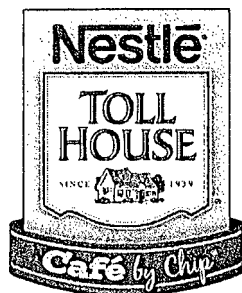


NOV 29 2017

**Department of
Business Oversight****FRANCHISE DISCLOSURE DOCUMENT**

CREST FOODS, INC.
a Texas corporation
101 West Renner Road, Suite 240
Richardson, Texas 75082
(214) 495-9533 (telephone)
(972) 619-6056 (fax)
www.nestlecafe.com

The franchises offered are for the establishment and operation of quick service bakery cafes (“Cafés”).

The total investment necessary to begin operation of a Nestle Toll House Café by Chip franchise is \$150,300 to \$526,300 for an in-line unit, \$143,050 to \$316,000 for a kiosk and \$37,200 to \$77,500 for a non-baking satellite cart or kiosk. This includes \$30,000 (\$15,000 for a non-traditional venue) that must be paid to the franchisor or affiliate. This also includes an additional \$5,000 if a satellite location is included that must be paid to the franchisor or affiliate. If you are acquiring franchise development rights you will pay us a development fee equal to \$30,000 for the first Café to be developed and \$15,000 for each additional Café to be developed.

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 any 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 Rudy Frederico or Kimberly Tauch, 101 West Renner Road, Suite 240, Richardson, Texas 75082, 214-495-9533.

The terms of your contract will govern your franchise relationship. Don’t rely on this Disclosure Document alone to understand your contract. Read all of your 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 state agencies about them.

Date of Issuance: April 14, 2017, as amended October 15, 2017

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STATE COVER PAGE

Your state may have a franchise law that requires a franchisor to register or file with a state franchise administrator before offering or selling in your state. REGISTRATION OF A FRANCHISE BY A STATE DOES NOT MEAN THAT THE STATE RECOMMENDS THE FRANCHISE OR HAS VERIFIED THE INFORMATION IN THIS DISCLOSURE DOCUMENT.

Call the state franchise administrator listed in Exhibit H for information about the franchisor or about franchising in your state.

MANY FRANCHISE AGREEMENTS DO NOT ALLOW YOU TO RENEW UNCONDITIONALLY AFTER THE INITIAL TERM EXPIRES. YOU MAY HAVE TO SIGN A NEW AGREEMENT WITH DIFFERENT TERMS AND CONDITIONS IN ORDER TO CONTINUE TO OPERATE YOUR BUSINESS. BEFORE YOU BUY, CONSIDER WHAT RIGHTS YOU HAVE TO RENEW YOUR FRANCHISE, IF ANY, AND WHAT TERMS YOU MIGHT HAVE TO ACCEPT IN ORDER TO RENEW.

Please consider the following RISK FACTORS before you buy this franchise:

1. THE FRANCHISE AND DEVELOPMENT AGREEMENTS REQUIRES YOU TO RESOLVE DISPUTES WITH US BY LITIGATION/ARBITRATION/MEDIATION ONLY IN TEXAS. OUT OF STATE LITIGATION/ARBITRATION/MEDIATION MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT FOR DISPUTES. IT MAY ALSO COST YOU MORE TO SUE/ARBITRATE/MEDIATE WITH US IN TEXAS THAN IN YOUR HOME STATE.
2. THE FRANCHISE AGREEMENT STATES THAT TEXAS LAW GOVERNS THE AGREEMENT, AND TEXAS LAW MAY NOT PROVIDE THE SAME PROTECTIONS AND BENEFITS AS YOUR STATE'S LAW. YOU MAY WANT TO COMPARE THESE LAWS.
3. THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE.

We use the services of one or more FRANCHISE BROKERS or referral services to assist us in selling our franchise. A franchise broker or referral source represents us, not you. We pay this person a fee for selling our franchise or referring you to us. You should be sure to do your own investigation of the franchise.

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STATE EFFECTIVE DATES

The following states require that this 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 Disclosure Document is either not registered or registered, on file or exempt from registration in the following states having franchise registration and disclosure laws, with the following effective dates:

California-	June 2, 2017
Hawaii-	Not registered
Illinois-	April 20, 2017
Indiana-	May 1, 2017
Maryland-	May 8, 2017
Michigan-	June 20, 2017
Minnesota-	June 20, 2017
New York-	August 16, 2000; amended June 13, 2017
North Dakota-	Not registered
Rhode Island-	Not registered
South Dakota-	Not registered
Virginia-	April 25, 2017
Washington-	May 5, 2017
Wisconsin-	April 19, 2017

This Disclosure Document is not required to be registered in the following states, but an exemption has been filed as required by the state's business opportunity laws and the Disclosure Document is effective as of the date specified below:

Florida-	May 1, 2017
Kentucky-	Date of Issuance
Nebraska-	Date of Issuance
Texas-	Date of Issuance
Utah-	April 18, 2017

In all other states the Disclosure Document is effective as of its Date of Issuance.

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