



Stock Symbol **UPZS**

Thursday, April 21, 2016

To: Current & Future Shareholders in Unique Pizza and Subs®

This document is written to introduce future customers and/or investors to Unique Pizza and Subs®, and to update those already historically aware. It is also to summarize for everyone, the progress and some of the investments of Unique Pizza and Subs®. We believe that these actions will provide a solid Company *foundation* for achieving our aggressive growth strategy.

In order to have some degree of formal structure, this document is organized around the following *business and operational* categories:

1. **The Unique Pizza and Subs® ‘STORY’**
2. **UPZS Mission, Goals & Unifying Principles**
3. **UPZS ‘Differentiators’**
4. **Marketing**
5. **Trademarks**
6. **Partnerships**
7. **Product Packaging & Branding**
8. **Franchise Updates**
9. **Influential Administrator**
10. **Operations**
11. **Acquisition of PopsyCakes**
12. **Acquisition of Jose Madrid Salsa**
13. **Unique Pizza Frozen Pizza Line**
14. **Unique Pizza Brewhouse**

1. **THE ‘Story’ and THE ‘Evolution’ of Unique Pizza and Subs®:**

The Beginning! Jim Vowler parlayed a near personal tragedy in to an opportunity to pursue a career in the pizza/restaurant industry. Moving from Boston, MA to Pittsburgh, PA in 1991 to become an owner of a local pizza franchise, he began a career that has become the base for his dream, the source of his passion and the continual drive to be a CEO of an International and Publicly Traded Pizza Franchise business. For the last 19 years, Jim has honed his business and marketing acumen to fulfill his life goals through continual learning, ‘listening to the voice and views of the customer’, product quality and taste experimentation and touching every aspect of pizza and sub ownership and franchising. In addition to becoming a Fox’s Pizza Franchisee, he worked as a Manager for Pizzeria Uno’s, as well as being a cook, delivery driver and assistant manager for a few other Pittsburgh area ‘mom and pop’ stores. His desire was to understand the various aspects of the restaurant industry, ownership, franchising, product quality, customer expectations, profitability, employee management, procurement, distribution, marketing and strategic planning. Unique Pizza and Subs® conceptually began in 1991 as every recipe, every concept and all of the knowledge was



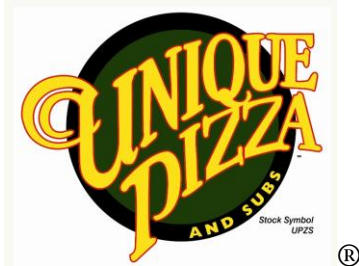
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designed to be part of a nationwide and publicly traded pizza franchise. We've accomplished much of this by partnering with others who shared Jim's goal of nationwide growth. Then known as Unique Pizza Factory, he entered the highly competitive Western Pennsylvania marketplace with a store in Millvale, a Northern suburb of Pittsburgh.

Quality and Quantity! This ever increasing knowledge led Jim to open his own pizza shop on April 1, 1995 and the rest is a successful history that we continue to build upon today. He called this first ownership endeavor Unique Pizza Factory (later changed to Unique Pizza and Subs® because of trademark conflicts and also began highlighting our huge sub business)! While the product and menu extension have been an evolution and experimentation along the way, the major focus of ***quality*** and ***quantity*** that ***consistently exceeds customer expectations***, have never changed! From experience and personal beliefs, these two items would be the long-term differentiators for success and will **not be compromised** as the expansion continues today. The secondary quest for Jim was to eventually plan, design, develop and manage a global franchise business. The first quest was to try his ideas in an area where major pizza franchises would not care to open. To that end, Jim opened his Unique Pizza Factory at 210 Grant Ave in Millvale, PA.; a small suburb town of Pittsburgh with an average family income of < \$15K and homes priced at < \$25K. Over eighteen (18) other pizza shops that were located in the immediate delivery area and an additional twenty-one (21) shops that delivered to the same area have come and gone or changed owners multiple times. Why? His ability to provide an exceptional product that was,.....well, 'Unique.'

Competition! Jim was confident that given the success of this first store in such a saturated market, any other market that a franchisee selected could compete with any other pizza shop anywhere. Jim was then compelled to try his concepts in the larger, more high-profile city of Monroeville, PA. To increase the challenge, he opened his shop across from a Pizza Hut in order to further test his quality and quantity theories against the biggest pizza franchise. Within a year that Pizza Hut restaurant was closed despite their fancy marketing; could the product quality and/or the lack of sufficient consumer perceived price/value be the reason for their closure? Further to the development of the Unique Pizza Factory success story was the challenge that there are more pizza shops per capita in Western PA/Eastern Ohio than anywhere in the US. This, of course, has had an impact on any major franchise's success (or lack thereof) in this area, but lead Jim's thought process of global expansion with the ability to make a pizza (and subs) with the ***quality and taste of a 'mom and pop' independent store, but with the product consistency of a major franchise***, in order that it can easily be replicated.

Our success is owed to one uncompromising value: to make the customer experience as great as possible by exceeding their expectations! That goal is achieved by providing our customers with a consistent and superior product. Along the way, this claim has been verified through recognition in such publications as *Pizza Today (magazine)*, *Food Industry Advisor*, *The Boston Herald*, *Atlanta Journal*, *The Pittsburgh Post Gazette* and *Entertainment Magazine*, *Pizza Market Quarterly*, *WallStreetCorner*, *Pizza Marketplace*, *QSR Magazine's*



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Franchise of the year in 08 and many other publications. We've been highly visible in the Pittsburgh area through previous sponsorship with professional sports teams like the Pittsburgh Penguins and Riverhounds, NASCAR with the Phelps MotorSports Racing Team and their car #99.

Conversion! Another growth milestone in his expansion quest occurred when an existing independent pizza store converted to Unique Pizza Factory. William (BJ) Rafaloski owned a pizza shop that he was trying to sell because he couldn't make a profit. The problem was his offers were equal to the value of his used equipment (\$7K), but he owed the bank closer to \$30K. He lost money by being open for business, but couldn't sell it without sustaining a big financial loss. A 'Lose/Lose' proposition for BJ! He was only trying to compete on price, but had no 'buying power' to make his products cost-effective. His store name had no value to a new owner, nor did his recipes (no one would duplicate a failing proposition). Bottom-line was that the only value to a buyer for BJ's store was used pizza equipment. Along came Jim with his Unique Pizza Factory conversion idea. BJ gained ***'buying power,' better use of his product inventory with an expanded menu, increased name recognition and thus increased store value, shared in area marketing investments, participated in an improved distribution process as well as many other profitable advantages.*** Several other area 'mom and pop' shops have since converted in a similar way. Conversions will be discussed more in detail later in this correspondence, as it's concept is a key differentiator to our growth strategy as well as providing separation from other competitor's. BJ's belief in and first hand experience with the conversion concept and the UPZS business model in general, influenced BJ to become a key member of and contributor to the UPZS management team.

Product Development! Because of Jim's learning experiences 'along the way,' his propensity for high food quality, his love of eating and his huge appetite, he continued through the years to experiment with the food tastes and the menu expansion until it is where it is today. A few examples include: (a) blended cheeses until he found the 'right combination' (40/40/20% custom made **unique three cheese blend** 40% mozzarella, 40% imported provolone and 20% white cheddar), (b) modified generic pizza sauces to arrive at today's private blend, and (c) developed a tasty crust mix that can be readily duplicated in various thicknesses and sizes and cooked to perfection in multiple types of ovens. NOTE: to maintain the pizza crust quality and freshness, every store hand makes the dough balls each day; NO frozen pizza shells are used! Another key principle to having such an extensive menu, with high product consumption rates (low waste), freshness and higher product profitability is the fact that ingredients are used in multiple products; one example of many, is that we use the highest quality of Tyson chicken meat available in forty-two (42) different menu items. This not only gives us great 'purchasing power' with a super partner, but they also provides rebate and incentive programs that are a fundamental element of our business model. ***Very few items on the menu contain ingredients that are only used in just one product*** and those are either out of necessity or initiated by customer demand. In short, Jim has perfected all of the products on the extensive menu over time (many being 'unique' to us), documented the ingredient details in a confidential recipe book and yet kept enough simplicity to cost-effectively duplicate the products via a franchisee model. Also the majority of ingredients are fresh rather than frozen! Fresh ingredient means better tasting products!



