

ITEM. 18
PUBLIC FIGURES

We do not use any public figure to promote its franchise. No public figure is involved in our management.

ITEM. 19
FINANCIAL PERFORMANCE REPRESENTATIONS

The FTC's Franchise Rule permits a franchisor to provide information about the actual or potential financial performance of its franchised and/or franchisor-owned outlets, if there is a reasonable basis for the information, and if the information is included in the Disclosure Document. Financial performance information that differs from that included in Item 19 may be given only if: (1) a franchisor provides the actual records of an existing outlet you are considering buying; or (2) a franchisor supplements the information provided in this Item 19, for example, by providing information about possible performance at a particular location or under particular circumstances.

We do not make any representations about a franchisee's future financial performance or the past financial performance of company-owned or franchised outlets. We also do not authorize our employees or representatives to make any such representations either orally or in writing. If you are purchasing an existing outlet, however, we may provide you with the actual records of that outlet. If you receive any other financial performance information or projections of your future income, you should report it to the franchisor's management by contacting Takao Shishido at 13W 36th St, New York, NY 10018, e-mail address info@tonchinhospitality.com, telephone number 646-692-9912 (We recommend that you contact us via e-mail because of time difference), the Federal Trade Commission, and the appropriate state regulatory agencies.

ITEM. 20
OUTLETS AND FRANCHISEE INFORMATION

TABLE NO. 1

Systemwide Outlet Summary
For Fiscal Years 2021/2022/2023

Outlet Type	Year	Outlets at Start of Year	Outlets at End of Year	Net Change
Franchised	2021	0	0	0
	2022	0	0	0
	2023	0	0	0
Company-Owned*	2021	1	1	0
	2022	1	2	1
	2023	2	3	1
Total Outlets	2021	1	1	0
	2022	1	2	1
	2023	2	3	1

TABLE NO. 2
Transfers of Outlets from Franchisees to New Owners
(other than the Franchisor or an Affiliate)
For Fiscal Years 2021/2022/2023

State	Year	Number of Transfers
Franchised Outlets All States	2021	0
	2022	0
	2023	0
Company Owned Outlets All States	2021	0
	2022	0
	2023	0
Total Outlets	2021	0
	2022	0
	2023	0

TABLE NO. 3
Status of Franchised Outlets
For Fiscal Years 2021/2022/2023

State	Year	Outlets at Start of Year	Outlets Opened	Terminations	Non-Renewals	Reacquired by Franchisor	Ceased Operations -Other Reasons	Outlets at End of Year
All States	2021	0	0	0	0	0	0	0
	2022	0	0	0	0	0	0	0
	2023	0	0	0	0	0	0	0
Totals	2021	0	0	0	0	0	0	0
	2022	0	0	0	0	0	0	0
	2023	0	0	0	0	0	0	0

TABLE NO. 4
Status of Company-Owned Outlets
For Fiscal Years 2021/2022/2023

State	Year	Outlets at Start of Year	Outlets Opened	Outlets Reacquired from Franchisee	Outlets Closed	Outlets Sold to Franchisee	Outlets at End of Year
Totals	2021	1	0	0	0	0	1
	2022	1	0	0	0	0	2
	2023	2	1	0	0	0	3

TABLE NO. 5
Projected Openings as of January 1st, 2024

State	Franchise Agreements Signed But Outlets Not Opened	Projected New Franchised Outlets in Next Fiscal Year	Projected New Company-Owned Outlets in Next Fiscal Year
New York	0	1	1
California	0	1	0
Texas	0	1	1
Minnesota	0	1	0
Hawaii	0	0	1
Totals	0	4	3

No franchisees were terminated, cancelled, not renewed or otherwise voluntarily or involuntarily ceased to do business during the last fiscal year. No franchisees failed to communicate with us within the 10-week period before the issuance date of this Disclosure Document.

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

During the last three fiscal years, no current or former franchisees have signed any confidentiality clauses which restrict them from discussing with you their experiences as a franchisee in the System.

There are no trademark-specific franchisee associations applicable to you, either created, sponsored or endorsed by us, or independent franchisee associations.

The name, address and telephone number of each Franchisee, as of the date of this Disclosure Document is listed in **Exhibit C**.

ITEM. 21 FINANCIAL STATEMENTS

Attached as **Exhibit B** is our audited Financial Statements including its Balance Sheet and related statements of operations, changes in member's equity and cash flows as of September 30, 2024. As described in Item 1, we were formed in 2023 and began offering franchises in April 2024. We have not been in operation for three years, and therefore, are not able to provide audited financial statements for a three-year period.

Our fiscal year end is August 31st.

ITEM. 22 CONTRACTS

The following contracts are included as exhibits to the Franchise Disclosure Document:

Exhibit A: Franchise Agreement and Attachments

Attachment A	Location
Attachment B	Statement of Ownership
Attachment C	Personal Guaranty
Attachment D	Authorization to Honor Electronic Funds Transfer
Attachment E	Conditional Assignment of Telephone Listing Agreement
Attachment F	Landlord's Consent to Assignment of Lease
Attachment G	Form of Lease Addendum
Attachment H	State Specific Addendum
Attachment I	Website Agreement
Attachment J-1	Non-Competition and Non-Disclosure Agreement (Owners)
Attachment J-2	Non-Competition and Non-Disclosure Agreement (Management Staff)

Exhibit D: Sample Release

ITEM. 23 RECEIPTS

The last pages of this Disclosure Document are detachable Receipts.

