

You may wish to receive your Disclosure Document in another format that is more convenient for you. To discuss availability of disclosures in different formats, contact Michael Miller at 1320 North Route 59, Unit 110, Naperville, IL 60563 and (510) 817-2786.

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. Information comparing franchisors is available. Call your state agency or conduct research on the Internet for sources of information. More information on franchising, such as the "A Consumer's Guide to Buying a Franchise," is available from the Federal Trade Commission (FTC). You can contact the FTC at 1-877-FTCHELP or by writing to the FTC at 600 Pennsylvania Avenue, NW, Washington, DC 20580. You can also visit the FTC's home page at www.ftc.gov for additional information. Call your state agency or visit your public library for other sources of information on franchising. In addition, there may be laws on franchising in your state. Ask your state agencies about them.

The issuance date is: June 4, 2024, as amended August 23, 2024

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connectivity. They may also try occupational therapy, physical therapy, nutritional counseling, speech counseling, or other specialized therapies. Although we do not provide academic tutoring or psychological or physiological therapy, these other specialized therapists are also direct market competitors.

Although we do not believe that the programs discussed above are direct competitors, besides other BBF franchisees and our Center(s), there are a handful of educational programs and SLCs that specifically address learning difficulties or behavioral disorders. We believe that this is a developing market, but most of the approaches utilized by our competitors address only certain aspects of our integrated brain and body approach.

Indirect Competitors

Our primary indirect competitors are SLCs focused on basic academic skills, test preparation, and tutoring for K-12. The leading companies do not offer specific intervention for people with issues of brain connectivity, provide tutoring only, and do not address the combination of nutritional programs, sensory-motor stimulus, and learning and behavioral exercises.

ITEM 2 BUSINESS EXPERIENCE

Chairman: ALEEM CHOUDHRY

Aleem Choudhry co-founded Crane Street Capital in 2009 and serves as the managing partner, and works from Austin, Texas. He has had over 21 years of private equity and transaction experience. Prior to Crane Street, Mr. Choudhry was Principal and Co-Founder of the North American office of Englefield Capital, a London based middle market private equity firm. Prior to Englefield, he was a Vice President at FFL, a San Francisco based middle market private equity firm. Before private equity, Mr. Choudhry worked as an investment banker at Goldman Sachs and Wasserstein Perella, where he began his career.

Director: DR. BEN LITALIEN, CFE

Dr. Litalien has served as a Director of Brain Balance Holdings, Inc. since June 2016, and currently works from Stafford, Virginia. He is also the founder and President of Franchise Well, LLC and has been since October 2008. Ben is an Adjunct Instructor at Georgetown University in Washington, DC since September 2008. He is also an Adjunct Associate Professor at The University of Maryland Global Campus in Adelphi, Maryland and has been since October 2010. Ben is Chief Development Officer of Daddy's Franchising and a Director since August 2021. Ben has served as Chief Development Officer for fit20 USA Franchising, LLC since January 2018 and for BidExecs Franchising, LLC from September 2019 to December 2021. He was the Chief Development Officer of Zerorez Franchising System, Inc. from September 2012 to August 2017, and he has been a Director of that company from September 2017 to December 2021. He has been a Director of JIBU Holdings, LLC since January 2014. He served as Chief Development Officer of Malawi's Franchise Development Company, LLC from January 2014 to November 2018, and President of that company from October 2017 to November 2018. He was the Chief Development Officer of SWAT Franchise Development, LLC from September 2017 to January 2019 and was the Chief Development Officer of XD Holdings, LLC from November 2016 to December 2017. He was a Director of the Cleaning Authority, LLC from November

2015 to November 2016 and was on the Board of Directors of the Institute of Certified Franchise Executives (ICFE) from November 2015 until September 2019. Except as otherwise stated, Ben has served in the above positions from his offices in Stafford, Virginia.