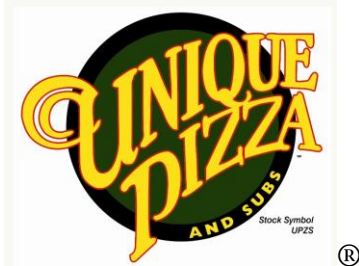
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Business Model! The more success Jim had with local shops, the more clarity he had with his strategic expansion vision. He and other local Unique Pizza and Subs® owners and long term employees such as Steve Connor, Jon Amato and BJ put their thoughts together on the things needed to have a successful growth plan. They all felt the product quality was beyond reproach and cost-effective/affordable and they could envision it being easily duplicated. They updated and expanded the menu somewhat and tested new items locally with great success. They assessed the strengths and weaknesses of ownership and worked diligently to come up with ideas to minimize the weaknesses with operating a store from a franchisee's perspective. Also Jim started to get a greater understanding of the skills of additional resources he needed to supplement those of his own.



Through the years of learning and increasing experience, some of the **Key Elements and Principles of the Business Model and Associated Plan** include the following:

- Become one of the '**Top Ten**' pizza Franchises headquartered in the US
 - This would require > 1,000 stores
- **Revenue** sources to include:
 - Franchise Fees
 - 8% of Franchisee Revenue (major franchise's charge between 11 & 14%)
 - 1) 5% for Corporate
 - 2) 3% for Advertising
 - Vendor/Supplier Rebates
 - Stock Sales
- Three **Growth** propositions (both Franchised and Company owned)
 - 1) '*Organic*' – new store openings
 - 2) *Conversions* – existing independent stores
 - 3) *Acquisitions* -- both pizza/sub businesses as well as 'complimentary businesses' that could also become independent profit centers
- '**Brick and Mortar**' (buildings/structures) would **NOT** be important, but emphasis would be on product, building color scheme and 'look and feel,' Unique Pizza and Subs® signage, employee attire, etc.
- Store service option **Flexibility**, such as they can provide: (a) pick-up and delivery only, (b) sit-down and (a), (c) inclusion of wine, beer and/or liquor license



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- Make a low '**Cost of Entry**' (franchise fee) and overall ongoing Affordability
 - Initial Franchise Fee established at \$20K (details later)
 - Provide financing opportunities
 - Weekly fees tied to store revenues @ average of 5% below competitors
 - Individual (vs. quantity) pricing available for consumables such as shirts, hats, menu's business cards, gifts, etc.
 - Shared advertising fees
- Minimize Employee **Theft** of money and/or product through the use of Automation
 - Common Point of Sale system for all stores
 - Centralized toll free Call Center for ALL stores (details later)
 - Professional Customer Response Representatives for Order Accuracy
 - Product and Ingredient Consumption activities/histories matched to revenue
 - Accurate revenue and product Usage Tracking
- Improve store **Profits**
 - Up-selling to improve average 'order/ticket' price
 - Marketing
 - Headcount Reduction
 - Order Accuracy
 - Volume-based Pricing and vendor Discounts
 - Product Profitability Analysis
- A **Customer Loyalty Program** is required to reward great consumers and to stimulate those who may need incentives or had a less than satisfactory experience
- Minimize call **Order Time** without compromising **Order Accuracy**
 - Utilize Automated Call Directory (ACD) software tools
 - Corporate Enterprise system
 - Customer Data-base accuracy
- Product **Consistency** expected of major franchises, regardless of cook's expertise
 - Thorough Documentation
 - Timeless Training (Headquarters, Web-based and On-site)
- Become a **Publicly Traded** Company that is listed on NASDAQ or equivalent
 - Would become only one (1) of fourteen (14) publicly traded pizza companies



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Unique Pizza and Subs® is the only publicly traded franchise that has been designed to succeed in ‘high profile’ as well as smaller markets allowing for much faster growth and expansion in any market than our “competition.” Given that our planned rapid growth is not limited by demographics or household income, we are able to make an impact on brokerage firms and individual investor’s interest in our company. Our plan is to open a few key stores located in preferred areas or ‘begin to develop’ a new city; we will then use that ‘showcase’ store as the example to convert existing independent pizza shops in to Unique Pizza and Subs®, thus beginning to impact and eventually dominate a new market.

The plan should allow us to reach our strategic and financial objectives and milestones in order to provide reassurance for investors through our commitment to always “exceed customer’s expectations” through, (a) product quality and quantity, (b) building shareholder value and (c) becoming one of the largest pizza franchises in the US. We believe that as the market share and revenues for Unique Pizza and Subs® continues to grow, so will the stock price and the positive long-term outlook for UPZS stock.

Ron Watson is another significant personal investor and ‘champion’ of UPZS. It was our pleasure to host Ron and his lovely daughter last summer where he got to meet the management team, taste the product and see a store operation in action. He says Unique Pizza and Subs ® is “*going to be a fast-growing company with a great tasting pizza.*” “*Been there, enjoyed it. Awesome opportunity. A real Company going to do some real things.*”

Owner Support! As in Franchise businesses, the owners have a lot of ‘skin in the game.’ Our success depends on theirs so Unique Pizza and Subs® too must do all we can to ensure their success as a business partner in a ‘win/win’ relationship. Franchise owners are provided with the *training* and *support* necessary to ensure their success. All franchisee’s receive confidential ***owners manuals*** that cover every aspect of owning and managing a Pizza & Sub restaurant.

In addition to our plan is to have ***monthly support/audit/training*** visits from the Directors of Operations and Quality Control, the franchisee will be provided with updated and ongoing

Unique Pizza and Subs Corporation®, 322 Mall Blvd. #149 Monroeville, PA 15146



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on-line, on-site and HQ Training sessions that will allow owners and key personnel the ability and to run their store as smoothly as possible. Unlike many franchises, Unique Pizza and Subs® will have an ***exclusive and protected territory*** that will allow stores to maximize their sales. With our ***nationwide purchasing power*** we will help franchisee's with discounted group health plans, stock options, security equipment / monitoring, etc. allowing the hiring of dependable and loyal employees who feel safe from harms way. Additionally, we pass along the ***reduced vendor pricing*** that comes with increased order volume. Unique Pizza and Subs® provides the franchisee with on ***on-line fulfillment*** site, where they can order supplies, promotional material, employee apparel, consumables and other items for their location (individual to large quantities of any item). Even food products can be ordered on-line directly through US Foods web-ordering system. Unique Pizza and Subs® ***web-site*** will provide a link to public owner information, a private password protected area for confidential communiqués, on-line ordering that automatically gets directed to the franchisees store, training, link to UPZS partners, etc. And finally, with our conversion program, each store will become part of a larger developed market that will then allow them to 'pool their resources' for advertising, etc. to make an even bigger impact in their area.

Staffing! With a clear understanding of the Pizza and Subs Operations, an increasing Business acumen and long-term Vision established, Jim set forth to assemble a 'theoretical staff' to achieve the business objectives. The plan is to add resources when needed and finances permitted. ***His philosophies included Revenue, Growth, Cost and Profit responsibilities from the Business perspective and Product Quality & Consistency, Customer Relations, Store Management and Cleanliness and Employee Growth and Safety from the Operations perspective.*** In essence he planned both Pre and Post Sales Management with Support functions that would serve both Revenue and Cost goals. This thinking lead to a staffing model that included the following functions:

- ✓ Chief Executive Officer
- ✓ General Manager (Profits)
- ✓ EVP Sales/Marketing (Revenue and Growth)
- ✓ EVP Operations (Costs)
- ✓ VP Procurement & Distribution (Vendor Relations)
- ✓ Chief Strategic Officer (Strategic Planning, Mergers/Acquisitions)
- ✓ Chief Information Officer (CIO)
- ✓ Director of Human Relations (HR)
- ✓ Legal Counsel
- ✓ Chief Financial Officer (Finance & Administration)
- ✓ Customer Support Center Management (Customer Response and Relations)
- ✓ Customer Response Representatives (CRR)
- ✓ Administration
- ✓ Trainer (franchisee education and new product development)
- ✓ Quality Control (maintain quality, consistency and compliance)

Of course, not all of the above positions are filled as this is written, however, Jim has successfully attracted some of the best and brightest individuals to fill some of the above job



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Tracy Phelps is not only an investor, but is the owner of the Phelps Racing Team that has the UPZS #98 NASCAR race car driven by Brandon Loverock. According to Tracy, *“The best product and the best stock value. I believe in the integrity and the earning potential is huge. The Team that UPZS has built will make it successful.”*

Pizza Industry Facts and Figures!

