



STATE OF NEW YORK
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INVESTOR PROTECTION BUREAU
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DIVISION OF ECONOMIC JUSTICE
INVESTOR PROTECTION BUREAU

UNREGISTERED FRANCHISOR APPLICATION

PURSUANT TO GBL § 684(1), AN EXEMPTION REQUEST FOR AN UNREGISTERED FRANCHISOR TO EXHIBIT¹ BUT NOT TO SELL² FRANCHISES AT THE INTERNATIONAL FRANCHISE EXPO IN NEW YORK

Please submit your application electronically through the NASAA Franchise Electronic Filing Depository (FRED) by visiting <https://nasaafd.org/> by the following deadlines:

- **U.S.-based franchisors:** Your application must be filed by **May 10, 2026**.
- **International Franchisors:** Your application must be filed by **March 29, 2026**. If you are unable to access FRED in your country, you can email your application to IPBfranchise@ag.ny.gov.

Fee: \$300 for exhibiting all two days (\$150.00 per day) (note: NASAA also charges a separate processing fee)

Name of Franchise Trade Show: International Franchise Expo ("Franchise Expo")

Dates of Franchise Trade Show: May 29-30, 2026

Number of Days You Will Exhibit the Franchise: 2 days

Full Address of Franchise Trade Show Venue: Javits Center, 36th Street and 11th Avenue, New York, NY 10001

The filing of this application does not necessarily mean that an exemption will be granted. This application and the materials received will be reviewed and a determination will be made. Additional documents may be requested in connection with any request for an exemption. The Office of the New York State Attorney General ("OAG") reserves the right to deny a request for an exemption.

*****IMPORTANT NOTES TO FRANCHISORS*****

¹ **Permission to exhibit** includes showcasing, advertising and marketing a franchise to generate interest at the Franchise Expo. Examples of permitted conduct include putting up a promotional sign, describing the franchise model, providing general information regarding franchise fees and estimated investment costs, and taking contact information from Franchise Expo attendees.

² **Prohibition on selling** includes offering to sell or completing the sale of a franchise to a prospective franchisee, either during the Franchise Expo or before the franchisor is registered to sell franchises in New York. Examples of prohibited conduct include (but are not limited to) asking a prospective franchisee to sign a franchise agreement, requesting or accepting any deposit, fee or other payment, or otherwise attempting to finalize franchise terms while participating in the Franchise Expo. Moreover, an unregistered franchisor (i) may not offer or sell franchises in or from New York until the franchisor is registered to sell franchises in New York and (ii) **may not engage in other prohibited conduct noted in the attached Certification (such as making Earnings or Financial Performance Claims (as defined below))**.

*** TO BE COMPLETED BY FRANCHISOR ***

1. Date of Application: _____
2. Franchisor's Name: _____
3. Name of Franchise Being Offered: _____
4. Franchisor's Principal Business Address: _____
5. Franchisor's Phone Number: _____
6. Franchisor's Website and Email Address: _____
7. Franchisor Has Offered Franchises Since: _____
8. Names, addresses and dates of employment of the franchisor's directors, the principal officers, and any other individuals who will have management responsibility relating to the sale or operation of the franchises. Attach a separate page if necessary.

9. Litigation:

A. State whether the franchisor; a predecessor; a parent or affiliate who induces franchise sales by promising to back the franchisor, financially or otherwise, guarantees the franchisor's performance; an affiliate who offers franchises under the franchisor's principal trademark; and any person identified in number 7 above:

(i) Has pending against that person:

(1) An administrative, criminal, or civil action alleging a violation of a franchise, antitrust, or securities law, or alleging fraud, embezzlement, fraudulent conversion, misappropriation of property, unfair or deceptive practices, or comparable allegations.

Yes ___ No ___

(2) Civil actions, other than ordinary routine litigation incidental to business, which are material in the context of the number of franchisees and the size, nature, or financial condition of the franchise system or its business operations.

Yes ___ No ___

(ii) Was a party to any material civil action involving the franchise relationship in the last fiscal year. For purposes of this Item, "franchise relationship" means contractual obligations between the franchisor and franchisee directly relating to the operation of the franchised business (such as royalty payment and training obligations). It does not include actions involving suppliers or other third parties, or indemnification for tort liability.

Yes ___ No ___

(iii) Has in the 10-year period immediately before the disclosure document's issuance date:

(1) Been convicted of or pleaded nolo contendere to a felony charge.

