PROPRIETARY INFORMATION..... 39
ITEM 15.	OBLIGATION TO PARTICIPATE IN THE ACTUAL OPERATION OF THE FRANCHISE BUSINESS..... 41
ITEM 16.	RESTRICTIONS ON WHAT THE FRANCHISEE MAY SELL..... 42
ITEM 17.	RENEWAL, TERMINATION, TRANSFER AND DISPUTE RESOLUTION..... 43
ITEM 18.	PUBLIC FIGURES..... 4849
ITEM 19.	FINANCIAL PERFORMANCE REPRESENTATIONS..... 4849
ITEM 20.	OUTLETS AND FRANCHISEE INFORMATION..... 5051
ITEM 21.	FINANCIAL STATEMENTS..... 5859
ITEM 22.	CONTRACTS..... 5859
ITEM 23.	RECEIPT..... 5859
Exhibit A	FLEET FEET FRANCHISE AGREEMENT with Attachment 1 (Site Selection Addendum with Lease Rider) Attachment 2 (Continuing Personal Guaranty) Attachment 3 (Internet, Social Media, and Telephone Assignment) Attachment 4 (Nondisclosure and Noncompetition Agreement) Attachment 5 (Nondisclosure and Non-Solicitation Agreement)
Exhibit B-1	Listing of Current Franchisees
Exhibit B-2	Listing of Certain Past Franchisees
Exhibit C	Financial Statements
Exhibit D	Special Circumstances Addenda
Exhibit E	State Specific Addenda
Exhibit F	Federal and State Regulatory Authorities and Agents for Service of Process
Exhibit G	Sample General Release Agreement
Exhibit H	First Addendum to Renewal Franchise Agreement
Exhibit I	Agreement and Conditional Consent to Transfer
Exhibit J	ACH/EFT Transfer Agreement

		Millar, LLC, which is headquartered in Raleigh, North Carolina.
CYNTHIA SHEATS	Director	<del>Since</del> From September 2017 <u>and through December 2024</u> , Ms. Sheats <del>has</del> served as a Director of ONWARD OUTDOOR BRANDS, FLEET FEET, INCORPORATED, FFSDC, and FFS Digital. These positions are located in Carrboro, North Carolina but she has <del>been working</del> <u>worked</u> from St. Louis, Missouri since February 2022. <del>Since August 2022</del> From September 2017 and through <u>December 2024</u> , she <del>has</del> served as a Director for MARATHON SPORTS, LLC, which has headquarters in Waltham, Massachusetts. From September 2016 to September 2020, Ms. Sheats <del>has</del> served as a Precinct Official for the Wake County Board of Elections in Raleigh, North Carolina. From April 2018 until January 2023 she was the owner of Short Walk Wines, located in Raleigh, North Carolina. From December 2015 to May 2019, Ms. Sheats also served as a Director of STOMP The Monster NC in Raleigh, North Carolina.
JAMES LACKLAND	Director	Since September 2020 Mr. Lackland has served as a Director of ONWARD OUTDOOR BRANDS, FLEET FEET, INCORPORATED, FFSDC, and FFS Digital. All those positions are located in Carrboro, North Carolina. In November 2019, Mr. Lackland co-founded Core Ai Corporation, located in Cary, North Carolina and has served as Chief Financial Officer. Since August 2022, he has served as a Director for MARATHON SPORTS, LLC, which has headquarters in Waltham, Massachusetts. Additionally, beginning in July 2017, Mr. Lackland has served as a Business Development and Practice Manager for Skin Wellness Dermatology Associates in Durham, North Carolina.
<u>JENNIFER MOSES</u>	<u>Director</u>	<u>Since December 2024, Ms. Moses has served as a Director of ONWARD OUTDOOR BRANDS, FLEET FEET, INCORPORATED, FFSDC, and FFS Digital. All those positions are located in Carrboro, North Carolina. Since April 2023 she has served as Chief Financial Officer for IMC, located in Raleigh, North Carolina. From February 2015 to March 2023 she was Chief Financial Officer with G1 Therapeutics, Inc., based in Research Triangle Park, North Carolina.</u>
JOEY POINTER	President and Chief Executive Officer, Director	Since June 2017, Mr. Pointer has served as President and Chief Executive Officer and as a Director of ONWARD OUTDOOR BRANDS, FLEET FEET, INCORPORATED, FFSDC, and FFS Digital. Since March 2021 he has also served as Director of RUNNING LOGISTICS, LLC. Since August 2022, he has served as a Director and Chief Executive Officer for MARATHON SPORTS, LLC, which