Director: PATRICIA B. MILLER

Ms. Miller has served as a Board Director of Brain Balance Holdings, Inc., since January 2015, and currently works from in Naples, Florida. She has served on the Board of KSS Preschools since January 2020. Ms. Miller also serves on the Board of Chancelight Behavior Health, Therapy and Education since October 2021. She was the Chief Operating Officer then President of Spring Education Group, Inc. (formerly Nobel Learning Communities, Inc.) from January 2004 to March 2020. Nobel Learning was acquired by Spring Education July 2018. From January 2018 to present, she also serves on the Board for The Ohio State University School of Communications Development as well as PathwaysPA since 2009.

Director: CATHERINE MONSON, CFE

Ms. Monson has served as a Director of Brain Balance Holdings, Inc. since June 2016, and currently works from Carrollton, Texas. She has been the Chief Executive Officer, President and a Director of the franchisor FASTSIGNS International, Inc., since January 2009 (in October 2022, she was appointed a President of FASTSIGNS International and since that time remains as CEO and a Director of FASTSIGNS International) and is CEO of the multi-brand franchisor platform company Propelled Brands since September 2020. Since February 2008, Ms. Monson has been on the International Franchise Association Board of Directors and was the Chair of the International Franchise Association from February 2020 through February 2022. Since February of 2019, she has been on the Board of Directors of the Big Blue Swim School, a swim school franchise. From March of 2015 to June of 2018, she was on the Board of Directors of the franchisor The Learning Experience.

Chief Executive Officer: MARGARET FORD

Ms. Ford started as the Chief Executive Officer of BB Franchising in June 2024, and currently works from Studio City, California. Before joining Brain Balance, Ms. Ford served as a Finance Executive at the Walt Disney Company from August 2022 to June 2024 in Burbank, California, leading the financial planning and analysis of the studio's film and television projects. Prior to that, she worked as Chief Operating Officer at Equitas Academy Charter Schools Inc., in the Pico Union community of Los Angeles, California from June 2018 to August 2022, leading the operations and finance teams for 6 schools, 225 staff members and \$40M.

Chief Operating Officer: MICHAEL MILLER

Mr. Miller has been the Chief Operating Officer since June 2022, and currently works from Wexford, Pennsylvania. He joined Brain Balance as the Vice President of Enrollment in December 2018. Mr. Miller previously served as the Sr Vice President of Admissions Operations and Strategy for Education Corporation of America from June 2016 to November 2018. Mr. Miller served with the Concorde Education Group from June 2015 to June 2016 as Sr Vice President of Admissions, Vice President of Admissions and later COO for Medtech from

October 2012 to May 2015. Prior to that, Mr. Miller worked for Kaplan Higher Education from November 2000 to October 2012. Serving as the Sr. Vice President of Admissions from October 2011 to October 2012, Regional Vice President of Admissions from October 2002 to October 2011 and as Director of Admissions from November 2000 to September 2002.

Chief Financial Officer: KIMBERLY MALANDRINO

Mrs. Malandrino has been the Chief Financial Officer of Brain Balance since November 2022, and currently works from Winfield, Illinois. She joined Brain Balance as the Controller in November 2021. Before joining Brain Balance, Mrs. Malandrino served from February 2015 through August 2020 as Business Unit Controller for Martindale-Nolo, an Internet Brands company, which acquired Total Attorneys in February 2015. From January 2007 to February 2015, she worked for Total Attorneys, originally as the Controller and from March 2012 to February 2015 as the Chief Financial Officer.

VP, Program and Outcomes: REBECCA R. JACKSON

Dr. Jackson took on the role of VP of Program and Outcomes in October of 2018, and currently works from Cary, North Carolina. Prior to stepping into this role, Dr. Jackson and her husband were the owner-operators of three Brain Balance centers in North Carolina and Virginia beginning in 2010.

VP, Brand and Public Relations: KAREN RUSSELL

Karen Russell joined Brain Balance in September of 2022, as Vice President of Brand and Public Relations, and currently works from Chicago, Illinois. Before Brain Balance, Karen was the marketing director, brand and creative strategy, for Adtalem Global Education from March 2019 to September 2022 where she was responsible for building and activating their portfolio of healthcare education brands (Chamberlain University, Ross University School of Medicine, Ross University School of Veterinary Medicine, Walden University). Prior to Adtalem, she ran her own brand consultancy from June 2017 to September 2019 serving clients in the healthcare, professional services and education sectors.

