

ITEM 20. OUTLETS AND FRANCHISEE INFORMATION

**Table No. 1
System wide Outlet Summary
for years 2009-2012 (Note 1)**

Outlet Type	Year <u>1</u>/	Outlets at the Start of the Year	Outlets at the End of the Year	Net Change
Franchised	2009	1	1	0
	2010	1	7	6
	2011	7	38*	31*
	2012	38*	37*	-1
Company Owned	2009	0	0	0
	2010	0	1	1
	2011	1	1	0
	2012	1	1	0
Total Outlets	2009	1	1	0
	2010	1	8	7
	2011	8	39*	31*
	2012	39*	38*	-1

*One franchisee operates its Franchised Business in multiple Territories that are in two states (Connecticut and New York). For purposes of indicating the Franchised Businesses operating in each state, this Franchised Business is included in the number of franchises in both Connecticut and New York.

**Table No. 2
Transfers of Outlets from Franchisees to New Owners (other than us)
For Fiscal Years 2009 to 2012 (Note 1)**

State	Year <u>1</u>/	Number of Transfers
Total	2009	0
	2010	0
	2011	0
	2012	0

**Table No. 3
Status of Franchised Outlets
For Fiscal Years 2009 to 2012 (Note 1)**

State <u>3</u>/	Year <u>1</u>/	Outlets at Start of Year	Outlets Opened	Terminations	Non-Renewals	Reacquired by Us	Ceased Operations-Other Reasons	Outlets at End of the Year
Arizona	2009	0	0	0	0	0	0	0
	2010	0	0	0	0	0	0	0

State 3/	Year 1/	Outlets at Start of Year	Outlets Opened	Terminations	Non-Renewals	Reacquired by Us	Ceased Operations-Other Reasons	Outlets at End of the Year
	2011	0	2	0	0	0	0	2
	2012	2	0	0	0	0	2	0
California	2009	0	0	0	0	0	0	0
	2010	0	0	0	0	0	0	0
	2011	0	2	0	0	0	0	2
	2012	2	0	0	0	0	0	2
Connecticut	2009	1	0	0	0	0	0	1
	2010	1	0	0	0	0	0	1
	2011	1	2*	0	0	0	0	3*
	2012	3*	0	0	0	0	2	1*
Colorado	2009	0	0	0	0	0	0	0
	2010	0	0	0	0	0	0	0
	2011	0	0	0	0	0	0	0
	2012	0	1	0	0	0	0	1
Florida	2009	0	0	0	0	0	0	0
	2010	0	1	0	0	0	0	1
	2011	1	6	0	0	0	2	5
	2012	5	2	0	0	0	0	7
Georgia	2009	0	0	0	0	0	0	0
	2010	0	2	0	0	0	0	2
	2011	2	0	0	0	0	1	1
	2012	1	1	0	0	0	0	2
Illinois	2009	0	0	0	0	0	0	0
	2010	0	0	0	0	0	0	0
	2011	0	1	0	0	0	0	1
	2012	1	0	0	0	0	0	1
Kansas	2009	0	0	0	0	0	0	0
	2010	0	0	0	0	0	0	0
	2011	0	1	0	0	0	0	1
	2012	1	0	0	0	0	0	1
Kentucky	2009	0	0	0	0	0	0	0
	2010	0	1	0	0	0	0	1
	2011	1	0	0	0	0	1	0
	2012	0	1	0	0	0	0	1
Louisiana	2009	0	0	0	0	0	0	0
	2010	0	0	0	0	0	0	0
	2011	0	1	0	0	0	0	1
	2012	1	0	0	0	0	1	0
Maryland	2009	0	0	0	0	0	0	0
	2010	0	0	0	0	0	0	0
	2011	0	1	0	0	0	0	1
	2012	1	0	0	0	0	0	1