- ✓ Americans eat approximately **100 Acres** of pizza EACH DAY, about 350 slices/second
- ✓ Approximately **Three (3) Billion Pizzas** are sold each year in the US
- ✓ There are approximately **69,000** pizza **Stores** in the US
- ✓ Pizza shops represent **Seventeen Percent (17%)** of ALL **Restaurants**
- ✓ Pizza accounts for **greater than (> 10%)** of ALL food service **Sales**
- ✓ **Ninety-Three Percent (93%)** of Americans eat AT LEAST one (1) pizza per month
- ✓ **Sixty-Six Percent (66%)** of Americans order pizza for **casual dining** with friends
- ✓ Americans eat an average of **Forty-Six (46) Slices** of pizza per year
- ✓ Americans eat an average of **Twenty-Three (23) Pounds** of pizza per year
- ✓ **Forty-Two Percent (42%)** of **Children** eat pizza at least **Three (3) Days** per week
- ✓ **Children** between the ages of **3 & 11** **prefer pizza** over all other food for lunch & dinner
- ✓ **Thirty Percent (30%)** of all the **Cheese** produced in the US is **Mozzarella**

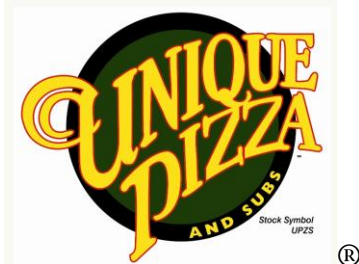
2. Mission, Goals & Principles:

It is important to have an overall framework in which to operate. The ability to translate Jim’s *Vision* in to *Actions* was extremely important. By defining a simple Unique Pizza and Subs® Mission/Vision/Charter, we then developed four (4) supporting Objectives associated with (1) **Financial** performance and growth, (2) **Customer Relations**, (3) **Programs & Processes** to support operational requirements and (4) **Employee Relations**. From this point we established desired ‘end-state’ results for each objective from which we derived the required staffing and thus employee Roles and Responsibilities were defined and lastly, the **Actions** required to support each ‘end-state’ **Results**. For publication and clarity, it was found to be most beneficial to define our **Company Principles** that we use to unify all of the employees and stakeholders about how we want to be perceived. Thus, the following are the statements of Unique Pizza and Subs® Mission, Objectives and Unifying Principles:

UPZS Mission/Charter:

To provide high quality Products, Service and Support to our Customers, while contributing to the successful growth and profitability of the Franchisees, our Investors and Unique Pizza and Subs Corporation

UPZS Goals & Objectives:



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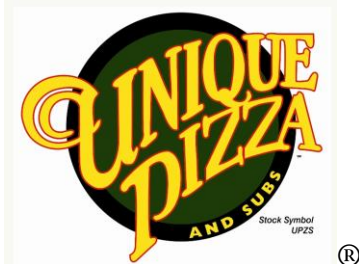
1. To be recognized as one of the **'Top 10'** Pizza/Sub Franchise's in the US, in both # of store locations and shareholder value
2. To develop an internal organization and an external franchisee network with a 'core value' of customer satisfaction that will deliver high quality products, service and support that meet or exceed our **customer** expectations 100% of the time
3. To implement strategies, programs, processes, automation tools, training and methodologies that ensure Unique Pizza and Subs **leadership**, as a provider of high quality products and seamless, consistent and customer-centric service and support
4. Ensure that we are able to attract, develop & retain the highest quality **employees** in the food service industry

UPZS Unifying Principles:

- Provide honest price/value in our products and services
- Establish the highest levels of professionalism in our industry
- Provide 'after-sales support' and services that testifies to our commitment to the welfare of our customers by consistently and persistently utilizing our expertise in the resolution of problems
- Strive to identify needs, recognize problems, and resolve them efficiently and economically
- Provide opportunities which foster self-esteem, promote human dignity, and inspire personal growth
- Allow ourselves the right to make mistakes, because in every failure are planted the seeds of success
- Project a courteous, caring and positive attitude in all contacts with our customers and each other
- Continually provide our customers, ourselves and our families with prosperity through a dedication to excellence and a commitment to quality and value
- Be constantly mindful and appreciative of the talents we have been given as well as the privilege it is to live in a country where limitless opportunity exists for all people, proportionate to their service to mankind

3. Unique Pizza and Subs ® Differentiators

What makes UPZS UNIQUE? This is a question we are often asked by those that have never tasted our products or understand the Unique Pizza and Subs® story. I like to call them '**differentiators**.' We haven't invented the 'hoola hoop' or the 'pet rock' where marketing has to be the differentiator. Everybody likes pizza (see Pizza Industry Facts and Figures in Section 1) and so getting someone to try our product is easy IF we are accessible to the potential customer. We believe that anyone who will give our products a 'try' will continue to 'buy.' Why? Quality, Quantity, Price/Value, Service & Support! All differentiators! From a business perspective our Conversion strategy differentiates us from other major



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publicly traded pizza companies. To simplify, we believe there are four (4) clear advantages we have over the competition, as follows:

- 1) ***Superior Products***
- 2) ***Unique and Extensive Menu***
- 3) ***Customer Response Center*** for centralized ***Ordering***
- 4) Well defined ***Conversion Strategy***

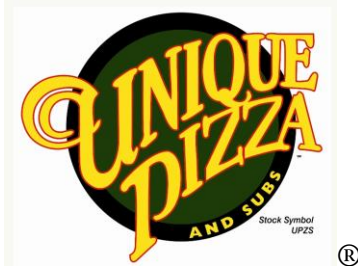
I asked a few of our new ‘organic growth’ Franchisee’s as to ‘**What made you decide to choose Unique Pizza and Subs® as a Franchise?**’

Ron Watson stated three (3) reasons, as follows:

1. *“Food has to be good food. We found the Food to be excellent.”*
2. *“Getting in early. This was the right time to get involved with an expanding company.”*
3. *“UPZS is less expensive than other Franchises. The price was affordable.”*

Kevin Serrano, Southern CA Master Franchisee and 50% owner of the Unique Pizza Brewhouse in Murrieta CA replied, *“The potential far exceeds any other opportunity than anything else I’ve been involved with. I’m impressed with all the people involved with UPZS.”*





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Some of our '*unique differentiators*' are displayed as framed documents in our HQ facility and in some stores.

1. 'BY (buy) the #'s':

- One (1) of only **Nine** (9) **Publicly Traded Pizza Franchises** in the U.S.
- We offer over **Forty** (40) delicious **Subs** with the highest quality of meats, cheeses and vegetables
 - a. 14" large sub and 7" small sub (vs 6", 9" or 12")
 - b. We are the only publicly traded franchise that delivers subs
- We offer **Sixteen** (16) *Specialty Pizzas* and Five (5) Varieties of *Crusts*
- UPZS offers many *Signature* items, such as:
 - a. Neighborhood Pizza® = 24" w/ 16 slices @ 10 lbs. w/ 2 toppings
 - b. The Victory Lane® ('the fastest pizza on the track') = 16 cut square pizza
 - c. The Playground® (a meal made just for kids ®) = 8 pizza, sub or appetizer choices, activity box and a small toy
- Our Medium **pizza is bigger** than the National Competition's Large;
 - a. Small = 12", Medium = 15", Large = 18", Neighborhood = 24"
 - b. "*Size DOES Mean Everything*"

2. We're 'Bigger and Better':

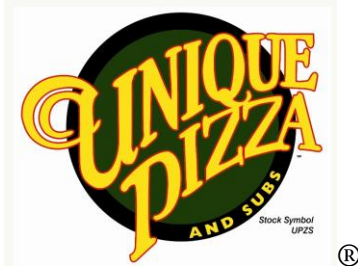
- UPZS has the Quality of a '*mom and pop*' shop and the Consistency of a major pizza franchise

3. Conversions:

- UPZS has the ability to rapidly *Convert* existing pizza shops to Unique Pizza & Subs

CONVERSION's of existing pizza stores are a big differentiator from national competitors and a key to achieving our 'top ten' position goal, thus I'd like to go in to more detail. The Conversion Package Fee is only \$20K and can be financed for approximately \$300/month. As always, our intent is to make UPZS and the Franchisee relationships a win/win situation; an endearing, affordable and successful partnership.

We have produced marketing collateral re conversions, that is introduced by our Founder, President and CEO, James Vowler, as follows:

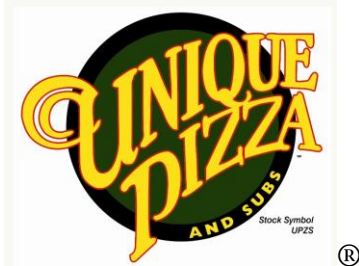


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"Unique Pizza and Subs ® offers a truly unique opportunity in the growing pizza industry. This 'Conversion Program for Success' brochure details some of the tremendous benefits of converting your independent pizza shop in to a Unique Pizza and Subs ® franchise. It discusses the carefully planned program for success that will make owning a Unique Pizza and Subs ® one of the most rewarding business experiences available today."