VP, Digital Marketing: JENNIFER IRWIN

Jenn Irwin joined Brain Balance in September 2020, as the Director of Digital Marketing and transitioned into her current Vice President of Digital Marketing role in July 2022, and currently works from Geneva, Illinois. Before Brain Balance she was the Director of Digital Delivery and CRO at Adtalem Global Education from May 2018 to August 2020, working across a portfolio of education and ecommerce companies (Chamberlain University, Ross Medical University, Ross Veterinary University, Becker Professional Educational, DeVry University, and ACAMS) to strengthen brands, increase leads and improve profitability. Between June 2011 and May 2018 she worked solely for Chamberlain University as the Interactive Marketing Manager and then later as the Senior Manager of User Experience.

ITEM 3 LITIGATION

No litigation is required to be disclosed in this Item.

2022 Gross Sales		
	# Total Centers	24
	# exceed/meet average	13

2023 Gross Sales		
Top Third		
	Max	\$1,934,476
	Min	\$707,330
	Average	\$994,050
	Median	\$893,546
	# Total Centers	24
	# exceed/meet average	8
2nd Third		
	Max	\$684,088
	Min	\$414,674
	Average	\$538,413
	Median	\$534,783
	# Total Centers	23
	# exceed/meet average	11
3rd Third		
	Max	\$401,431
	Min	\$98,705
	Average	\$295,985
	Median	\$313,230
	# Total Centers	23
	# exceed/meet average	15

The numbers provided in this Item 19 were compiled from the voluntary reporting information that the Franchisees provided to us, data we pulled from our required Customer Relations Management System or, in a few instances, from the results of an audit we conducted of a particular Center's financials. Written substantiation for the financial performance representation will be made available upon reasonable request.

Some Centers have earned these amounts. Your individual results may differ. There is no assurance that you will earn as much.

~~The financial performance representation figures do not reflect the costs of sales, operating expenses, or other costs or expenses that must be deducted from the Gross Revenues or gross sales figures to obtain your net income or profit. You should conduct an independent investigation of the costs and expenses you will incur in operating your franchised business. Franchisees or former franchisees, listed in this Disclosure Document may be one source of this information.~~

State	Year	Number of Transferees
	2023	0
MN	2021	1
	2022	0
	2023	0
MO	2021	1
	2022	0
	2023	0
NE	2021	0
	2022	1
	2023	0
OH	2021	0
	2022	0
	2023	0
SC	2021	1
	2022	0
	2023	0
TX	2021	1
	2022	0
	2023	0
Totals	2021	6
	2022	1
	2023	0

Table No. 3

Status of Franchised Outlets for Years 2021 to 2023

State	Year	Outlets at Start of Year	Outlets Opened	Terminations	Non-Renewals	Reacquired by Franchisor	Ceased Operations - Other Reasons	Outlets at End of the Year
AZ	2021	2	0	0	0	0	0	2
	2022	2	0	0	0	0	0	2
	2023	2	0	0	0	0	0	2
CA	2021	8	1	1	0	0	0	8
	2022	8	0	0	0	0	0	8
	2023	8	<u>10</u>	0	0	0	0	9

