

FRANCHISE DISCLOSURE DOCUMENT



SPHERION STAFFING, LLC
(A Delaware Limited Liability Company)
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Spherion Staffing, LLC offers franchises in the business of providing clients with high quality general staffing services.

The total investment necessary to begin operation of a Spherion General Staffing franchise ranges from \$214,325 to \$342,575. This includes \$40,000 that must be paid to Spherion or its 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 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 the franchising department at One Overton Park, 3625 Cumberland Blvd., Suite 500, Atlanta, GA 30339 and (770) 303-6770.

The terms of your contract will govern your franchise relationship. Don't rely on the Disclosure Document alone to understand your contract. Read your entire 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. 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 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 agencies about them.

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ITEM 2 BUSINESS EXPERIENCE

Chief Executive Officer of Randstad North America, Inc.: Marc-Etienne Julien

Mr. Julien has served as the Chief Executive Officer of Randstad North America, Inc. since October 2023, and has been an integral part of the Randstad family for over 20 years, serving in various roles, including Chief Talent Officer, CEO of Randstad Canada, Managing Director of Global Talent and Global Perm Managing Director. ~~He is also the founder of the Ride for Myriam, a charitable bike ride created to honor one Randstad employee's fight against cancer.~~

President: Kathryn George

Ms. George became our President in February of 2024. Prior to her current role, she served as Executive Vice President of Franchise Development and Growth from October 2022 to February 2024, Director of Operations, Franchise/License Division at Spherion from January 2010 to July 2012, Regional Vice President from July 2012 to December 2014, and Senior Vice President from December 2014 to October 2022. Ms. George has been located in New York and New Jersey that entire time, and her work with the Company and its predecessors totals more than 18 years.

Executive Vice President, Franchise Business Enablement: Jamie Cirrito

Mr. Cirrito has over 23 years of experience in staffing and became our Executive Vice President of Franchise Business Enablement in October of 2022. Prior to his current role, he served as SVP of Franchise Operations at Spherion from June 2019 to October 2022. He spent 2 years at The Intersect Group from 2015 to 2017, and then led Sixcel's consulting practice from 2017 to 2019. ~~He also has held various roles within recruiting, sales, consulting and executive leadership at TEKsystems, CareWorks Technologies, and Kforce. Mr. Cirrito's areas of staffing expertise include operations, leader development, sales and recruiting, training, new market entry, data analytics and staffing technology.~~

General Counsel: Ross Goldstein

Mr. Goldstein became our General Counsel on October 1, 2021, ~~and has been specializing in franchising, corporate transactions and real estate matters for over 20 years.~~ Prior to joining Spherion, from September 2012 to September 2021, Mr. Goldstein was Chief Legal Officer of BurgerFi International, Inc., a fast casual better burger concept headquartered in North Palm Beach, FL.

Senior Vice President: Lynn Billing

Ms. Billing became our Regional Vice President in May 2010 and our Senior Vice President in December 2014. From November 2006 to May 2010 Ms. Billing was Regional Vice President, Atlanta Market, for SFN and has been located in the Company's Atlanta area offices that entire time. She has worked with the Company and its predecessors for more than 18 years.

Senior Vice President: Debbie Fogarty

Ms. Fogarty joined Spherion in January 2021 as a Senior Vice President supporting our Midwest Region. ~~She has over 35 years of staffing experience.~~ From October 2018 to June 2020, Ms. Fogarty was

the Vice President of the Mid-America Region for Adecco ~~which included running company-owned branches in 17 states~~. From May 2015 to October 2018, Ms. Fogarty led the Mountain West Region for Adecco as a Regional Vice President. ~~She was responsible for the Franchise/License Group for Adecco and Olsten for an 8-year period between April 2007 and April 2015.~~

Senior Vice President, Franchise Development: Dan Brunell

Mr. Brunell joined our franchise development team in November of 2021 ~~and has over 30 years of experience in the staffing and franchising arenas~~. He was previously the President of Dearborn West, LLC, a franchise brokerage he founded in Temecula, CA, ~~that specialized in recruiting candidates for staffing franchises,~~ from 2004 to November 2021.