This guide to converting an independent pizza business in to a profitable franchise operation begins by asking the owner some soul searching questions that they should ask of themselves and their pizza business. The questions and associated answers will give you even more insight into various business and operational questions that independent store owners face daily, such as:

- **Have you ever wanted to be part of a nationwide franchise but thought you couldn't afford it?**
 - ✓ Unique Pizza and Subs® will finance the entire conversion package for you!
- **Have you ever wanted to be part of a nationwide franchise, but you are located in a smaller market?**
 - ✓ At Unique Pizza and Subs ® we target high profile areas as well as the smaller pizza markets.
- **Have you ever thought about the market value of your independently owned pizza business?**
 - ✓ The average value of an independent pizza shop is only worth the market value of it's used equipment and not the sales. By being a partner of Unique Pizza and Subs® you will be able to increase your market value and profits daily.
- **Would you like to increase the quality of your product while lowering your food costs?**
 - ✓ Unique Pizza and Subs® uses it's purchasing power to acquire the best products and lowest possible market prices through our nationwide partnership with our vendors.
- **Are you able to effectively and efficiently manage your: Employees, Inventory, Cash Flow and Customer Loyalty?**
 - ✓ With our partnership with Revention® (our Point Of Sale and Call Management Systems), we can make your pizza shop fully automated, which allows complete control of your daily operations.



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- **Do you feel like you can take time off without losing control of your business?**
 - ✓ With our Point of Sale system, you are able to access real-time sales, profits, inventory, employee activity and management information from a cell phone, PDA or computer.
- **Does your product maintain it's quality and consistency if you are not there to manage your business?**
 - ✓ Unique Pizza and Subs® recipes are designed to have the quality of a “Mom & Pop” store with the consistency of a major franchise.
- **How do you advertise and promote your pizza business?**
 - ✓ At Unique Pizza and Subs® you will be added to our website and enjoy the benefits of our local and national radio, television, billboard, and high-gloss color print advertising. Also, from our NASCAR sponsorship (racecar # 99)
- **Do you find your shop running out of menus, shirts, hats or business cards due to high minimum volume requirements and set-up fees?**
 - ✓ At Unique Pizza and Subs® you will be able to order your menus, shirts, hats and business cards on-line with no minimums or set-up costs.
- **How much time will it take to convert my business to a Unique Pizza and Subs® Franchise?**
 - ✓ The conversion of your store in to a Unique Pizza and Subs® franchise, a publicly traded company (Symbol: UPZS), takes approximately two (2) weeks with no ‘down-time.’
- **What is the next step to convert to a Unique Pizza and Subs ® franchise?**
 - ✓ Visit our website @ uniquepizza.com or call our Corporate HQ at 724-600-4720

\$20K Conversion Fee is An Investment Well Spent! UPZS provides many immediate advantages that will have your Unique Pizza and Subs store running more profitability, such as:

- | | |
|---|------------------------------------|
| • Point Of Sale (POS) System | • Gift Card Program membership |
| • Unique Pizza and Subs ® Website | • UPZS Confidential Recipes |
| • Proprietary Product Inventory | • Unique, Extensive & Diverse Menu |
| • Buying Power of a National Franchise | • Marketing & Advertising Support |
| • National Supplier Partnerships | • Branded Signage and Floor Mats |
| • Credit Card Processing System | • 2 weeks of Professional Training |
| • Branded Shirts, Hats, Biz Cards, etc. | |

The “take away,” win/win proposition on existing store CONVERSION ! The existing independent (‘mom & pop’) owner Maintains Store Ownership, but now that of a national publicly traded franchise, Unique Pizza and Subs®! Has an **exclusive territory** with all of the benefits alluded to above. The additional benefits of converting an existing store is that the owner and their staff may know how to make and toss the dough and can surely make a pizza and maybe even subs; they know how to clean the equipment (e.g., meat slicer’s, mixers, fryers, etc.), make employee shift schedules, change the fryer oil and many other daily store activities. **The reason we can convert a store in as little as two (2) weeks is,** (a) our **training** period is now much quicker with the existing store staff; we just need to train



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them on UPZS products and (b) no local planning approvals for build-outs or code approvals or inspections, etc. are required to change to from 'Jimmy's Pizza Joint' to Unique Pizza and Subs®; add some signage, painting, POS installation and they're 'ready to go.' Also, as stated above, UPZS will further help, if needed, by providing Financing (without compromise to the any of the many products and benefits provided) of this \$20K 'conversion fee' with repayments at around \$300/month. For the new Unique Pizza and Subs® Franchisee there is an 'ease of entry, rapid transition, affordability and new found profitability!'

4. Marketing & Sales

We have a Corporate Sales & Marketing Team that provides both individual on-going Franchisee support and general and diverse Unique Pizza and Subs® Corporate Relations, Account Management, Marketing Communications and Advertising support programs. New Business and Revenue generation responsibilities are also part of this team.

Account Management! From the day the new Franchisee signs the Unique Pizza and Subs® UFOC (Universal Franchise agreement) they begin providing Account Management support such that the Franchisee will not have to 'figure out' who to talk to within UPZS, but we will assign a single point of contact to interface and communicate with as needed. While the Account Manager may not have 'all the answers' they will get them for the Franchisee and/or get the responsible individual or subject matter expert to contact them. Additionally, they will represent the Franchise business as needed at UPZS staff meetings. They will also contact the Franchisee with new information, products, management reports, customer relations issues, etc. ... anything that may impact the Franchise business/operations.

Local and National Support! The team will provide professionally produced advertising material, market research, public relations and media advertising in support of individual stores or the entire Unique Pizza and Subs® Corporation. Some examples of the advertising that our Marketing Team have done thus far, is as follows:

- Numerous positive news articles in newspapers in Pittsburgh, Milwaukee, Houston, Atlanta, Hawaii, Charlotte, and Boston as well as from various food critics; refer to web site at uniquepizza.com
- Radio and TV interviews with Bob Fidler and Jim Vowler in Boston, MA, Pittsburgh, PA and Milwaukee,
- UPZS booth at the Atlantic City Pizza show highlighting our ability to convert existing pizza shops in to Unique Pizza and Subs
- Western Pennsylvania Restaurant Association Trade Show
- Visible attendance (and various partner 'packaging') from UPZS at the International Pizza Convention in Las Vegas, NV, East Regional Pizza Show in Atlantic City and Central Region Pizza Show in Columbus, OH
- NASCAR & Craftsman Racing series advertising
- Numerous Financial and Investment media announcements in support of our Investor Relations firm (Mirador)



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Tracy Phelps is the owner and large UPZS investor, stated “*We are very pleased and excited to be associated with Unique Pizza and Subs Corporation. We have a long standing relationship with UPZS and have found the honor, integrity, and character of James Vowler and everyone at Unique Pizza and Subs to be second to none and I am looking forward to many more years of growth with them,*”



- NASCAR #98 car sponsorship via Phelps Motorsports
 - a. *Brandon Loverock* is the professional driver
 - b. NASCAR Grand National Division, West Series
 - c. Worldwide coverage has occurred on the Speed channel and HD network
 - i. Irwindale, CA
 - ii. California Speedway
 - iii. Phoenix
 - iv. Texas
 - v. Elko Speedway in Elko, MN at the Minnesota 150
 - vi. Iowa Speedway in Newton, IA at the Featherlite Coaches 200

We also did some short term sponsorship of other race vehicles, as follows:

- Sponsored Truck # 49 in Craftsman Truck Series via Brian Moates (Investor and soon to be Franchisee in North Carolina)
- Partnered with Brandon and Simon Weber in both racecar TV pilot and a NC car race
- Sponsored local mechanic/driver (Mark Flinner and Zach Morrow) in a NC car race

Ownership! We had some great visibility and positive feedback from our NASCAR sponsorship. The nation-wide racing audience is huge and continues to grow. We pursued a very affordable opportunity provided to us from a respected investor from the NASCAR capital in North Carolina, as follows:

- Purchased both a “working exact UPZS Replica” and a ‘Cut Away’ Show Car
 - a. Used at Pittsburgh Garden Show (2nd largest in the US) in concert with FOX TV in their NASCAR booth
 - b. Will be used at various store openings
- Own a late model (Car # 27) running at the Pittsburgh Motor Speedway and is driven by shareholder Jeffery Jones and supported by Mark Flinner and Zach Morrow

Unique Pizza and Subs Corporation®, 322 Mall Blvd. #149 Monroeville, PA 15146



®

Stock Symbol **UPZS**

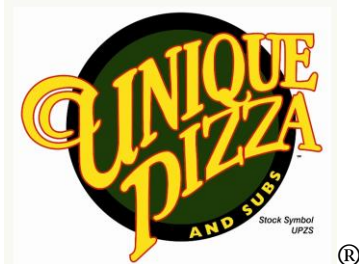
Conversion Franchise Program! Our Unique Pizza and Subs® Marketing Organization: (1) The first phase is an initial ‘post card’ mailing to all of the independent pizza stores in the targeted areas. This card has our logo on the front and some of the stimulating owner directed conversion questions on the reverse, along with a special conversion ‘hot line’ phone #. This phase is primarily used for ‘planting seeds’ and getting some ‘name recognition.’ (2) The second phase, again includes a mailing, but this time the content is a specially designed abbreviated version of our *Conversion Program for Success* brochure. (3) Phase three is personal contact via telephone, ranking of the shops by targeted Conversion priority where conflict exists and/or personal visits by a conversion representative; ideally ‘off-site’ to get the owner away from the daily business distractions. (4) We also include some focused media advertising, especially for new areas where name recognition needs to occur. (5) An overarching program, intertwined with all phases, is a target area development plan that is more pro-active than just ‘mailings.’ An experienced UPZS Operations employee does a discrete pizza store evaluation to assess ease of conversion, location, apparent business volume, equipment, clientele, automation tools, menu, prices, etc. Each store is then ranked based on our desire to convert. An attempt is then made to meet the owner of the highest rated store to begin the education, information and benefits sharing story. Failure at #1, causes action to begin at #2 and so forth.