State	Year	Outlets at Start of Year	Outlets Opened	Terminations	Non-Renewals	Reacquired by Franchisor	Ceased Operations - Other Reasons	Outlets at End of the Year
OR	2021	2	0	0	0	0	0	2
	2022	2	0	0	0	0	2	0
	2023	0	0	0	0	0	0	0
PA	2021	2	0	0	0	0	0	2
	2022	2	0	0	1	0	0	1
	2023	1	0	0	0	0	0	1
SC	2021	4	0	0	0	0	0	4
	2022	4	0	1	0	0	0	3
	2023	3	0	0	<u>1</u>	0	<u>0</u>	2
TN	2021	2	0	0	0	0	0	2
	2022	2	0	0	0	0	0	2
	2023	2	0	0	0	0	0	2
TX	2021	10	1	0	0	0	0	11
	2022	11	0	0	0	0	0	11
	2023	11	0	0	0	0	2	9
UT	2021	3	0	0	0	0	0	3
	2022	3	0	0	0	0	0	3*
	2023	3	0	0	0	0	0	3
VA	2021	2	0	0	0	0	0	2
	2022	2	0	0	0	0	0	2
	2023	2	0	0	0	0	0	2
WI	2021	1	0	0	0	0	0	1
	2022	1	1	0	0	0	0	2
	2023	2	0	0	0	0	0	2
Totals	2021	82	3	2	0	0	1	82
	2022	82	1	3	1	0	5	74
	2023	74	<u>1</u>	<u>2</u>	0	0	4	69

*The Bountiful, UT Brain Balance Center is in the process of a relocation and is currently operating solely offering the Brain Balance Program through Virtual Program delivery.

Table No. 4

Status of Company-Owned Outlets for Years 2021 to 2023

State	Year	Outlets at Start of the Year	Outlets Opened	Outlets Reacquired from Franchisee	Outlets Closed	Outlets Sold to Franchisee	Outlets at End of Year
California	2021	1	0	0	1	0	0
	2022	0	0	0	0	0	0
	2023	0	0	0	0	0	0
Total	2021	1	0	0	1	0	0
	2022	0	0	0	0	0	0
	2023	0	0	0	0	0	0

Table No. 5

Projected Openings as of December 31, 2023

State	Franchises for Which Agreement Signed But Franchise Not Opened	Projected Franchises to Be Opened in the Next Fiscal Year	Projected Company Owned Openings in Next Fiscal Year
Arizona	2	1	0
Florida	1	1	0
Kentucky	1	1	0
Oregon	1	0	0
Texas	1	1	0
Virginia	0	1	0
Maryland	0	0	0
TOTALS	6	5	0

In early 2024, we approved a transfer of the rights under two agreements in Virginia to another operator who intends to open them in Maryland. These two agreements were excluded from Note 3 of our financial statements as a result of the timing of the transaction.

The names and contact information of all Franchisees as of December 31, 2023 are identified on Exhibit G. The names and contact information of all Franchisees who closed or sold a unit in the last fiscal year are identified on Exhibit H.

If you buy this franchise, your contact information may be disclosed to other buyers when you leave the franchise system.

In some instances, current and former franchisees sign provisions restricting their ability to speak openly about their experience with Brain Balance. You may wish to speak with current and former franchisees, but be aware that not all of those franchisees will be able to communicate with you. During the last three years, some franchisees have signed confidentiality clauses.

ITEM 21 FINANCIAL STATEMENTS

Attached as Exhibit C are the ~~audited balance sheets~~ unaudited balance sheet and profit and loss statements from January 1, 2024 through March 31, 2024 as well as the audited financials of BBF as of December 31, 2023, December 31, 2022, and December 31, 2021; the related audited statements of operations and members' equity (deficits); and cash flows for each of the years then ended. These financial statements have been prepared in accordance with generally accepted accounting principles. BBF's fiscal year ends December 31.

ITEM 22 CONTRACTS

Attached as Exhibit A is a copy of the Franchise Agreement to be signed in connection with the Franchised Business offered in this Disclosure Document.

EXHIBITS TO THE FRANCHISE AGREEMENT (Standard agreement)

Attached as Exhibit 1 to Exhibit A is a copy of the Application License Agreement to be signed in connection with the Franchised Business offered in this Disclosure Document.

Attached as Exhibit 2 to Exhibit A is a copy of the ACH Agreement to be signed in connection with the Franchised Business offered in this Disclosure Document.

Attached as Exhibit 3 to Exhibit A is a copy of the Confidentiality and Non-Competition Agreement to be signed by your employees and all officers, directors, members, and partners who are not Franchisees.

Attached as Exhibit 4 to Exhibit A is a copy of the Conditional Assignment of Telephone Numbers to be signed in connection with the Franchised Business offered in this Disclosure Document.

