

General Market

The market for our franchises is primarily the general public with a limited amount of trade work for existing jewelry stores. The overall business is generally not seasonal, but November and December are historically our franchisee's busiest months for jewelry sales.

You may have competition from independent jewelry stores, wholesale jewelry marts and some larger department stores. However, to our knowledge, there are no other franchised businesses operating in malls or other retail locations which concentrate on jewelry and watch repairs and the sale and installation of watch batteries.

Industry Regulations

We know of no regulations specific to the operation of our franchises. However, you must comply with all local, state and federal laws in the operation of your franchise and we urge you to consult an advisor in your area to determine all applicable laws.

ITEM 2 BUSINESS EXPERIENCE

~~President, Secretary~~ Chief Executive Officer and Director Michael K. Meyers

~~Michael K. Meyers became President and Secretary and a member of our board of directors in October 2012. Michael K. Meyers became our Chief Executive Officer in December 2012 and has been our President, Secretary and a member of the Board of Directors since October 2012.~~ Mr. Meyers was the Principal of Meyers Consulting in Tampa, Florida from January 2005 to October 2012. Mr. Meyers was the President and Chief Executive Officer of General Nutrition Corporation ("GNC") located in Pittsburgh, Pennsylvania from 2001 to 2004. Previous to that position, Mr. Meyers held various executive level positions at GNC since February 1991.

Head of Franchising and Director Russell L. Cooper

Russell L. Cooper became Head of Franchising and a member of our board of directors in October 2012. He was retired from January 2009 to October 2012. Before his retirement, Mr. Cooper was the Chief Executive Officer of Interim Health Care, Inc. in Sunrise, Florida from February 2007 to December 2008. Mr. Cooper was the President of Chester's International, LLC in Birmingham, Alabama from January 2005 to January 2006. Previous to those positions, Mr. Cooper was an executive officer of General Nutrition Centers Franchising, Inc. in Pittsburgh, Pennsylvania from January 1993 to December 2004, Shoney's Inc. in Nashville, Tennessee from March 1990 to December 1992 and Arby's in Atlanta, Georgia from August 1984 to February 1990.

Chairman and Director Jeff Settembrino

Jeff Settembrino has served as our Chairman and a member of our board of directors since October 2012. He is currently Managing Partner at Pine Tree Equity Management, LP in Miami, Florida, with which he has been associated since January 2007.

Director Roberto Canto

Roberto Canto has served as a member of our board of directors since October 2012. He is currently Managing Director at Pine Tree Equity Management, LP in Miami, Florida, with which he has been associated since January 2007.

~~Chief Executive Officer~~ Marvin Biltis

~~Marvin Biltis has been our Chairman and Secretary since November 1, 1996~~
~~Chief Financial Officer~~ George E. Moore

~~George E. Moore has been our Chief Financial Officer since August 11, 1998~~
~~Director of Operations~~ Susie Baum

~~Susie Baum has been our Director of Operations since February, 2012. Ms. Baum was a consultant with the Operations Department from January, 2010 through January, 2012 and a franchise owner of the Fiesta Mall Fast-Fix location in Mesa, Arizona since November, 1999.~~

~~Director of Franchise Development~~ Michael Bohannon

~~Michael Bohannon has been our Director of Franchise Development since June, 2012. Before joining Jewelry Repair, Mr. Bohannon was The Director of Franchise Development for Link Staffing, a national staffing franchisor in Houston, TX from January, 2012 to May, 2012, Sales Director for Cobra Corp, a national catastrophe response company in Houston, TX from October, 2007 to November, 2011, and Regional Director of Franchise Development for Exit International, a real estate franchisor in Houston, TX from January, 2004 to August, 2007.~~

~~Director of Franchise Management and Administration~~ Larry DeBerry

~~Larry DeBerry has been our Director of Franchise Management and Administration since August 13, 2007. From 1991 to 2007, Mr. DeBerry held a series of executive positions with Spectore Corporation, Inc, a jewelry and accessory manufacturer and international retailer based in Deerfield Beach, Florida, including Vice President of Marketing and Public Relations and Director of Retail Operations.~~