5. **Trademarks**

Unique Pizza and Subs® made significant (> \$100K) investments over the last year to trademark many of our ‘unique’ products and supporting slogans. Given our public stock status, global growth goals, centralized order management, universal toll free phone #, pre-printing of many consumables (menus, boxes, bags, apparel, signage, etc.) and national advertising, we felt compelled to protect, where possible, some of our written differentiators. If you refer to our extensive pizza and sub menu, you will find all of the following products and/or slogans:

- Unique Pizza and Submarines ®
- Unique Pizza and Subs ®
- Neighborhood Pizza ®
- Playground Meal ®
- Meal Made for a Kid ®
- Governor’s Pie
- Victory Lane Pizza ®
- Fastest Pizza on the Track ®
- Qualifier ®
- Butcher’s Block
- Pizza so Big it has it’s own Zip Code ®
- The Blake – Sub
- The Baron – Sub
- The Pounders
- Unique Steak
- Unique Pocket Sandwich
- Neighborhood fries
- Unique Fries
- Potatoskin Pizza
- Steak and Potato Pizza
- Western Pizza
- Western Steak Pizza
- Not Your Ordinary Pizza ®
- Ultimate Veggie Pizza
- These toppings are so good we charge you twice

6. **Partnerships**



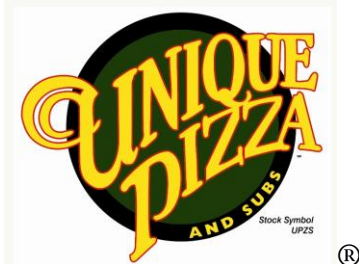
Stock Symbol **UPZS**

We truly value our Franchisees and our Business Partners ----- and they value us! Focus in this section will be primarily on our Vendor Relationships. They ALL have invested in our success by providing free products to each new store. These products or services are included in the \$20K Franchise Fees paid (whether new or conversions), but do not detract from UPZS profits. Most of our Partners have (a) instituted a Corporate Rebate Program that is one of the three (3) Revenue streams (see section 1 under Business Model) for Unique Pizza and Subs®, (b) committed to Customer Response Center initiated selling incentive programs, (c) a plan to reduce product pricing nationwide based on sales volume increases, and (d) provide some form of display or joint advertising on marketing collateral, at trade shows, invitations to participate with them, special event product supplies, etc.

It should be noted, that in our continuing quest for maintaining the highest quality of products, we have partnered with some 'high profile' internationally recognizable corporations. In most cases they can and do provide exclusive National Agreements and Account Management. I've chose to highlight some of the key elements of our Partnerships rather than redundantly detail similar value-added. I believe this will give the readers a solid overview of our diverse and important Partners.

- ***Ballissimo Group Food Service***
 - a. ***Food Distributor***
 - b. Stronger pricing than previous purveyor
 - c. Nationwide service
 - d. On-line ordering
 - e. Ability to integrate product replenishment via our POS
 - f. National Account Management provided
- ***Coca-Cola***
 - a. Standard reduced ***Beverage*** pricing
 - b. 25 cases (about \$500.00) initial product supply provided free to new franchisee's
 - c. Free cooler for each store
 - d. Fountain, bottled or canned drinks available
 - e. Full product spectrum
 - f. Provide Call Support Center incentives
 - g. National Account Management provided
 - h. CRC incentive programs for Customer Response Representatives
- ***Product Vendor Relationships***; additional **Quality Food Purveyors** used

<ul style="list-style-type: none"> a. Tyson b. Fontanini c. Hormel Foods d. Ken's e. McCain's 	<ul style="list-style-type: none"> f. General Mills g. Dairy Farmer's of America (cheese) h. Corporate rebates and CRC selling incentives provided by all product vendor
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- ***UniFirst***
 - i. Miscellaneous custom branded logo products
 - j. UPZS Custom Branded Floor Mats of various sizes



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- k. Aprons, cleaning rags, etc. provided
- l. National Account Management provided
- m. Weekly cleaning and replenishment
- n. Free first week's supply
- o. ROI generally in less than one month
- p. Guest doesn't have to call front desk (and hope they recommend us) or look up a delivery restaurant in the phone book
- q. They use UPZS as their 'center-fold' and show-case for tradeshow advertising
- **Bank of America**
 - a. Merchant Account processing for all Corporate and Franchise stores
 - b. Managed as a Profit Center
 - c. Credit Card Approval/deposits
 - d. Auto transfer of Franchise fees
- **Revention** (more highlights on this key software differentiator in the Operations section)
 - a. Customized **Point Of Sale** (POS) system for every store
 - b. POS/Enterprise System(s) for the Customer Support Center (CSC)
 - c. Internet allows for 'virtual' CSC; 'follow the sun' support
 - d. Mapping Tool available with each order to expedite every delivery
 - e. On-line product ordering integration with US Foods
 - f. Individual ordering via kiosk's are forthcoming
 - g. Web-ordering is forthcoming
 - h. Information Management
 - i. Both centralized and de-centralized information available
 - ii. Weekly product consumption
 - iii. Daily/weekly franchise fees administered
 - iv. Labor and time management
 - v. Manage potential theft of either or both monies or product
 - vi. Ability to manage multiple store location remotely
 - vii. Customer database expedites ordering process and allows for pro-active marketing and strengthening customer relations
 - viii. System can automatically highlight 'out of spec' parameters
 - ix. Centralized knowledge of order/delivery status
 - x. Audit trail of every transaction; whether order is taken at the CSC or the individual store(s)
 - xi. Real-time management of total cash and credit card transactions by product-type
 - i. 24 X 7 Technical Support
 - j. 'Finger print reader' security at POS in each store
 - k. UPZS staff installation and training on POS saves franchisee money
 - l. 'Customize' screens to UPZS product families with thorough product descriptions
- **Givex**
 - a. Customized **Gift Card** program; >\$25K investment
 - b. Company Profit Center
 - c. Usage centrally managed for appropriate store debit and credits
 - d. Custom Branded Card types include:



Stock Symbol **UPZS**

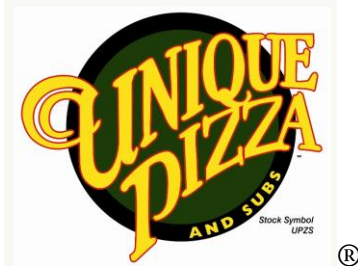
- i. Original Unique Pizza and Subs logo card
- ii. NASCAR Card
- iii. Platinum Shareholder card for 'original' investors
- iv. Birthday Club card
- **GreenTree Financial Services**
 - a. Mike Bonjiovanni – Founder and President
 - b. Investment Advisors
 - c. Financial Auditor;
 - i. Fully reporting Pinksheet company
 - d. SEC Legal Consulting; John Hanzel
 - e. 10SB Filing for Bulletin Board 'up-listing'
 - i. Approximately 60 days after completion of financial audit
 - f. International investor opportunities

7. Product Packaging & Branding

Another area of significant investments has been in the Packaging of our products as well as the design and trade-marking of our Brand. We have a lot more work ahead of us with nationwide brand recognition, but that will come as we execute our expansion and growth plans. As a Packaging example and in support of our 'quality' and 'Unique' differentiators, a lot of planning, design, implementation and on-going support has gone in to our pizza and sub boxes.



