

DEPARTMENT OF CORPORATIONS
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JAN 15 2013

FRANCHISE DISCLOSURE DOCUMENT**YUMMY CUPCAKES, INC****A California Corporation****2918 West Magnolia Boulevard****Burbank, California 91505****818-558-1080****www.yummycupcakes.com**

Yummy Cupcakes, Inc sells franchises for upscale retail bakeshops that offer gourmet fresh-baked cupcakes and cupcake specialty products together with clothing, accessories, novelty items and promotional merchandise and related products and services under the trade name "Yummy Cupcakes" We offer 3 franchise programs

Single Bakeshop Program Under this program, you will sign a Franchise Agreement to operate one Yummy Cupcakes Bakeshop with an on-site baking facility The total investment necessary to begin operations of a single Yummy Cupcakes Bakeshop ranges from \$129,727 to \$192,045, which includes \$55,756 to \$62,204 that must be paid to us or an affiliate

Area Development Program Under this program, you will sign an Area Development Agreement under which we will assign you a defined area within which you must develop and operate a specified number of Yummy Cupcakes Bakeshops with on-site baking facilities, within a specified period of time The total investment necessary to begin operations of 2 - 3 Yummy Cupcakes Bakeshops under an Area Development Agreement ranges from ~~\$248,243,533~~ to ~~\$506,491,675~~ This includes ~~\$116,111,511~~ to ~~\$190,175,416~~ that must be paid to us or an affiliate We will credit the initial development fee for your second and third Yummy Cupcakes Bakeshops against the initial franchise fees for your second and third Bakeshops (not to exceed a credit of \$5,000 for any one Franchise Agreement)

Satellite Development Program Under this program, you will sign an Area Development Agreement and Hub Bakeshop Addendum to Area Development Agreement under which we will assign you a defined area within which you must develop and operate a Hub Bakeshop with an on-site baking facility and specified number of Yummy Cupcakes Satellite Retail Stores without on-site baking facilities, within a specified period of time You will prepare Yummy Cupcakes products at your Hub Bakeshop for sale at the Hub Bakeshop and at your Satellite Retail Stores The total investment necessary to begin operations of a Hub Bakeshop and 2 - 3 Yummy Cupcakes Satellite Retail Stores ranges from ~~\$270,258,235~~ to ~~\$453,424,587~~ This includes ~~\$101,89,384~~ to ~~\$143,114,530~~ that must be paid to us or an affiliate We will credit the initial development fee for your second and third Satellite Retail Stores against the initial franchise fees for your second and third Satellite Retail Stores (not to exceed a credit of \$3,000 for any one Franchise Agreement)

Please refer to Items 5 through 7 of this Disclosure Document for further information regarding your investment

This Disclosure Document summarizes certain provisions of your Franchise Agreement and other information in plain English Read the 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 payments to the Franchisor or an affiliate in connection with the proposed franchise sale **Note, however, that no government 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 Brogan Faye, Yummy Cupcakes, Inc., 2918 West Magnolia Boulevard, Burbank, California 91505, Telephone 818-558-1080, Extension 308, or email enjoy@yummycupcakes.com

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, such as a lawyer or 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", can help you understand how to use this Disclosure Document and 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, DC 20580. You can also visit the FTC's home page at www.ftc.gov for additional information. Call your state agency listed on **Exhibit F** 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.

**THE ISSUANCE DATE OF THIS DISCLOSURE DOCUMENT IS APRIL 19, 2012, AS AMENDED ON
JANUARY 10, 2013**

STATE EFFECTIVE DATES

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

California July 19, 2012, as amended on _____

In all other states, the effective date of this disclosure document is the issuance date of April 19, 2012, as amended on January 10, 2013

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