State 3/	Year 1/	Outlets at Start of Year	Outlets Opened	Terminations	Non-Renewals	Reacquired by Us	Ceased Operations-Other Reasons	Outlets at End of the Year
Massachusetts	2009	0	0	0	0	0	0	0
	2010	0	0	0	0	0	0	0
	2011	0	1	0	0	0	0	1
	2012	1	0	0	0	0	0	1
Michigan	2009	0	0	0	0	0	0	0
	2010	0	0	0	0	0	0	0
	2011	0	1	0	0	0	0	1
	2012	1	0	0	0	0	0	1
Minnesota	2009	0	0	0	0	0	0	0
	2010	0	0	0	0	0	0	0
	2011	0	3	0	0	0	0	3
	2012	3	0	0	0	0	1	2
New Jersey	2009	0	0	0	0	0	0	0
	2010	0	0	0	0	0	0	0
	2011	0	1	0	0	0	0	1
	2012	1	0	0	0	0	0	1
New York	2009	0	0	0	0	0	0	0
	2010	0	0	0	0	0	0	0
	2011	0	5*	0	0	0	0	5*
	2012	5*	1	1	0	0	3	2*
Nevada	2009	0	0	0	0	0	0	0
	2010	0	1	0	0	0	0	1
	2011	1	0	0	0	0	0	1
	2012	1	0	0	0	0	0	1
North Carolina	2009	0	0	0	0	0	0	0
	2010	0	0	0	0	0	0	0
	2011	0	1	0	0	0	0	1
	2012	1	0	0	0	0	1	0
Ohio	2009	0	0	0	0	0	0	0
	2010	0	1	0	0	0	0	1
	2011	1	4	0	0	0	0	5
	2012	5	0	0	0	0	1	4
Oklahoma	2009	0	0	0	0	0	0	0
	2010	0	1	0	0	0	0	1
	2011	1	0	0	0	0	0	1
	2012	1	0	0	0	0	0	1
Pennsylvania	2009	0	0	0	0	0	0	0
	2010	0	0	0	0	0	0	0
	2011	0	1	0	0	0	0	1
	2012	1	0	0	0	0	0	1

State 3/	Year 1/	Outlets at Start of Year	Outlets Opened	Terminations	Non-Renewals	Reacquired by Us	Ceased Operations-Other Reasons	Outlets at End of the Year
Puerto Rico	2009	0	0	0	0	0	0	0
	2010	0	0	0	0	0	0	0
	2011	0	0	0	0	0	0	0
	2012	0	1	0	0	0	0	1
Rhode Island	2009	0	0	0	0	0	0	0
	2010	0	0	0	0	0	0	0
	2011	0	0	0	0	0	0	0
	2012	0	1	0	0	0	0	1
Texas	2009	0	0	0	0	0	0	0
	2010	0	0	0	0	0	0	0
	2011	0	2	0	0	0	0	2
	2012	2	2	0	0	0	0	4
Washington	2009	0	0	0	0	0	0	0
	2010	0	0	0	0	0	0	0
	2011	0	0	0	0	0	0	0
	2012	0	1	0	0	0	0	1
Totals	2009	1	0	0	0	0	0	1
	2010	1	7	0	0	0	0	8
	2011	8	35	0	0	0	4	39*
	2012	39	11	1	0	0	11	38*

*One franchisee operates its Franchised Business in multiple Territories that are in two states (Connecticut and New York). For purposes of indicating the Franchised Businesses operating in each state, this Franchised Business is included in the number of franchises in both Connecticut and New York.

Table No. 4
Status of Company-Owned Outlets
For Years 2009 to 2011 (Note 1)

State 3/	Year	Outlets at Start of Year	Outlets Opened	Outlets Reacquired From Franchisee	Outlets Closed	Outlets Sold to Franchisee	Outlets at End of the Year
Nevada	2009	0	0	0	0	0	0
	2010	1	0	0	0	0	1
	2011	1	0	0	0	0	1
	2012	1	0	0	0	0	1
Totals	2009	0	0	0	0	0	0
	2010	1	0	0	0	0	1
	2011	1	0	0	0	0	1
	2012	1	0	0	0	0	1

Table No. 5
Projected Openings for Next Twelve Months (In Fiscal Year 2013)
as of December 31, 2012 (Note 1)

State ^{3/}	Franchise Agreements Signed But Outlet Not Opened	Projected New Franchised Outlets In The Next Fiscal Year	Projected New Company-Owned Outlets In The Next Year
California	0	1	0
Colorado	0	1	0
Florida	0	1	0
Georgia	0	1	0
Illinois	0	1	0
Indiana	0	1	0
Massachusetts	0	1	0
Missouri	0	1	0
New Jersey	0	1	0
North Carolina	0	1	0
Pennsylvania	0	1	0
Rhode Island	0	0	0
South Carolina	0	1	0
Tennessee	0	1	0
Texas	0	1	0
Virginia	0	1	0
Wisconsin	0	1	0
Total	0	16	0

* Indicates that Franchised Business began operating in 2013.

Notes:

1. All numbers are as of the fiscal year-end. Each fiscal year ends on December 31. We first began offering franchises in 2010.
2. As described in Item 1, we had one company-owned business that began operations in 2010.
3. States not listed in a chart had no franchised, company-owned or affiliate-owned businesses or activity during the relevant period.