- All new and 'unique' **Professional Packaging** and **Branding** of our products
 - a. **Menus** – Our four-fold, four-color menu is very extensive (as will be noted below) and describes each product in detail. We intentionally do not use a menu board in our stores as we believe the uniqueness of many products needs to be understood without the 'pressure' of reading a non-descript public menu board. It is also a magnificent advertising tool that is distributed with every order and used to pro-actively solicit business through a planned 'hand-out' process. Our

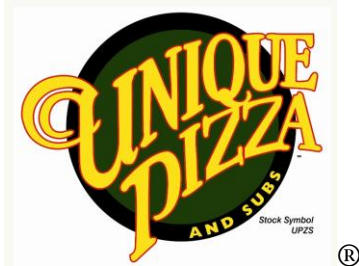


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standard coupons are included to stimulate orders on high profit or unique products and/or to stimulate sales during slow business days. In reading our menu you will note that our 'Pizza Toppings' list is random in ordered, rather than by the typical listing by most popular to least popular items or by meat and vegetables. This little design tactic often stimulates the customer to order items that they normally wouldn't, but of course at an increase in average order cost. Also, the descriptor for every item helps ensure that customer expectations of the product content is met as they can knowingly add or delete items, while understanding the norm. In that regard, it also means that we are not perceived to be 'nickel and dimming' the customer. A good example of this is a very common Steak Sub/Hoagie; you would notice that the Unique Pizza and Subs® Steak Sub contains: sliced rib eye steak, sautéed mushrooms, green peppers, red (tastier than white or yellow) onions, provolone cheese, pepper cheese, lettuce, tomato and italian dressing. Think how many places you have been that either price the 'add-ons (e.g., mushrooms, onions, pepper and cheese) separately or make five (5) different Steak Sub listings on their menu board; again at increasingly more expensive prices.

For the readers of this document who have never seen our menu, nor have access to our website, the following will summarize the menu content, as follows:

- Appetizers (14)
 - Four (4) different types of pizza crusts
 - ✓ Homestyle
 - ✓ Pan
 - ✓ Thick
 - ✓ Thin
 - Specialty Pizza (14 - more than any major franchise)
 - Signature Fries (4)
 - Calzones and Strombolis
 - Subs (22 different 7" or 14")
 - Pounder (5 different 14" subs)
 - Salads (9)
- b. **Boxes** – Enclosed in this correspondence are pictures of our box portfolio as it is often difficult to describe with clarity the uniqueness of the boxes. Our pizza boxes are not only unique in coloring, look and style, but they are more functional in design than our competitors. We concentrated on educating the consumer on competitive comparisons re size (vs slices), keeping the product warm and sturdy, reminding them of our stock symbol being displayed. How many times have you taken a hot Sub/Hoagie away from the store to only to find it gets cold quickly and has a soggy bun, often wrapped in foil or some type of wax-paper? How about the Sub 'falling apart' or a bun with no 'girth'? No problem for us! Our 'unique' Sub packaging (and bun quality) takes care of the aforesaid problems. We use a custom BOX for both the 14" and 7" Subs with the same quality material (heavy duty 'B' flute' cardboard) as the pizza boxes. This allows the Sub to fit together in the box, keep warm for up to two hours, steam escapes through planned box venting and bun 'juices' are absorbed by the box for fresh or crisp buns. Also, the product can be heated in the same box and then used as a serving



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‘plate.’ Product check blocks on the outside allow for quick recognition of the contents by the consumer. Also as a bonus, while not related to the box subject, consider how many major franchises even deliver Subs?

As a ‘take-away’ from this section, please consider the ‘box’ highlights, below:

- Bottom of the pizza box compares the competitors equivalent size pizza
- Printed on the box; e.g. our ‘medium’ (15”) vs their medium (12”)
 - ✓ Only publicly traded company pizza box printed in full color
- Only publicly traded pizza franchise that prints on the **BOTTOM** of the box
- Full color on **BOTH** Top & Bottom as well as the sides
 - ✓ Only publicly traded company pizza box printed in full color
- Purchased die casts for 4 color printing on all pizza and sub boxes
 - ✓ > \$90K invested
- Stresses size of the pizza, **NOT** the # of slices/cuts; size does matter
 - ✓ Influencing customers to order by **SIZE** and **NOT** slices/cuts
- High Quality (‘B’ Flute cardboard)
- Eight (8) different kinds/sizes of Pizza boxes
- Custom branded Sub boxes
- Only major franchise to use custom logo full colored boxes for subs
- Keeps Subs warm for 2 hours
- Box absorbs Sub moisture to keep bun fresh
- Vent holes to keep Subs crisp and not soggy
- Unique pizza box styling as the corners are angled and the logo becomes the box vent holes as it provides a 3D effect over the box edges

- c. **Shirts** – We require store employees wear Unique Pizza and Subs® logo T-shirts or collared shirts while at work. We provide an initial supply as part of the Franchise fee. Franchisees can order any additional quantities from us via the uniquepizza.com web-site
- d. **Hats** – If an employee wears a hat at work, we require that it be a UPZS logo hat
- e. **Custom Logo Signs** – As part of the Franchise fee, the store will be supplied with white logo window appliqué signage as well as colored signs for appropriate internal store locations. We sell outside signage including flat and pan-faced lighted UPZS signs. We suggest the franchisee purchase green awnings with Unique Pizza and Subs logos.
- f. **Delivery Bags**
 - Full colored embossed logo
- g. **Appetizer and Salad foam ‘Clam Shell’ Styrofoam boxes**
 - Ivory Color with custom embossed logo
- h. **Plastic Bags**
 - Ivory Color with custom green logo
- Increased **Sub Sizes** to 7” for the small and 14” for the large
- The Pounders
 - e. **Five (5) unique 14” Subs** that have a total of a *full pound* of meat and cheeses
 - The Blake (One full lb. of Rib eye Steak w/ Provolone & Sautéed Onion)



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- The Baron (Turkey, Roast Beef, Ham, Provolone, Lettuce, Tomato & On)
- The Qualifier ® (Rib eye Steak, Fries, Provolone, Tomato and Coleslaw)
- Bar-B-Que Beef (Rib eye Steak, Cheddar, Fried O-Rings & BBQ sauce)
- The Unique Italian (X-Ham, Hard Salami, Provolone, Lettuce, T&O)



- Updated **Menu** content, format, trademark names and print quality
- Stock symbol (UPZS) included on every box



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- The Neighborhood Pizza® is largest major franchise pizza
 - a. 24" Butcher's Block weighs 10 pounds
 - b. A pizza so big, it has it's own zip code®
- The Playground Meal®
 - a. Meal made just for Kids®
 - b. Only pizza and sub franchise with a kids meal
 - c. Includes a small toy, balloon and/or tattoo
 - d. Coupon program for gifts
 - e. Birthday Club



- Free kids meal on birthday

- The Victory Lane Pizza®
 - a. The Fastest Pizza on the Track®
 - b. Supports our NASCAR sponsorship
 - c. Sixteen (16) slice/cut square fresh dough pizza



®

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8. Franchise Update and Plans

We now have the extra knowledge, experience and documentation to have built a solid Company foundation upon which to grow exponentially, if need be. Throughout this document you will have read about many of the accomplishments and investments that truly position us to meet our long term growth and financial objectives.

We have NOT begun to advertise or market the franchising opportunities with Unique Pizza and Subs, so all growth and expansion plans listed below are based on 'word of mouth' and ALL are new 'organic' (vs conversions or acquisitions) stores.

9. Influential Administrator



Senior Advisor to Unique Pizza & Subs Corp. Dr. Malireddy Srinivasulu Reddy (M.S. Reddy) is famously known as "Cheese King" because of his notoriously successful cheese & dairy—highly scientific biotechnology-based ingredient business. Dr. M.S. Reddy currently serves as Chairman and President of USA based American Dairy and Food Consulting Laboratories, and International Media and Cultures with twelve manufacturing facilities in eight states.

Dr. M.S. Reddy has been nominated for the 2012 Nobel Peace Prize by the chair of the United States Association of the state of

Colorado. According to the chair of the U.N, Dr. Reddy has also been nominated by the world renowned professors of law, economics and register of the American Universities, Universities of India and also by the ranking members of the judiciary committee of the House of Representatives of the State of Colorado (U.S.A).

He has received over 100 national and international awards and honors from all over the world. Among the notable are: Richard M. Hoyt memorial award from the American Dairy Science Association, Outstanding Young Alumnus Recognition award from the Iowa State University, Sigma-Xi Research award, Outstanding Scientist award from IAFC, Washington, D.C., 2003, 2004 and 2005, Outstanding Businessman of the year award, and prestigious U.S. President Ronald Regan Gold Medal award at Washington, D.C. Dr. Reddy holds over 150 U.S. and international patents and has published over 70 scientific articles and has written several popular books, including A to Z of success. He is one of the leading authorities in the world in applied microbiology as it relates to dairy foods, probiotics, and pollution mitigation. Over 100 of his company's patented high tech products are used in commerce all over the world. He has not only built a billion dollar Business Empire but also helped to improve the world economy by increasing food production, reducing food spoilage and food prices, through significant scientific inventions. He has contributed over one trillion dollars to the world economy through his lifetime involvement in the business and research. He has served as a technical consultant to over 70 national and international companies all over the world and also serves on the Committee of Complementary Alternative Medicine Division of AAPI. Dr. Reddy gave over 300



®

Stock Symbol **UPZS**

motivational, technical, and medical lectures, at his own cost, to improve the optimism all over the world, to uplift the communities and to curb poverty, hunger and disease. For all his lifetime achievements he was nominated, in good standing, for the 2012, 2014, 2015 Nobel Peace Prize.