Senior Director, Owner Relations: Nanci Schulman

Ms. Schulman became our Senior Director, Owner Relations in February 2017. From September 2008 to February 2017, Ms. Schulman was our Director, Owner Relations. Ms. Schulman is located in the Fort Lauderdale, FL area, and has worked with the Company and its predecessors for more than 27 years.

Vice President, Marketing: Doug DeLor

Mr. DeLor became our Vice President of Brand Marketing in February 2021. ~~He has over 25 years of senior marketing leadership experience at some of the most respected and valued brands including McDonald's, GE, RCA and Technicolor.~~ Prior to joining Spherion, Mr. DeLor was Vice President of Sales, Marketing & Customer Success at Givelify, ~~the leading~~ a mobile charitable giving brand headquartered in Indianapolis, IN from January 2019 to October 2020. He was Vice President of Marketing at Marseille Networks, ~~one of Silicon Valley's leading~~ a video technology ~~companies~~ company based in Santa Clara, CA from December 2017 to January 2019. Mr. DeLor also founded the brand marketing consulting agency Department of Branding and was President and Owner from January 2012 to December 2018.

Director of Finance, Franchise Business: Erika Stovall

Ms. Stovall became our Director of Franchise Finance in April 2020. ~~She has broad experience in several financial disciplines, including strategic and corporate finance as well investment banking and mergers & acquisitions (M&A).~~ Prior to joining Spherion, Ms. Stovall was an Integration Finance Consultant at Change Healthcare (contracted through The Intersect Group, a professional services consulting and staffing firm headquartered in Atlanta, GA) from March 2019 to Feb 2020. She has also held finance leadership positions at several prominent corporations. ~~These include,~~ which includes First Data Corporation (now Fiserv), ~~a global leader in payment technology and commerce solutions~~ headquartered in Atlanta, GA, where she served as Director of Finance from May 2016 to December 2018, and Cox Communications, a national provider of digital cable television, telecommunications and Home Automation services headquartered in Atlanta, GA, where she served as Director of Technology Finance from May 2012 to May 2016.

In FY 2023, eighteen of the forty (45.0%) franchisees with tenure of 10+ years under contract surpassed the average Gross Profit Percentage stated above. Eleven of the forty General Staffing franchisees (27.5%) surpassed the average annual Sales stated above, and twelve of the forty General Staffing franchisees (30.0%) surpassed the average annual Gross Profit stated above.

In FY 2023, twenty-three of the sixty-seven (34.3%) franchisees of at least 1 year tenure under contract surpassed the average Gross Profit Percentage stated above. Eighteen of the sixty-seven franchisees (26.9%) surpassed the average annual Sales stated above, and eighteen of the sixty-seven General Staffing franchisees (26.9%) surpassed the average annual Gross Profit stated above.

The information in this Item 19 includes franchisees operating mature offices, and a number of franchisees who bought existing offices, either from us or from a franchisee, as opposed to starting a new office. The information is for all of our Spherion branded franchised operations. However, the information does not include any of the "Area-Based Franchise Agreement" program franchises, described further in Item 1, which operate under a fundamentally different relationship and agreement.

~~Your results will likely differ from the results presented above, depending on your efforts and those of your staff, your particular market size and makeup, and the competition. Other factors that could impact your numbers include, but are not limited to local, regional, national, and international general economic conditions, your business mix (temporary staffing vs. permanent placement, clerical vs. light industrial, and the amount of professional staffing you have, if you receive the right to offer professional staffing services), etc.~~

The financial performance representations above 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. As stated below, 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 the Disclosure Document may be one source of information. To help you analyze what your expenses might be on a monthly basis, we have listed below what we believe to be your normal monthly expense items.