List of Current Franchisees and Former Franchisees

The names, addresses, and telephone numbers of our franchisees and other operators/owners of USA Mobile Drug Testing Businesses are listed in Exhibit F-1. (Company-owned or affiliate-owned USA Mobile Drug Testing Businesses are identified at the end of Exhibit F-1). Any former franchisees, including any who had an agreement terminated, canceled, not renewed, or otherwise voluntarily or involuntarily ceased to do business under a Franchise Agreement during our last fiscal year, or have not communicated with us within ten weeks of the date of this disclosure document are identified on Exhibit F-2.

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

Confidentiality Agreements

Under certain circumstance, there are franchisees who signed a confidentiality clause in a franchise agreement, settlement, or other contract within the last three years that would restrict their ability to speak openly about their experience with us or as a USA Mobile Drug Testing Business.

Independent Franchisee Association(s)

There are no independent franchisee organizations, or trademark-specific franchisee organization associated with the franchise system, that we are aware of, and none have been asked to be included in this Franchise Disclosure Document. The name, address, telephone number, email address, and Web address (to the extent known) of each trademark-specific franchisee organization associated with the franchise system being offered is identified in Exhibit F.

ITEM 21. FINANCIAL STATEMENTS

Attached as Exhibit E are our audited financial statements for our fiscal years that ended December 31, 2012, December 31, 2011, December 31, 2010, and December 31, 2009. Our fiscal year end is December 31. Also attached is a copy of our unaudited balance sheet and statement of operations as of April 30 2013.

ITEM 22. CONTRACTS

The following contracts are attached to this Franchise Disclosure Document:

Exhibit C - USA Mobile Drug Testing Franchise Agreement (with exhibits), which includes:

- USA Mobile Drug Testing Nondisclosure and Non-Competition Agreement is attached to the Franchise Agreement (as Exhibit A)
- USA Mobile Drug Testing Guaranty and Assumption of Obligations (as Exhibit C)

Exhibit I - USA Mobile Drug Testing General Release Agreement

ITEM 23. RECEIPT

You will find copies of a detachable Receipt attached at the very end of this Franchise Disclosure Document (Exhibit J). It is not a binding contract. This merely verifies that you have received this Franchise Disclosure Document. Please complete and sign both copies. Keep a copy for your files and mail the other copy to us.

**EXHIBIT F-1 of FDD
LIST OF FRANCHISEES**

(a) **Operational Franchisees.** The following are the names, addresses and telephone numbers of all franchisees of USA Mobile Drug Testing Businesses as of December 31, 2012, who are operational:

Full Name	Address	City	State	Zip	Phone
Wiedeman, Kevin	4847 Hopyard Road, Suite 4-424	Pleasanton	CA	94588	925-336-1397
Peterson, Teri	20770 Ash Circle	Yorba Linda	CA	92886	714-814-3581
Matteucci, Richard	8200 S. Quebec St. # A3-103	Centennial	CO	80112	720-287-0982
Peter, Terry	619 Cascade Falls Drive	Weston	FL	33327	954-646-7260
Martin, Tim	PO Box 19866	Jacksonville Beach	FL	32245	904-674-4552
McGrew, Roy Vincent	16765 Fishhawk Blvd # 325	Lithia	FL	33547	813-653-4559
Schaub, Rick	12027 Royce Waterford Circle	Tampa	FL	33626	813-404-1305
Cook, David & Karen	2110 NE 39th Blvd	Okeechobee	FL	34972	772-342-4329
Perez, Fernando	15748 SW 43rd Street	Miami	FL	33185	305-220-3912
Word, Gary	9429 Harding Avenue, Suite #30	Surfside	FL	33154	786-999-8580
Goodrum, Ishmel	10200 Forest Green Blvd, Suite #112	Louisville	KY	40223	502-442-5495
Spivey, Jon	1205 Johnson Ferry Rd. Ste. 136-314	Marietta	GA	30068	770-627-4500
Robbins, Ira & Kim	6428 Dawson Blvd.	Norcross	GA	30093	678-804-7229
Munson, Leonard	117 South Cook St #306	Barrington	IL	60010	773-308-6030
Ayers, Mike & Linette	13110 S Foxridge Drive	Olathe	KS	66062	913-498-9669
Cunliffe, John (jack)	PO Box 546	Raynham Center	MA	2768	508-333-9555
Pridgen, Walter	PO Box 908	Abingdon	MD	21009	410-530-0201
Kantola, Joel	3697 Haymeadow Ave.	Ravenna	MI	49451	231-853-8682
Beilke, Loren	13971 Kenwood Drive	Baxter	MN	56425	763-458-0421
Bensen, Eric	333 Washington Ave N, Suite 300	Minneapolis	MN	55401	612-333-1525
Sferra, Jay	PO Box 513	Hillsborough	NJ	08844	908-963-1281
DiPrizito, Tony & Paul D'Addario	1445 New York Ave	Huntington Station	NY	11746	631-923-2601
Gedigk, Michael	500 Mamaroneck Ave, Suite 320	Harrison	NY	10528	914-250-1420
Clum, Kristina	2754 East Main St	Springfield	OH	45503	513-275-5841
Kitchen, Karen & Ken	32818 Walker Rd #288	Avon Lakes	OH	44012	440-653-5003
Gorman, Jeff	13500 Pearl Rd. Suite 139, Box 359	Strongsville	OH	44136	440-315-2236
Clum, Jerry	6787 Lake Trail Drive	Westville	OH	43082	800-917-6578
Lobsinger, Susan	2000 N. Drexel Blvd	Oklahoma City	OK	73107	405-822-0553
Mish, Jennifer & Brad McIntyre	96 Commerce Dr. # 113	Wyomissing	PA	19610	610-898-4949
Sola, Laura	Tulipan #468, Rd 845	San Juan	PR	00926	787-944-6390
Pincince, Dennis	51 Jefferson Blvd, 5th Floor	Warwick	RI	02888	401-578-3026
DiPrizito, Tony & Paul D'Addario	P O BOX 418	Bronson	TX	75930	409-233-9261
Dugas, Dale	P.O. Box 418	Bronson	TX	75930	409-698-6837
Roach, Roger. Michael Rannigan	2921 Brokenspoke Ln.	Rockwall	TX	75087	214-284-0695