He strongly believes that 'health is wealth'. He educates how a simple idea and hope can help to change the direction of the life into successful and happy ventures. Dr. Reddy is a founder and Advisory Council member of NATA and has served in various capacities

in many Telugu Associations. He was an invited speaker to several universities, including Oxford University, England, Professional Associations, Political Associations, Regional and Communal Associations both in U.S.A. and all over the world.

Dr. Reddy is developing a custom cheese blend exclusively for Unique Pizza & Subs' frozen pizza. This exclusive cheese blend will include a "farm harvested" active probiotic.

10. Operations

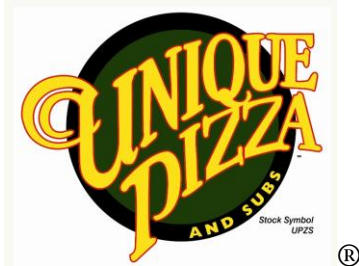
We knew the product quality was 'second to none' and was reproducible by different employee skill levels. We documented various processes, such as step-by-step daily store opening and closing, product preparation and cooking instructions, revenue stimulation via advertising, and even job descriptions and # of employees needed for each shift for each day of the week. However, we still had to solve some of the key daily operating challenges facing store owners if we were to execute our global expansion and growth strategies successfully. Most of these were associated with some of the other **employee or financial related activities**, such as: (a) ***product waste/spoilage***, (b) ***product inventory control***, (c) ***employee time management***, (d) ***employee efficiency and productivity***, (e) ***cost and profit controls***, (f) ***accurate franchise fees paid based on actual store revenue***, (g) ***management information available for an owner to have multiple stores or not have to be present every opening hour***, (h) ***knowing and rewarding loyal customers***, (i) ***product profitability*** and (j) ***quality control***.

There are two **Business Principles** that I have always adhered to that are essential to our Automation Strategy in order for Franchisee's to be in control of their Business and Operations:

❖ ***If you can't Measure 'it' you can't Manage 'it' !!***

❖ ***Management gets what they Inspect not what they Expect !!***

(a) Product Waste/Spoilage!



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Problem: It's inevitable that there will be some product waste and/or spoilage in a business where we strive for quality with an emphasis on freshness and most items being made upon order. The goal in this area would be to minimize both waste and spoilage. The objective would be to have the ability to have just the amount of inventory you need to exactly match the incoming orders and have employees who care about waste. Good luck with both!

Resolution: You could buy everything frozen, boxed or canned if you had the storage and didn't care about quality. Refer to Papa John's or Pizza Hut or Papa John's used to have a slogan that said 'fresh ingredients, better pizza.' Very true, except they stopped using fresh ingredients a long time ago. After being sued, they changed to their current slogan of 'better ingredients, better pizza.' Not quite as impactful is it? Products could even be pre-made. I could go on with sarcasm, but this is not an easy resolution for some. Unique Pizza and Subs® truly believes that product quality is a long term differentiator and thus freshness plays a key role in the quality equation. We make our dough fresh daily and use fresh ingredients, where it makes good business sense. UPZS uses measured cups for some ingredients such as cheese, so we can get consistency where ever possible. We have multiple food deliveries each week from US Food Services. Our training includes waste management education. Our Franchisee's order 'on-line' almost 'real-time' from US Foods, the frequency of which is dependent on storage space and product consumption projections. Our planned in-house software enhancements include **product consumption history** for each store, based on order management software being developed within our Enterprise system. We know the amount of ingredients intended for each and every product on our menu AND we know how many of each product have been ordered in any given period of time. IF a store manager felt that next week's business would be similar to the past week's, then our Enterprise Software could automatically order consumed ingredients directly from US Foods for replenishment when scheduled. If the store management is aware of business variables from 'the norm' they can then modify their food order.

(b) Product Inventory Control!

Problem: As had been eluded to within this document, management and control of product inventory is one of the more complex tasks for each store owner, especially with fresh ingredients being a key element of our quality quest. You have to manage theft, waste, spoilage, storage space of both fresh and frozen products, and delivery frequency all balanced against a projection of the near-term future of your order #'s, by product mix.

Resolution: Much of the solution was responded to in the above waste/spoilage section. We help every store with the planning, design and layout and even procurement of equipment. We use our historical knowledge of storage and freezer space to assist in this process. We also consider competition in the area, whether sit-down service is happening, slice vs whole pizza to be sold, etc.; generally what is the business model of each store and how accessible is it to US Foods re delivery frequency availability. The Inventory Management software under development will help tremendously with consumption history and auto order management. One of our Quality Control and/or Operation Reps are in our plans to visit each store monthly to ensure adequate and proper product is being purchased. Automation will show us how much of each ingredient was consumed based on order history and comparison to actual orders of each to US Foods. This



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ensures they are buying RIGHT the Right products, from the Right place, in the Right quantities!

(c) Employee Time Management!

Problem: Labor costs are a significant (25% to 35%) portion of each stores profit model. As discussed under the Loss Management category (b), it is important that employees are accurately reporting their working hours, whether it be for pay or government compliance. Often there is not a formal or structured time card reporting system and is dependent on ‘remembering,’ scheduling, honesty, integrity, etc.

Resolution: Time Management tools and reporting are an integral part of each Revention POS. There is an entire software module devoted to the scheduling, time recording, security access and salary-based payroll reporting. Starting with the previously discussed fingerprint reader, every employee now has a structured and formal way of time reporting; you log in and you get paid, you’re logged out and you don’t. The employee can receive an audited report of their actual hours, including both OT and/or multiple roles within the store w/ different pay structures (e.g., cook one night and assistant manager the next and a driver on another). No one can ‘sign in’ for someone else as their own fingerprint is the security key. This information is also recorded on the HQ Enterprise system for redundancy. Store owners are trained on the POS information management module during system installation.



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(d) Employee Efficiency & Productivity!

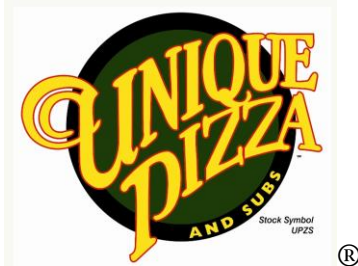
Problem: How do you maximize the use and time management of your employee resources? What is the right staffing for each shift on each day? Are deliveries taking too long or too few taken and how do you know? What is the norm? Are employees motivated to be efficient and productive? Time is money and the cost of unproductive labor is significant in both dollars and customer satisfaction.

Resolution: We encourage Franchisees to be careful not to have too much specialization! Everyone should help with product preparation during slow times; e.g., drivers can help prepare ingredients such as cutting and dicing to stock the prep table(s) or bagging for storage; they can fold boxes or make dough or other actions that can be done w/o compromise to customer service. Cooks can deliver and drivers can cook, as business dictates. With privileges, Owners and Managers have access to information from other stores or averages that can assist with employee performance evaluation. Certainly comparisons of one driver or cook to another in the same store can show how much revenue/product they make or deliver in a similar time period or from week to week. The POS mapping software will improve driver productivity by giving them printed directions for each delivery, thus minimizing delays and improving customer satisfaction. Also in the development stage is the ability of a driver to select deliveries in the most direct manner, which will improve delivery efficiency (customer 'A' to 'B' to 'C' vs FIFO - First In First Out, which is only time-based with every delivery planned from the store to the customer). Deferred ordering capabilities allows for anticipation and planned preparation time and work-load management. Generalists should be encouraged vs Specialists for store resource use versatility. Planning advertising campaigns also allows for better staffing plans. Historical performance data will help with shift staff planning.

(e) Cost and Profits!

Problem: Question unasked or without answers! Profit = Revenue – Costs. Does the owner know the components of each and can they measure each? Does the owner/manager know how to price products? Often owners will just price their products similar to their local competitor(s) without knowing anything about their profit per product or the competitors 'buying power', the product quality of the competitor and/or even the customer's price/value proposition (willingness to pay). Owners may not have access to detailed real time management information. Is advertising being done and if so, are the results measurable? Is there any theft occurring and if so, by whom and how much? Is there a profit and pricing model that yields expected results? What is the Cost of Goods Sold (COGS), Labor and Miscellaneous Expenses as a % of Revenue?