- Salaries and Wages
- Commission/bonus accrual
- Employee Benefits (including payroll taxes and health, life and disability insurance)
- Franchise Data Processing Allocation (MISTEF fee-Section 8 of the Franchise Agreement)
- Insurance (for example, see the required insurances in Section 7(q) of the Franchise Agreement)
- SEM (Search Engine Marketing)
- SEO (Search Engine Optimization)
- Internet/online and social media advertising
- Email & text/SMS marketing
- Out-of-home/billboard advertising
- TV/Cable/YouTube video advertising
- Radio advertising
- Grass roots marketing (flyers, posters and other traditional & digital collateral)
- Meetings/seminars/courses/conventions
- Office supplies
- Equipment/software repair/maintenance
- Bank/credit card fees

**AMENDMENT TO THE SPHERION STAFFING, LLC
FRANCHISE AGREEMENT
REQUIRED BY THE STATE OF MINNESOTA**

In recognition of the requirements of the Minnesota Franchises Law, Minn. Stat. §§ 80C.01 through 80C.22, and of the Rules and Regulations promulgated thereunder by the Minnesota Commissioner of Commerce, Minn. Rules §§ 2860.0100 through 2860.9930, the parties to the attached Spherion Staffing, LLC Franchise Agreement (the “Agreement”) agree as follows:

1. Section 3 of the Agreement, under the heading “Ownership and Protection of the Marks and Copyrights,” shall be amended by the addition of the following new subsection (e):

(e) According to Minnesota Stat. Sec. 80C.12, Subd. 1(g), Company is required to protect any rights Franchisee may have to Company’s proprietary marks.

2. Section 5(a)(1) of the Agreement, under the heading “Restrictive Covenants,” shall be deleted and replaced with the following:

(1) commencing with the execution of this Agreement and for the period extending throughout the Term of this Agreement and any extensions or renewals hereof or until termination of ownership in any Entity formed for the operation of the business described herein, whichever shall first occur, directly or indirectly, within the United States, individually or for any third party, without the prior written consent of Company, (i) own, engage in as a partner, officer, executive or manager, guarantor, director, shareholder (other than as owner of less than five percent (5%) of the issue and outstanding stock of a publicly owned corporation whose securities are traded on a nationally recognized stock exchange), consultant, recruiter or salesperson any Competitive Business; (ii) engage in activity, or assist in any manner, for or on behalf of, any Competitive Business, as an employee, owner, officer, or manager of any such, , Competitive Business; or (iii) solicit, divert or appropriate (or attempt to do so), to or for any Competitive Business, any person or entity which is or was a Customer of Company within the preceding twelve months;

2. Section 13 of the Agreement, under the heading “Term, Renewal,” shall be supplemented by the addition of the following language:

Minnesota law provides franchisees with certain termination, non-renewal, and transfer rights. In sum, Minn. Stat. § 80C.14 (subd. 3, 4, and 5) currently requires, except in certain specified cases, that a franchisee be given 90 days’ notice of termination (with 60 days to cure) and 180 days’ notice of non-renewal of the Franchise Agreement, and that consent to the transfer of the franchise not be unreasonably withheld; and

Minn. Rule Part 2860.4400D prohibits requiring Franchisee to assent to a release, assignment, novation, or waiver that would relieve any person from liability imposed by Minnesota Statutes 1973 Supplement, sections 80C.01 to 80C.22; provided, that this part shall not bar the voluntary settlement of disputes.

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	Exempt as of December 31, 2023
Illinois	Exempt from registration
Indiana	Exempt from registration
Maryland	Pending May 16, 2024
Michigan	April 29, 2024
Minnesota	Pending
New York	Exempt from registration
North Dakota	April 30, 2024
Rhode Island	Pending May 7, 2024
South Dakota	Pending April 30, 2024
Virginia	Pending May 17, 2024
Washington	Pending May 15, 2024
Wisconsin	April 29, 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.