		of Retail Operations from April 2016 to March 2019.
CATHERINE MOLOZNIK	Vice President, Purchasing and Merchandising	Since 2022, Mrs. Moloznik has served as our Vice President of Purchasing and Merchandising. Previously, she served as our Senior Director of Merchandise Planning and Analytics from January 2020 to December 2021. These positions were located in Carrboro, North Carolina. Prior to joining the corporate team, Mrs. Moloznik served as Director of Merchandise and Product Marketing from March 2014 until December 2019 of Fleet Feet - Chicago, or DLZIMCO LLC in Chicago, Illinois.
KEVIN STAUDT	Vice President, Business Operations	Since August 2024, Mr. Staudt has served as our Vice President of Business Operations. From September 2021 to August 2024, he served as Vice President of Finance for Quality Restaurant Group, based in Greensboro, NC. From November 2007 to September 2021, he was Vice President of Finance and Operations for Fleet Feet - Chicago, or DLZIMCO LLC in Chicago, Illinois
MARY-CHELSE A BANISTER	Vice President, Supply Chain Transformation	Since April 2024, Ms. Banister has served as our Vice President of Supply Chain Transformation. From July 2020 to November 2023, she was a business development manager for Free Fly apparel in Charleston, South Carolina. From July 2018 to July 2020, she was <del>an</del> Omnichannel Senior Analyst for Carters, Inc. in Atlanta, GA.
<u>JONATHAN SIPLING</u>	<u>Vice President, Marketing and Digital</u>	<u>Since October 2024, Mr. Sipling has served as the Vice President of Marketing for us and Digital. From March 2023 to January 2024, he was the Senior Vice President and Chief Marketing Officer for Dish Wireless in Littleton, Colorado. From January 2022 to July 2022, he was the Chief Revenue Officer for Elevate Brands in Austin, Texas. From December 2020 to January 2022 he was the Chief Marketing Officer for the Specialty, Luxury, and Professional division of Wayfair in Boston, Massachusetts. From September 2017 to December 2020, he was the Vice President of Marketing for Audible and the Director of Global Startup Marketing for Amazon Web Services in Seattle, Washington.</u>

As referenced in Item 1, from 2012 to 2023, ONWARD OUTDOOR BRANDS operated under the name, "FLEET FEET SPORTS, LLC."

**ITEM 3. LITIGATION**

No litigation is required to be disclosed in this Item.

**ITEM 4. BANKRUPTCY**

## 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:

State	Effective Date
California	April 5, 2024
Hawaii	Not Registered
Illinois	<del>Pending</del> <u>April 9, 2024, as amended September 20, 2024</u>
Indiana	April 9, 2024, as amended September 20, 2024
Maryland	April 5, 2024
Michigan	April 22, 2024
Minnesota	April 22, 2024, as amended October 11, 2024
New York	April 25, 2024
North Dakota	May 6, 2024, as amended September 23, 2024
Rhode Island	April 30, 2024, as amended September 23, 2024
South Dakota	April 4, 2024
Virginia	April 4, 2024, as amended September 24, 2024
Washington	April 10, 2024
Wisconsin	April 4, 2024, as amended September 19, 2024

Other states may require registration, filing, or exemption of a franchise under other laws, such as those that regulate the offer and sale of business opportunities or seller-assisted marketing plans.

**EXHIBIT M  
RECEIPT**

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

If FLEET FEET, INCORPORATED offers you a franchise, it must provide this disclosure document to you 14 calendar days before you sign a binding agreement or make a payment to the franchisor or an affiliate in connection with the proposed franchise sale. New York requires you to receive this Franchise Disclosure Document at the earlier of the first personal meeting or 10 business days before the execution of the franchise or other agreement or the payment of any consideration that relates to the franchise relationship. Iowa requires you to you to receive this Franchise Disclosure Document at the earlier of the first personal meeting or 14 calendar days before the execution of the franchise or other agreement or the payment of any consideration that relates to the franchise relationship. Michigan requires you to receive this Franchise Disclosure Document 10 business days before the execution of the franchise or other agreement or the payment of any consideration that relates to the franchise relationship.

If FLEET FEET, INCORPORATED 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 and state law may have occurred and should be reported to the Federal Trade Commission, Washington, DC 20580 and to the appropriate state agency listed on Exhibit F.

The name, principal business address and telephone number of each franchise seller offering the franchise:

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
JOHN MOLOZNIK 310 E. Main Street, Ste. 200 Carrboro, NC 27510 (919) 942-3102		

Issuance Date: April 3, 2024, as amended September 19, 2024, as amended December 16, 2024

FLEET FEET authorizes the state agencies identified on Exhibit F as its registered agent authorized to receive service of process. Our North Carolina registered agent is Ritchie W. Taylor and the registered agent address is 3605 Glenwood Avenue, Ste. 500, Raleigh, NC 27612.

I have received a disclosure document dated April 3, 2024, as amended September 19, 2024, as amended December 16, 2024 that included the following:

- Exhibit A – FLEET FEET FRANCHISE AGREEMENT with attached Site Selection Addendum with Lease Rider; Continuing Personal Guaranty; Internet, Social Media, and Telephone Assignment; Nondisclosure and Noncompetition Agreement; Nondisclosure and Non-Solicitation Agreement
- Exhibit B-1 – Store Directory/Listing of Current Franchisees
- Exhibit B-2 – Listing of Certain Past Franchisees
- Exhibit C – Financial Statements
- Exhibit D – Special Circumstances Addenda
- Exhibit E – State Specific Addendum to Franchise Agreement and Franchise Disclosure Document
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- Exhibit G – Sample General Release Agreement
- Exhibit H – First Addendum to Renewal Franchise Agreement
- Exhibit I – Agreement and Conditional Consent to Transfer
- Exhibit J –ACH/EFT Transfer Agreement
- Exhibit K – Fulfillment Service Provider Agreement
- Exhibit L – Form of Franchise Compliance Certification
- Exhibit M – Receipt

Date	Signature	Printed Name
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Please sign this copy of the receipt, date your signature, and return it to FLEET FEET, INCORPORATED, Franchise Administration Department, P.O. Box 1269, Carrboro, NC 27510.

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