Attached as Exhibit 5 to Exhibit A is a copy of the Conditional Assignment of Lease to be signed in connection with the Franchised Business offered in this Disclosure Document.

Attached as Exhibit 6 to Exhibit A is a copy of the Owner's Guaranty and Assumption of Franchisee's Obligations to be signed in connection with the Franchised Business offered in this Disclosure Document.

Attached as Exhibit C is a copy of the Franchise Agreement to be signed in connection with the Franchised Business offered in this Disclosure Document.

EXHIBITS TO THE FRANCHISE AGREEMENT (Satellite agreement)

Attached as Exhibit 1 to Exhibit B is a copy of the Application License Agreement to be signed in connection with the Franchised Business offered in this Disclosure Document.

Attached as Exhibit 2 to Exhibit B is a copy of the ACH Agreement to be signed in connection with the Franchised Business offered in this Disclosure Document.

BB FRANCHISING LLC
MINNESOTA ADDENDUM

This Addendum to the Franchise Agreement and Disclosure Document is agreed to by and among BB Franchising LLC and the Franchisee identified below:

1. Minnesota Statutes, Section 80C.21 and Minnesota Rules 2860.4400(J) prohibit the franchisor from requiring litigation to be conducted outside Minnesota, requiring waiver of a jury trial, or requiring the franchisee to consent to liquidate damages, termination penalties or judgment notes. In addition, nothing in the Franchise Disclosure Document or agreement(s) can abrogate or reduce (1) any of the franchisee's rights as provided for in Minnesota Statutes, Chapter 80C or (2) franchisee's rights to any procedure, forum, or remedies provided for by the laws of the jurisdiction.
2. With respect to franchises governed by Minnesota law, the franchisor will comply with Minnesota Statutes, Section 80C.14, Subd. 3-5, which require (except in certain specified cases) (1) that a franchisee be given 90 days' notice of termination (with 60 days to cure) and 180 days' notice for non-renewal of the Franchise Agreement and (2) that consent to the transfer of the franchise will not be unreasonably withheld.
3. The franchisor will protect the franchisee's rights to use the trademarks, service marks, trade names, logotypes or other commercial symbols or indemnify the franchisee from any loss, costs or expenses arising out of any claim, suit or demand regarding the use of the name.
4. Minnesota considers it unfair to not protect the franchisee's right to use the trademarks. Refer to Minnesota Statutes, Section 80C.12, Subd. 1(g).
5. Minnesota Rules 2860.4400(D) prohibits a franchisor from requiring a franchisee to assent to a general release.
6. The franchisee cannot consent to the franchisor obtaining injunctive relief. The franchisor may seek injunctive relief. See Minn. Rules 2860.4400J.
7. A court will determine if a bond is required.
8. The Limitations of Claims section must comply with Minnesota Statutes, Section 80C.17, Subd. 5.
9. NSF checks are governed by Minnesota Statute 604.113, which puts a cap of \$40 on service charges.

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10. No statement, questionnaire, or acknowledgment signed or agreed to by a franchisee in connection with the commencement of the franchise relationship shall have the effect of (i) waiving any claims under any applicable state franchise law, including, fraud in the

inducement, or (ii) disclaiming reliance on any statement made by any franchisor, franchise seller, or other person acting on behalf of the franchisor. This provision supersedes any other term of any document executed with the franchise.

Dated: _____

BB FRANCHISING LLC

By: _____ (L.S.)
Margaret Ford, CEO

Date: _____

FRANCHISE:

By: _____ (L.S.)

By: _____ (L.S.)