Gonzalez, David	8325 W. Broadway St. Ste 202-111	Pearland	TX	77581	281-997-0232
Trondsen, Tona	1415 South Voss, Suite 110-520	Houston	TX	77057	832-572-5577
Pallagi, Steve	250 SW 193rd Place	Normandy Park	WA	98166	206-257-2274
Benson, Lori	7528 Pershing Boulevard St. 234	Kenosha	WI	53142	262-484-9999

(b) **Franchises Executed But Not Yet Operational.** The following are the names, addresses and telephone numbers of all franchisees of USA Mobile Drug Testing Businesses who signed a USA Mobile Drug Testing Franchise Agreement as of December 31, 2012, but who were not yet operational as of December 31, 2012:

None

(c) **Affiliated or Company-Owned USA Mobile Drug Testing Businesses.**

As of December 31, 2012:

Majewski, Joe	6149 S. Rainbow Blvd	Las Vegas	NV	89118	702-245-1874
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EXHIBIT F-2 of FDD
FORMER FRANCHISEES

(a) **Former Franchisees.** The following are the names, last known home addresses and home telephone numbers of all franchisees that have been terminated, canceled, not renewed, or otherwise voluntarily or involuntarily ceased to do business under a USA Mobile Drug Testing Franchise Agreement during the most recently completed fiscal year or who have not communicated with us within 10 weeks of the effective date of this Franchise Disclosure Document **(If you buy this franchise, your contact information may be disclosed to other buyers when you leave the franchise system.):**

<i>During 2011</i>		
Bill Schouten <i>(did not open for operation)</i>	Louisville, KY	502-245-6810
Frank Smith	Atlanta, GA	864-903-5694
<i>During 2012</i>		
Smyk, Bill	Bradenton, FL	941-405-9526
Taylor, Robert	St Petersburg, FL	727-286-1441
Breillatt, Cleo and John	Queen Creek, AZ	480-208-1076
Kesler, Gina & Nathan	Phoenix, AZ	602-513-9778
Saracovan, Ilie	Groton, CT	860-501-1619
Boje, Kristen	Houma, LA	985-870-8344
Benz, Derek	Mendota, MN	612-643-5654
Barga, Jim	Matthews, NC	704-846-9198
Parker, Jackie & Brian	Skaneateles, NY	315-413-9133
Montelibano, Jerome	Staten Island, NY	718-761-3269
Matteo, Janet & Richard	Syosset, NY	516-857-0256
Greenberg, Michael	Rego Park, NY	718-709-7460
Griffith, JT and Shannon	Delaware, OH	614-365-0065

(b) **Transferred Franchises**. The following are the names, last known home addresses and home telephone numbers of all franchisees that have sold their Franchised Business to another during the most recently completed fiscal year and until the effective date of this Franchise Disclosure Document:

NONE