Resolution: Our Enterprise and POS systems provide real-time business and operational information that is accurate and auditable. We have the ability to set measured threshold and 'flag' out of norm metrics. We have designed a 'tiered' pricing structure because it is understood that 'one size does not fit all.' Using the Pittsburgh market as reference pricing, we have the ability to increase product pricing by a percentage – 'x' % (by product type or food category) based on various parameters such as, competition, customer price/value, increased cost factors (e.g., real estate/facilities or labor are often higher outside of Pittsburgh), etc. It is normal for an



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airport location to command a higher price than a downtown store or even less at a neighborhood shop. Upon signing a UFOC and paying the initial Franchise Fee, we send a confidential and detailed Product Cost Analysis report (along with many other documents and items to help the Franchisee get started). This Product Profitability Guide is the foundation of some dynamic software that helps provide the information to profitably manage a UPZS Franchise business. Advertising is also a key to revenue and profitability successes. We will do national advertising and help with local brand awareness. Our Management Guide and part of owner training is to demonstrate the value of individual advertising with menus, door hangers, targeted customer's, hotel placard placement awareness, etc. Also, our NASCAR show vehicle is available for marketing use by Franchisees.

UPZS has a proven Business Profit Model (below) and the ability to capture all of the revenue and cost components such that management decisions can be made in advance of actual performance.

<u>Cash Flow Model</u>	
<u>Cost Element</u>	<u>% of Revenue</u>
COGS – Cost Of Goods Sold	33%
Labor	24%
Facilities	8%
Local Advertising	4%
Insurance	2%
Loans	3%
Franchise Fee	5%
Franchise Marketing Fee	3%
Total Costs	82%
Total Profits	18%

(f) Revenue-based Franchise Fees!

Problem: Most major Franchises base their fees on a percentage of store Revenue; charging between 11% - 15% for both the franchise support and advertising fees. The fundamental question is how does the Corporation know exactly how much revenue each store generates in any given timeframe? We estimate a local Pizza Franchise Corporation is not collecting at least \$500K dollars each year, because of their inability to track individual store revenue. It seems that every 'collection period' could be adversarial between the Corporation and the Franchisee.

Resolution: First and foremost, Unique Pizza and Subs® has chosen to only charge our initial Franchisee (as per above) a total of 8%! We will honor this for the duration of our agreement for all existing Franchisees who join us at this special rate. This rate also includes the UPZS website or from a customer-initiated kiosk (future) entry, the transaction is recorded in both the local



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POS and at the HQ Enterprise System. All of the management information discussed earlier is available for inspection and action. As part of the Franchise Agreement, a weekly notification is provided to the Franchisee that an automatic bank transfer from the Franchisees Credit Card account = to **8%** of the week's store Revenue will occur on a specified date. Owner can easily reconcile, as every transaction has an audit trail. 'Hassle Free'!

(g) Management Information Accessibility!

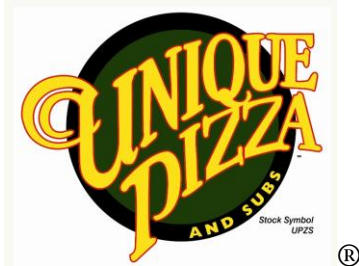
Problem: Referring to the two business principles of (1) you have to measure it to manage it and (2) you get what you inspect, not what you expect! For all of the previously documented reasons, many Franchisees haven't known what information to collect or how to gather it, if indeed it is even available. If we assume for a moment that the store has a POS that gathers this information, it will generally be a single-user, stand-alone system without internet access. This configuration would not allow for an owner to collect and analyze information **outside** of the store location. Once again, the question can be asked as to 'what happens in your store when you are not there?' Are all your expected workers there? Are they actually taking orders and how timely are they delivering? Are your customers satisfied? In general, is everything occurring the same as if you were there or do you need to inspect? And can you?

Resolution: All of our Automation Tools and Management Information are Internet accessible! We use Microsoft products and their Information Architecture in all we do. Every store has its own IP address for confidential and controlled access. What this means for an owner, is that they can access all of their store information remotely via the Internet from any 'network-able' computing device (phone, PC, laptop, etc.). In fact, this single benefit allows an individual to easily manage multiple stores without having to actually be there. At any given time, the owner will know who is working, what deliveries are happening, how many orders and of what type have occurred, how much revenue should have been generated, how much money should be in the cash drawer; even how much credit card revenue business was generated. Our CSC records all customer complaints on an internal website that may be made accessible to owners through password protected access. Regardless, the CSC will try to resolve the customer situation as per the agreed upon 'rules of engagement' the Franchisee agrees to, including calling the Owner/Manager, as requested.

(h) Customer Loyalty!

Customer Satisfaction is Worthless Customer Loyalty is Priceless !!!

Problem: To some businesses, Customer Loyalty is an oxymoron! That occurs mostly when you don't know or care and/or your product and/or service stinks. Do you know which customer spends the most on your products and do you know what they normally purchase and how often? Do you know how often someone complains and whether their complaints are valid or are they



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just seeking free products? Would you know if you ‘lost’ a customer and if so, why? Do your employees care about customer satisfaction and know how to interact with an angry customer?

Resolution: Using our Automation tools, Unique Pizza and Subs® is developing a Customer Loyalty Program, primarily to reward our great customers. Because of our increasing customer database, we can ‘rank-order’ our customers based on \$ spending, # of orders, order frequency, etc. Our CSC highlights customer complaints on the order screen, so that we know the complaint frequency of a caller and possibly how to ‘exceed their expectations’ before the order is sent to the store. More importantly, we can be pro-active in managing loyalty or trying to recover lost customers. Our Program will have email capabilities to stimulate or reward customers with new or free product offerings. As an example, we could take our top 10% of \$ by store and send them free merchandise or coupons to say thanks. On the other end of the spectrum, there will be a customer that has not purchased from us for a long time; a call or an email to stimulate a purchase or another ‘chance’ may be appropriate. You can let your imagination flow on both the reactive and proactive Customer Relations Programs that can be instituted to earn and maintain Loyalty.

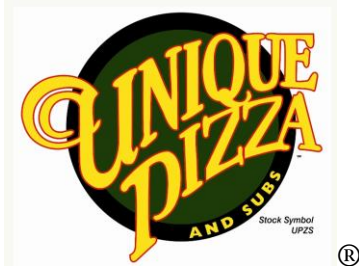
(i) Product Profitability!

Problem: Most Franchises can only measure the ‘bottom line’! If you’re not making a profit, do you have the information to know why and if you are making the profit you expect, do you also know why and if you could make more? Is your product pricing mix vs sales balanced or maximized for profitability? As an example, Franchises are occasionally carrying some menu items to appear to be competitive but could be increasing losses with increasing sales. As mentioned earlier, a product could be priced against the competition without knowing the cost or profit model of the competitor. Again, if you can’t measure it, you can’t manage it. Know when to eliminate non-profitable products and market/advertise and provide incentives for the purchase of high profit products or even when to change the purchase price or quality of an ingredient.

Resolution: Unique Pizza and Subs® distributes a detailed Product Cost Analysis to all new Franchisees. This detail information from our menu is the foundation of our Enterprise database and it begins with the ingredient details for each product; allowing for ‘sum of the pieces’ consumption. This enables UPZS to overcome the problem obstacles above. At least we can make a conscious decision to carry or eliminate a less profitable product based on competition, customer demand, etc. You can make that management decision because the information to do so is readily available. This information also aids us in individual product pricing, menu mix, vendor negotiations, competitive analysis, new product development and Franchisee education.

(j) Quality Control & Compliance!

Problem: When the owner ‘Mom or Pop’ is cooking, the product is probably excellent, but is the product quality easily reproducible for other employees or even tougher, in other store locations? Generally not! The challenge is to take *high quality* and make it *transferable consistently* to multiple locations and through *varying skill levels* of cooks. Most of the major franchises are willing to sacrifice quality for price. Probably an OK short-term strategy for the stockholder or



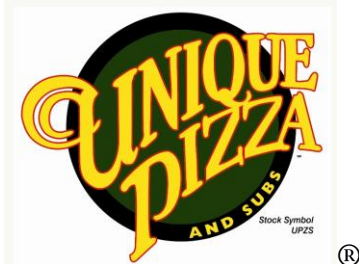
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company profitability, but once you go down that path, it's tough to go back. The largest cheese company in the world is a good example of low cost, but poor quality. A Canadian-based company that injects water in to a mozzarella cheese so it can be frozen and sold in large quantities at just a few cents over 'block' or list price. Very appealing to Pizza Hut, Papa John's, Dominoes, Little Ceaser's, and many others where quality seems lacking and not a high priority. Since cheese is one of the most important, expensive and volatile-priced pizza ingredients, these franchises can purchase a year in advance at a nice low fixed price. Problem is, the cheese burns, stretches too much and has no endearing taste! This is a great example of quality being compromised and why, in this writer's opinion, that Pizza Hut stores keep closing all around our UPZS stores.

Resolution: The opposite is the answer; don't compromise product quality! It is our intent to NEVER negatively compromise the quality of our products! We have partnered with high end very recognizable suppliers and then buy their best ingredients, where it makes good business sense. Tyson chicken is a good example of a high quality product we buy; they make multiple levels of quality within their chicken portfolio and we purchase the highest quality they make. