



A Unique Opportunity

A Fresh Twist

Pretzelmaker takes pride in offering the “World’s Best Soft Pretzels” to our customers. Our pretzels are freshly rolled, twisted and baked in our stores right in front of the customer’s eyes. In today’s world, customers are eating more and more on the go. Our pretzels offer a great-tasting, low calorie, portable and convenient snack to meet this consumer demand.

Pretzelmaker is an innovator in the pretzel industry. We were the first to introduce the popular Pretzel Dog, and later, to launch Pretzel Bites, pretzels in a new smaller, bite-sized and even more portable form. We also offer freshly squeeze lemonades in a variety of flavors and a delicious line of Breezer Smoothies. Whether your craving is savory or sweet, we’ve got the perfect snack for you.

Smile. It’s Snack Time.™

Perfecting the Pretzel

Founded in 1991, Pretzelmaker has been offering fresh, hand-twisted pretzels, pretzel dogs, freshly squeezed lemonade, and cold beverages for more than 17 years. In our pretzel portfolio, including stores currently operating as Pretzel Time, we have over 325 stores located in 33 states domestically as well as 50 international stores in Canada, Guam, Trinidad, Panama, Jordan, and Guatemala.

NexCen Brands, Inc. added Pretzelmaker and Pretzel Time to the Quick Service Restaurant (QSR) portfolio in August 2007. With both brands’ commitment to fresh quality products and innovative new menu items, NexCen’s marketing and branding experts will build the pretzel business beyond “just the pretzel concept in the mall,” into a unified brand with strong positioning, a product innovation focus and a compelling look and feel. NexCen plans to elevate the pretzel business in consumer’s minds in both the domestic and international marketplace.

NexCen’s integrated QSR portfolio helps make all franchise concepts stronger and more profitable by leveraging product purchasing, merging similar business development systems, and utilizing more efficient resources for product development, research and marketing. There has never been a better time to join the Pretzelmaker family.

New York franchise law requires that we provide the following information for New York prospective franchisees. This advertisement is not an offering. An offering can only be made by a prospectus filed first with the Department of Law of the State of New York. Such filing does not constitute approval by the State of New York. These pages do not in themselves constitute an offer for the sale of franchises. An offer can only be made by delivery of an offering circular. We are not currently offering franchises to prospective franchisees in the State of Maryland. Until such time as we are registered in Maryland, no additional information will be forwarded to individuals in Maryland.



Community Involvement

Pretzelmaker Cares About Community

Pretzelmaker is more than just delicious fresh baked and twisted pretzels. We believe in providing excellent support to the local community. During the marketing section at NexCen University, franchisees learn the importance of supporting the local community. Our franchisees are active members of the local Chamber of Commerce, supporters

of the neighborhood schools and partners with not for profit and other charitable organizations. As many of our locations are in malls, we often partner with other retail outlets to help drive overall mall business. We are also very supportive of the employees who work in the malls and we develop special programs to reward their service. We find giving back to the community in which we operate extremely rewarding. It is something we love and enjoy!



GLOBAL GROWTH & NEXCEN U

“The World’s Best Soft Pretzel”

Pretzelmaker is developing a strong international presence. In our pretzel portfolio today, we have 50 international stores in Canada, Guam, Trinidad, Panama, Jordan, and Guatemala. We will be creating and growing a unified brand across the globe, building the world’s most recognized and beloved pretzel concept.

With NexCen Brands, Inc.’s strong portfolio of global brands, we have the infrastructure and experience to rapidly expand Pretzelmaker internationally.

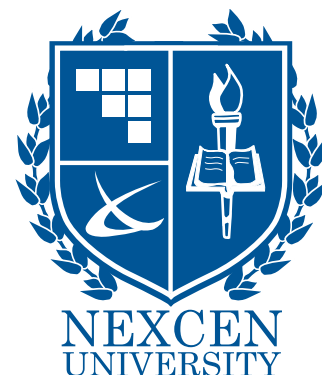


New NexCen University Training Facility

Because NexCen Brands, Inc. is one of the world’s leading brand management companies, we understand the importance in supporting all our franchisees in every way we can. This deep commitment and passion for our brands is the reason for building NexCen University, ensuring every franchisee in our brand portfolio has a level of expertise and confidence from day one of ownership. It takes hard work and devotion to run a profitable pretzel business, and NexCen University offers state-of-the-art technology for initial and ongoing training, programs and support.

NexCen U’s courses are drawn from the knowledge of our best-of-class management team and knowledge of franchise systems. With a mix of traditional classroom, workshop and seminar presentations, we use highly interactive instructional techniques including video and online demonstrations. Students also receive hands-on training in the following categories: pretzel production, staff management, store operations, marketing, financial analysis and more. NexCen U is developing the technology for presentations to be sent to the store on flat screen televisions so franchisees can get up to the minute instruction after graduation from NexCen U.

So whether a franchisee is just starting out or has been in business for a long time – each and every franchisee is supported to the maximum with the most current information from NexCen U.





Our growth strategy at Pretzelmaker focuses on enhancing not only our brand's awareness but extends to aiding every franchisee to find the best location possible. To that end, we have some of the best real estate specialists who are experts at local trends and demographics, as well as assist you in site selection. Our store locator assistance and store layout is designed to drive maximum traffic with minimum overhead. Additionally, Pretzelmaker continually offers new and existing owners assistance and consultation for your stores.

NexCen provides a vast array of sources in addition to site selection and lease negotiation upon signing of a franchise agreement:

- Turn-key store design.
- Marketing support tied to calendar of events and ongoing key brand building initiatives.
- In-depth training in the areas of Operations including P&L Management, cost of goods and labor controls.
- Periodic visits from field representatives to consult on operations and marketing to help increase profitable revenues.
- Ongoing tips for team training to ensure customer satisfaction and long term customer loyalty, including suggestive selling techniques for new products.
- The opportunity to network with experienced peers who enjoy sharing knowledge to benefit fellow owners and the organization.
- Unparalleled franchisee training and support through state-of-the art NexCen University.
- The opportunity to co-brand with other brands in the NexCen portfolio.
- You will have ongoing access to our expertise and materials in the areas of: Business Development and Administration,

We're Here To Help

Site Selection and Store Leasing, Construction, Purchasing, Training, Store Operations, Quality Control, Promotions, Marketing, Research & Development.

Open Communication

We believe communication with our franchisees is a top priority. Emphatically, our business philosophy is to encourage an open dialog between you and the entire NexCen Franchise Management team. We want you to create a thriving, successful business that offers the ultimate memorable guest experience. We work diligently to constantly brand and create emotional ties with Pretzelmaker customers so you have not only a customer but a customer for life.



Frequently Asked Questions

FINANCIAL FAQS

- Assistance in planning your Grand Opening.
- On-site assistance prior to and during your store opening, and on a regular basis thereafter.
- The use of our established supply sources, including negotiated prices that could not likely be attained by an independent pretzel store.
- The use of merchandising support programs, product tie-ins and seasonal promotions that are developed to attract new customers, cultivate and enhance customer loyalty and maximize the frequency of visits.
- The benefit of our Research and Development team that is constantly testing new products and searching for new ideas and better ways to serve your customers.

If you (or you and any partners) meet these requirements and would like more information please complete the request for information form.

For international opportunities, the minimum net worth requirement varies. Please ask your sales representative for more information and an international application.

Q: How much can I make as a Pretzelmaker franchisee?

A: We do not provide earnings claims of any kind. We recommend that prospective franchisees make their own independent investigation. Actual results vary for each store and we cannot estimate the results of a particular franchise. We can provide you with a detailed listing of our current franchisees and developers, whom you may contact directly to discuss sales figures or earnings.

Q: What are the minimum requirements for franchise candidates?

A: To ensure that our franchisees will be able to qualify with both lenders and landlords, we require that potential franchisees have at least \$60,000 in liquid capital and a \$200,000 net worth. In addition, food service and/or retail experience is desired, although not mandatory.



10 STEPS TO BECOMING A FRANCHISEE



10 Steps to Becoming a Franchisee with NexCen Franchise Management (NFM)

Completion
Date

- _____ Candidate completes Franchise Application and forwards it to NFM.
- _____ Candidate shows Verification of Liquid Assets to \$60K.
- _____ NFM obtains credit report to ensure credit worthiness for purposes of financing.
- _____ Candidates for whom applications are approved will participate in a phone interview to discuss real estate, construction, operations and marketing, training and initial investment parameters. It is best for a candidate to have a detailed list of questions prepared for this conversation.
- _____ If initial requirements are met, NFM forwards a Uniform Franchise Offering Circular (UFOC) to candidate for their review.
- _____ Candidate signs the Acknowledgement of Receipt (the last page of the UFOC), and returns one signed copy to NFM via fax or direct mail.
- _____ Candidate contacts existing franchisees within NFM system to learn more about our opportunity and what is expected.
- _____ Candidate and Franchise Development Representative from NFM schedule a Discovery Day at the candidate's convenience. During the Discovery Day candidates will meet key management personnel which will assist in the franchise development.
- _____ The Franchisee Approval Committee reviews candidate's application and notifies candidate of results.
- _____ Once candidate is approved, the candidate and NFM sign a Franchise Agreement and the candidate pays the Initial Franchise Fee to NFM. We welcome you to the NFM family and help you build the business of your dreams!