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EXHIBIT H

LIST OF FORMER FRANCHISEES THAT LEFT THE SYSTEM

Sold:

Non-Renewal:

Closed/Ceased Operating for Other Reason:

Nebraska/Florida:

Amanda Gunter
1011 W.P. Ball Blvd.
Sanford, FL 32771
Amanda Gunter
Cale.Furstenburg.lakemary@brainbalancecenters.com
Brain Balance of Elkhorn/Millard
17837 Pierce Plaza
Omaha, NE 68130
Cale and Melanie Furstenberg
elkhorn@brainbalancecenters.com
(T) (402)321-933-3541-351-7501

South Carolina:

Jessica Wick
1117 Market Center Blvd. Suite 101
Mount Pleasant, SC 29464
Jessica Wick
mtpleasant@brainbalancecenters.com
(T) (843) 352-7751

Texas:

Anna and Eric Bauereis and Gerold Chan
BBC of Austin
4613-A Bee Caves Road
Austin, TX 78746
Anna Bauereis
Austin@brainbalancecenters.com
(T) (512) 328-7771

Anna and Eric Bauereis and Gerold Chan
BBC of Cedar Park
920 N. Vista Ridge Blvd., Suite 600
Cedar Park, TX 78613

Anna Bauereis
brainbalanceofcedarpark@gmail.com
(T) (737) 204-0171

Terminated:

Nebraska:

Cale Furstenburg
Brain Balance of Elkhorn/Millard
17837 Pierce Plaza
Omaha, NE 68130
Cale and Melanie Furstenberg
elkhorn@brainbalancecenters.com
(T) (402) 933-3541

EFFECTIVE DATES

The following states have franchise laws that require that the Franchise Disclosure Document be registered or filed with the states, 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:

Jurisdiction

Effective Date

California	Not yet applied for <u>Pending</u>
Hawaii	Not yet applied for <u>Pending</u>
Illinois	Not yet applied for <u>August 19, 2024</u>
Indiana	May <u>July 10, 2023</u> 2024
Maryland	Not yet applied for <u>Pending</u>
Michigan	August 18, 2023 <u>Pending</u>
Minnesota	Not yet applied for <u>Pending</u>
New York	Not yet applied for <u>Pending</u>
North Dakota	Not yet applied for <u>Pending</u>
Rhode Island	Not yet applied for <u>Pending</u>
South Dakota	Not yet applied for <u>July 10, 2024</u>
Virginia	Not yet applied for <u>July 29, 2024</u>
Washington	Not yet applied for <u>Pending</u>
Wisconsin	May 17 <u>June 26, 2023</u> 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.

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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 BBF 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 BBF or an affiliate in connection with the proposed franchise sale, or sooner if required by applicable state law.

If BBF 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, D.C. 20580 and the state agencies listed in Exhibit D.

BBF's franchise sellers include:

Margaret Ford, CEO	1320 North Route 59, Unit 110, Naperville, IL 60563	(510) 817-2786
Michael Miller, COO	1320 North Route 59, Unit 110, Naperville, IL 60563	(510) 817-2786

And additional franchise sellers listed here: Kimberly Malandrino, Controller; Dr. Rebecca Jackson, VP of Programs and Outcomes; and Arwen Rosser, Director of Franchise Operations. All with the address and phone number listed above.

Issuance Date: June 4, 2024, as amended August 23, 2024

BBF authorizes the agents listed in Exhibit E to receive service of process for BBF.

I have received a Franchise Disclosure Document effective Pending that included the following exhibits:

Exhibit A Franchise Agreement and Exhibits and Schedules to Franchise Agreement:

- Schedule 1 – Franchised Territory
- Exhibit 1 – Application License Agreement
- Exhibit 2 – ACH Agreement
- Exhibit 3 – Confidentiality/Non-Competition Agreement
- Exhibit 4 – Conditional Assignment of Telephone Numbers
- Exhibit 5 – Conditional Assignment of Lease
- Exhibit 6 – Owner's Guaranty and Assumption of Franchisee's Obligations

Exhibit B Satellite Franchise Agreement

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Exhibit C Financial Statements

Exhibit D List of State Administrators

Exhibit E Agents for Service of Process

Exhibit F State Addenda to Disclosure Document

Exhibit G-1 List of Franchisees

Exhibit G-2 List of Franchisees with Signed Agreements but not Open Centers

Exhibit H List of Former Franchisees

Exhibit I Operations Manual - Table of Contents

Exhibit J State Effective Dates

Exhibit K Receipts

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