EXHIBIT A

TONCHIN

FRANCHISE AGREEMENT

TONCHIN

FRANCHISE AGREEMENT

Franchisee: _____

Date: _____

Location: _____

TABLE OF CONTENTS

<u>Section</u>	<u>Page</u>
1. DEFINITIONS	2
1.1 Abandon	2
1.2 Additional Support	2
1.3 Additional Support Fee	2
1.4 Advertising Fee	2
1.5 Advertising Fund	2
1.6 Affiliate	2
1.7 Approved Supplier	2
1.8 Claims	2
1.9 Competitive Business	2
1.10 Computers and Software	2
1.11 Confidential Information	2
1.12 Damages	3
1.13 Designated Supplier	3
1.14 Develop	3
1.15 Dollars	3
1.16 Effective Date	3
1.17 EFT	3
1.18 Entity	3
1.19 Executive Management	4
1.20 Fees	4
1.21 Financial Records	4
1.22 Financial Statements	4
1.23 Fiscal Year	4
1.24 Franchise Rights	4
1.25 Governmental Authority	4
1.26 Gross Sales	4
1.27 Intellectual Property	5
1.28 Lease	5
1.29 Location	5
1.30 Major Assets	5
1.31 Management Staff	5

1.32	Manager	5
1.33	Managing Owner	5
1.34	Manual	6
1.35	Materials	6
1.36	Menu Items	6
1.37	Month or Monthly	6
1.38	Opening Period	6
1.39	Operating Assets	6
1.40	Owner.....	6
1.41	Ownership Interests	6
1.42	Products.....	6
1.43	Ramen Foods	6
1.44	Required Opening Date.....	6
1.45	Royalty Fee	7
1.46	Salaries and Benefits.....	7
1.47	Store	7
1.48	Store Report	7
1.49	System Standards.....	7
1.50	Training Fee	7
1.51	Training Program	7
1.52	Transfer	7
1.53	Travel Expenses	7
1.54	Week or Weekly	7
2.	GRANT OF FRANCHISE	7
2.1	Store	7
2.2	Reserved Rights	8
2.3	Undetermined Store Location	8
2.4	Relocation	8
2.5	Conditions	9
2.6	Structure of Ownership	9
3.	TERM OF AGREEMENT.....	10
3.1	Initial Term	10
3.2	Successor Term	10
3.3	Interim Period	11

4.	FEES.....	12
4.1	Unit Franchise Fee	12
4.2	Training Program and Fee.	12
4.3	Royalty Fees and Reporting.....	13
4.4	Additional Support Fee	13
5.	MARKETING FUND CONTRIBUTION	13
5.1	Advertising Fee.....	13
5.2	Advertising Fund	14
5.3	Management of Advertising Fund	14
5.4	Advertising Fund Council.....	15
6.	OTHER MARKETING, ADVERTISING AND PROMOTION	16
6.1	Local Advertising.....	16
6.2	Grand Opening Marketing	16
7.	PAYMENT OF FEES.....	16
7.1	Interest on Unpaid Fees	16
7.2	Wire Transfer and Electronic Funds Transfers	17
7.3	Insufficient Funds Fee.....	18
7.4	Franchisee’s Obligation to Pay	18
7.5	Application of Payments.....	18
8.	RECORDS AND REPORTS	18
8.1	Reports	18
8.2	Reporting Standards.....	19
8.3	Disclosure of Reports.....	19
8.4	Maintenance and Access to Information.....	19
8.5	Audit Rights	20
8.6	Payment of Audit Costs	20
8.7	Under-Reporting	20
8.8	Late Reporting	20
8.9	Ownership of Business Records	20
9.	MANAGEMENT OF THE TONCHIN BUSINESS AND STORE.....	21
9.1	Managing Owner	21
9.2	Manager	21
10.	STANDARDS REQUIRED OF FRANCHISEE.....	21
10.1	Quality and Service Standards	21

10.2	Modification of System Standards.....	22
10.3	Identification of Store	23
10.4	Compliance with Standards	23
10.5	Franchisee’s Name.....	23
10.6	Interests of Franchisee	23
10.7	Default Notices and Significant Correspondence	23
10.8	Damage or Destruction	24
10.9	Vending and Gaming Machines; Tickets.....	24
10.10	Compliance with Applicable Law	24
10.11	Illnesses.....	25
10.12	Tax Laws.....	25
10.13	Other Laws.....	25
10.14	TONCHIN Business Hours; Personnel.....	26
10.15	Inspection Rights	26
10.16	Security Interest in Franchise Agreement.....	26
10.17	Credit Cards; Security Breach.	26
10.18	Gift Cards; Customer Loyalty Programs	27
10.19	Security and Fire Monitoring Systems	28
10.20	Maintenance	28
10.21	Remodeling of Store Premises.....	28
10.22	Working Capital.....	28
10.23	Required Opening Date.....	29
10.24	Other Business	29
10.25	Conferences.....	29
10.26	Quality Assurance Programs.....	29
10.27	Collection of Customer Contact Information Prohibited.....	29
10.28	Visas.....	29
10.29	Disclosure	29
10.30	Compliance with Anti-Bribery, Corruption and Trade Sanction Laws.	29
10.31	Compliance with Anti-Terrorism Laws.	31
10.32	Compliance with Trade Regulations.....	32
11.	MATERIALS, MENU ITEMS AND PRODUCTS.....	33
11.1	Limitations on Products	33
11.2	Takeaway, Catering, and Delivery.....	33