~~Director of Procurement~~ Pamela Biltis

~~Pamela Biltis has been our Director of Procurement since November 1, 1996.~~

~~Controller~~ Beatriz Espana

~~Beatriz Espana became our Controller in December 2012. From November 2005 to November 2012 Ms. Espana was our Accounting Manager and Office Manager.~~

~~Director of Real Estate/Construction~~ Chris Howard

~~Chris Howard became our Director of Real Estate and Construction in May 2012. From May 2001 to May 2012, Mr. Howard served as President and owner of Marlin Construction of Hollywood, Inc. in Hollywood, Florida.~~

~~Franchising Consultant~~ Mariano Steisel

~~Mariano Steisel has been our Franchising Consultant since January 2012. From May 2008 to December 2011, Mr. Steisel was Chief Executive officer of Susselux, Inc, a wholesaler of watches and custom made jewelry, in New York. From Sept 2001 to May 2008, Mr. Steisel was President of The Watch Connection, Inc. the Smith Haven Mall in New York.~~

~~Marketing Manager~~ Pia Terol

~~Pia Terol became our Marketing Manager in November 2010. From May 2008 to October 2010, Ms. Terol was the Market Research Analyst at GEO Command, Inc. in Boca Raton, Florida. From May 2004 to May 2008 Ms. Terol was a student at Florida Atlantic University in Boca Raton, FL.~~

ITEM 3 LITIGATION

Steve Livshin v Jewelry Repair Enterprises, Inc , Case No 50 2010CA027881 XXXXMB, Circuit Court of the Fifteenth Judicial Circuit Court in and for Palm Beach County, Florida, November 8, 2010 On November 8, 2010, Steve Livshin ("Livshin") filed a complaint against us, claiming that we wrongfully terminated his franchise agreement We believe we had legally sufficient grounds for termination due to Livshin's breaches of the franchise agreement Livshin's complaint asserted a claim for wrongful termination and demanded injunctive relief, specific performance and damages We reached a settlement on May 11, 2011, whereby Livshin voluntarily withdrew his complaint with prejudice and we rescinded our termination of Livshin's franchise agreement

Other than the above action, no litigation is required to be disclosed in this Item

ITEM 4 BANKRUPTCY

~~Director of Franchise Development, Michael Bohannon, filed a bankruptcy petition under the liquidation provisions of Chapter 7 of the U.S. Bankruptcy Code in The Southern District of Texas, No 10-33291, on April 22, 2010, prior to his employment with Jewelry Repair in June, 2012 The bankruptcy court granted a discharge on September 10, 2010-~~

~~Other than the above, no~~ U S bankruptcy (or comparable foreign law) information is required to be disclosed in this Item

ITEM 5 INITIAL FEES

Initial Fees: Kiosk

If you open a franchise operating from a kiosk your estimated total initial fees are expected to be between \$162,750 and \$172,750 These initial fees consist of (a) an initial franchise fee of \$40,000 (the "Franchise Fee") and (b) estimated fees for all services or goods received from us before your Franchised Business opens

You must pay 4 installments in the amounts of \$12,750, \$50,000, \$50,000, and the estimated balance of \$50,000-\$60,000, as follows

1st Installment You must pay the 1st installment of a \$12,750 site selection deposit upon the signing of the Site Selection Authorization, attached as Exhibit C to this disclosure document The Site Selection Authorization authorizes us to use reasonable efforts to search for a site for your Franchised Business and present to you proposed terms for a lease that we believe are commercially reasonable (see Item 11 of this disclosure document) If, through no fault of yours, we are unable to present proposed lease terms to you within 180 days after you pay the site selection deposit, we will refund the site selection deposit, minus a \$250 processing fee If we present proposed lease terms to you within 180 days after you pay the site selection deposit, you will have the option to accept or refuse the proposed lease terms by notifying us in writing If you accept the proposed lease terms, we will apply the entire \$12,750 site selection deposit towards your Franchise Fee As soon as practicable thereafter we will execute a lease with the landlord for the site and you will be required to execute the Sublease for the site (see Item 11 of this disclosure document) If you refuse to accept the proposed lease terms, we will refund you the site selection deposit, minus an amount equal to all administrative and other expenses incurred by us in connection with our efforts to procure a site and the proposed lease terms plus a \$250 processing fee Further, if you do not notify us in writing of whether you desire to accept or

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