



FRANCHISE DISCLOSURE DOCUMENT

PECFIVED I OG ANGELES OFFICE

SEP 1 3 2013

PCJV USA, LLC a Delaware limited liability company 6380 Wilshire Boulevard, Suite 1100 Los Angeles, California 90048 (800) 565-1114

e-mail: franchise@potatocornerusa.com website: www.potatocornerusa.com

The franchise is to operate a store under the "Potato Corner" name that features flavored french fries, baked potatoes, hash browns, loopy fries and related products and services

The total investment necessary to begin operation under an Area Development Agreement which grants to you a territory is \$147,500 to \$280,000 for developing 5 to 10 Stores. The total investment necessary to begin operation of a single Potato Corner Store ranges from \$144,400 to \$322,150. This includes \$30,000 that may be paid to the franchisor or an affiliate.

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.

The terms of your contract will govern your franchise relationship. Don't rely on the 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.

Issuance date of this Franchise Disclosure Document: June 28, 2013

FRANCHISE PANDA.com

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 A 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:

- THE FRANCHISE AGREEMENT REQUIRES YOU TO RESOLVE DISPUTES WITH US BY ARBITRATION AND LITIGATION ONLY IN LOS ANGELES, CALIFORNIA. OUT-OF-STATE ARBITRATION OR LITIGATION MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT FOR DISPUTES. IT MAY ALSO COST YOU MORE TO ARBITRATE OR LITIGATE WITH US IN LOS ANGELES THAN IN YOUR OWN STATE.
- 2. YOU WILL NOT RECEIVE AN EXCLUSIVE TERRITORY. SEE ITEM 12.
- OUR AFFILIATE, PC TRADING, LLC, IS THE SOLE SOURCE FOR THE FOOD PRODUCT AND SUPPLIES. PC TRADING, LLC HAS ABSOLUTE POWER TO SET THE PRICES IT CHARGES FOR FOOD PRODUCTS AND SUPPLIES.
- 4. THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE.

We do not use the services of any franchise brokers We may use our existing franchisees as referral sources to assist us in selling our franchise and pay the franchisees for referrals. You should be sure to do your own investigation of the franchise

Effective Date: See the next page for state effective dates.

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PCJV USA, INC. STATE EFFECTIVE DATES

The following states require that the Franchise 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 Franchise Disclosure Document is registered, on file or exempt from registration in the following states having franchise registration and disclosure laws, with the following effective dates:

California	Pending
Hawaii	Pending
Illınois	Pending
Indiana	Pending
Maryland	Pending
Michigan	Pending
Minnesota	Pending
New York	Pending
North Dakota	Pending
Rhode Island	Pending
South Dakota	Pending
Virginia	Pending
Washington	Pending
Wisconsın	Pending

In all other states, this Franchise Disclosure Document's effective date is the issuance date of June 28, 2013.

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