

FRANCHISE DISCLOSURE DOCUMENT

SUB ZERO FRANCHISING, INC.

a Utah corporation
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LA Mailroom

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Department of
Business Oversight

We offer franchises to qualified individuals and entities to operate Sub Zero franchises under the “Sub Zero Ice Cream” service marks, trade names, programs, and systems. Our franchises specialize in the preparation and sale of food and beverage items, currently including ice cream using a unique “instant freezing” method, and related products and services using our distinctive business formats, systems, methods, procedures, designs, layouts, standards and specifications, and proprietary recipes (the “Method of Operation”). Franchisees may elect to operate a mobile unit from a towed trailer that is separate from their standard Sub Zero franchised store. We also offer a multiple purchase addendum under which qualified individuals and entities may operate multiple Sub Zero franchises within a specific territory.

The total investment necessary to begin operation of a Sub Zero franchised business is \$239,450 to \$484,500. This includes \$36,000 to \$43,000 that must be paid to us or our affiliate. For franchises purchased with the multiple purchase addendum, multiply the estimated initial investment range times the number of franchises purchased. This includes \$15,000 to \$23,000 that must be paid to us or our affiliate for each additional franchise purchased.

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 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 our CEO, 62 W. Center St., Provo, UT 84601, (801) 494-0960. The terms of your contract will govern your franchise relationship. Do not 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 (FTC). 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 on franchising.

There may also be laws on franchising in your state. Ask your state agencies about them.

ISSUANCE DATE: November 23, 2016, as amended February 8, 2017

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 THIS FRANCHISE BY A STATE DOES NOT MEAN THAT THE STATE RECOMMENDS IT OR HAS VERIFIED THE INFORMATION IN THIS DISCLOSURE DOCUMENT.

Call the state franchise administrator listed in Exhibit D 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 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 TO RENEW.

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

1. THE FRANCHISE AGREEMENT REQUIRES THAT MOST DISPUTES BE SUBMITTED TO ARBITRATION IN UTAH. 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 UTAH THAN IN YOUR HOME STATE.
2. THE FRANCHISE AGREEMENT STATES THAT UTAH LAW GOVERNS THE AGREEMENT, AND THIS LAW MAY NOT PROVIDE THE SAME PROTECTIONS AND BENEFITS AS THE LAWS IN YOUR HOME STATE. YOU MAY WANT TO COMPARE THESE LAWS.
3. YOUR SPOUSE MUST SIGN A DOCUMENT THAT MAKES YOUR SPOUSE LIABLE FOR YOUR FINANCIAL OBLIGATIONS UNDER THE FRANCHISE AGREEMENT, EVEN THOUGH YOUR SPOUSE HAS NO OWNERSHIP INTEREST IN THE BUSINESS. THIS GUARANTEE WILL PLACE BOTH YOU AND YOUR SPOUSE'S MARITAL AND PERSONAL ASSETS, INCLUDING YOUR HOUSE, AT RISK IF YOUR FRANCHISE FAILS.
4. THE FRANCHISEE WILL BE REQUIRED TO MAKE AN ESTIMATED INITIAL INVESTMENT RANGING FROM \$239,450 TO \$484,500. THIS AMOUNT EXCEEDS THE FRANCHISOR'S STOCKHOLDER'S EQUITY AS OF JUNE 30, 2016, WHICH IS \$(310,179).
5. THE FRANCHISOR'S FINANCIAL STATEMENTS SHOW THAT ITS LIABILITIES EXCEED ITS ASSETS. THIS MEANS THAT THE FRANCHISOR MAY NOT HAVE THE FINANCIAL RESOURCES TO PROVIDE SERVICES OR SUPPORT TO YOU.
6. THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE.

We may use the services of one or more FRANCHISE BROKERS or referral sources 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.

Effective date: [see following page]

STATE EFFECTIVE DATES

This Franchise Disclosure Document is effective as of:

General FTC (for states not requiring registration) – November 23, 2016, as amended February 8, 2017

States Requiring Registration (registration not approved if blank):

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| California: | |
| Florida: | December 28, 2016 |
| Hawaii: | |
| Illinois: | |
| Indiana: | December 29, 2016 |
| Kentucky: | December 10, 2010 |
| Maryland: | |
| Michigan: | |
| Minnesota: | |
| Nebraska: | November 5, 2013 |
| New York: | |
| North Dakota: | |
| Rhode Island: | |
| South Dakota: | |
| Texas: | November 5, 2013 |
| Utah: | December 19, 2015 |
| Virginia: | |
| Washington: | |
| Wisconsin: | |

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