Yes ___ No ___

(2) Been held liable in a civil action involving an alleged violation of a franchise, antitrust, or securities law, or involving allegations of fraud, unfair or deceptive practices, or comparable allegations. "Held liable" means that, as a result of claims or counterclaims, the person must pay money or other consideration, must reduce an indebtedness by the amount of an award, cannot enforce its rights, or must take action adverse to its interests.

Yes ___ No ___

B. Disclose whether the franchisor, a predecessor, a parent or affiliate who guarantees the franchisor's performance, an affiliate who has offered or sold franchises in any line of business within the last 10 years, or any other person identified in number 7 above is subject to a currently effective injunctive or restrictive order or decree resulting from a pending or concluded action brought by a public agency and relating to the franchise or to a Federal, State, or Canadian franchise, securities, antitrust, trade regulation, or trade practice law.

Yes ___ No ___

C. For each "Yes" response above, attach a separate page(s) stating the title of the action, case number or citation, the initial filing date, the names of the parties, the forum, and the relationship of the opposing party to the franchisor (for example, competitor, supplier, lessor, franchisee, former franchisee, or class of franchisees). Summarize the legal and factual nature of each claim in the action, the relief sought or obtained, and any conclusions of law or fact. In addition, state:

- (i) For pending actions, the status of the action.
- (ii) For prior actions, the date when the judgment was entered and any damages or settlement terms.
- (iii) For injunctive or restrictive orders, the nature, terms, and conditions of the order or decree.
- (iv) For convictions or pleas, the crime or violation, the date of conviction, and the sentence or penalty imposed.

10. Disclose the states and countries in which Franchisor is engaged in franchise sales activities (if any):

11. Provide the name, address, telephone number, e-mail address and official title of the person to whom communications regarding the application should be directed:

12. Name and address of franchisor's agent in New York authorized to receive service of process:

Secretary of State of New York, One Commerce Plaza, 99 Washington Avenue, Albany, NY 12231

13. Provide a copy of any promotional materials you will distribute at the Franchise Expo, including brochures, advertisements, posters, photographs, and videos.

CERTIFICATION

I certify and swear under penalty of law that I have read and know the contents of this application, including the promotional and advertising materials attached as an exhibit to this application, and that all material facts stated in all those documents are accurate and those documents do not contain any material omissions.

I further certify that I understand that if the OAG grants this exemption application, it would be subject to the following terms and conditions:

1. that this exemption does *not* permit applicant to:
 - o Sell or Offer to Sell (as defined in Exhibit A attached hereto) franchises from or in New York,
 - o Sell or Offer to Sell franchises at the Franchise Expo,
 - o Provide a Franchise Disclosure Document in New York,
 - o Make Earnings or Financial Performance Claims as defined in Exhibit A attached hereto, or
 - o Violate any other provision of the New York Franchise Sales Act or Franchise Regulations;
2. that this exemption is valid only during the specified dates and times of the Franchise Expo;
3. that a Franchise Expo standard notice sign as detailed in Exhibit B attached hereto must be conspicuously displayed at the booth with the appropriate text. If I do not receive the sign from MFV, I will request it; and
4. that if franchises are offered for sale or sold without approval from the OAG, the franchisor and its agents, representatives, and employees may be subject to civil and/or criminal penalties. This may include obtaining injunctive relief against the franchisor and any other person participating in the proscribed conduct and compelling the franchisor to pay damages and/or to offer rescission (plus interest) to affected franchisees.

I further certify and understand that if the OAG grants this exemption, I agree that it would be impracticable and extremely difficult to ascertain the amount of actual damages caused if the franchisor breached it. Therefore, I agree that in the event it is established that the franchisor or any of its agents, representatives, or employees violate a provision or a condition of this exemption, including the offering for sale or selling of a franchise from or in New York without the OAG's approval, the franchisor shall pay liquidated damages to the OAG in the amount of ten thousand dollars (\$10,000) for each violation. The franchisor agrees that this liquidated damages provision represents reasonable compensation for the loss that would be incurred by the OAG due to any such violation. The franchisor also agrees that nothing in this application or the granting of this exemption is intended to limit the OAG's right to obtain injunctive and other relief as may be appropriate.

I further certify that I am duly authorized to make this certification on behalf of the franchisor. I certify and swear, under the penalties of perjury under the laws of New York, which may include a fine or imprisonment, that the foregoing statements are true, and I understand that this document may be filed in an action or proceeding in a court of law. I understand that if any of the foregoing statements made by me are willfully false, the franchisor and I are subject to investigation, legal proceedings and potential monetary penalties. A paper or electronic copy of this Certification shall be deemed to be an original and may be delivered to the OAG electronically by email transmission or FRED filing, which shall be legally binding and effective as an original.

Executed at (location): _____ on (date): _____

Franchisor: _____

By (signature): _____

Name: _____

Title: _____

STATE OF [*CITY OF for international applicants*] _____ COUNTY OF [*COUNTRY OF for international applicants*] _____

Personally appeared before me this ____ day of _____, 202__, the above-named _____ (name of person) to me known to be the person(s) who executed the foregoing application as _____ (title) of the above-named applicant and being first duly sworn, stated upon oath that said application, and all exhibits submitted herewith, are true and correct.

NAME OF NOTARY PUBLIC: _____

MY COMMISSION EXPIRES: _____

SIGNATURE OF NOTARY PUBLIC: _____

CERTIFICATION

EXHIBIT A

“Earnings or Financial Performance Claim” means any representation, including oral, written, visual or media (including social media) representation to a prospective franchisee by, on behalf of, or at the direction of the franchisor or its agent, from which a specific level or range of actual or potential sales, costs, income or gross or net profit from franchised or non-franchised units may be easily ascertained. A chart, table or mathematical calculation presented to demonstrate possible results based upon a combination of variables (such as multiples of price and quantity to reflect gross sales) is encompassed by this term.

“Sell or Offer to Sell” means offering to sell or completing the sale of a franchise to a prospective franchisee, either during the Franchise Expo or before the franchisor is registered to sell franchises in New York. Examples of prohibited conduct include (but are not limited to) asking a prospective franchisee to sign a franchise agreement, requesting or accepting any deposit, fee or other payment, or otherwise attempting to finalize franchise terms while participating in the Franchise Expo.

CERTIFICATION

EXHIBIT B

**BOOTH SIGN FOR FRANCHISORS THAT
RECEIVED A FRANCHISE EXPO EXEMPTION FROM THE OAG**

(The below language will be posted on a sign that MFV will have made, and you will be required to display it in your booth during the exhibition)



NOTICE TO FRANCHISE EXPO ATTENDEES: **UNREGISTERED FRANCHISOR**

WE ARE NOT CURRENTLY REGISTERED WITH THE OFFICE OF THE NEW YORK STATE ATTORNEY GENERAL. While we are permitted to exhibit at this expo, we may not provide a Franchise Disclosure Document (“FDD”), make earnings or financial performance claims, or otherwise lawfully sell a franchise in New York State at this time.

If we do any of the following, please promptly report it to the New York State Attorney General at (212) 416-8185:

- If we ask you to **put a down payment** for a franchise or to **sign a franchise agreement** at the expo
- If we **make earnings or financial performance claims**, such as providing historical details or future projections about the costs, income or profit of a franchise
- If we **provide you with an FDD**

If we later decide to offer franchises in New York, we must first register our FDD with New York State as required by law. Only after an FDD is registered may we provide it to qualified prospects in advance of a sale.

For more information about franchising in New York, please visit the website at <https://ag.ny.gov/resources/government-organizations/franchise-regulation>.

CONSENT TO SERVICE OF PROCESS

_____ (add the name of the entity), a _____ (add the corporation, limited liability company, e.g., as applicable) organized under the laws of (add the state, city or country) _____ (“Franchisor”), irrevocably appoints the officers of the Secretary of State of New York as its attorney for service of notice, process or pleading in an action or proceeding against it arising out of or in connection with the sale of franchises, or a violation of the franchise laws of the State of New York, and consents that an action or proceeding against it may be commenced in a court of competent jurisdiction and proper venue within the State of New York by service of process upon this officer with the same effect as if the undersigned was organized or created under the laws of the State of New York and had lawfully been served with process in that State.

Please mail or send a copy of any notice, process or pleading served under this consent to:

Name and address: _____

Executed at (location): _____ on (date): _____

Franchisor: _____

By (signature): _____

Name: _____

Title: _____

STATE OF [*CITY OF for international applicants*] _____

COUNTY OF [*COUNTRY OF for international applicants*] _____

Personally appeared before me this ____ day of _____, 202__, the above named _____ (name of person) to me known to be the person(s) who executed the foregoing application as _____ (title) of the above-named applicant and being first duly sworn, stated upon oath that said application, and all exhibits submitted herewith, are true and correct.

NAME OF NOTARY PUBLIC: _____

MY COMMISSION EXPIRES: _____

SIGNATURE OF NOTARY PUBLIC: _____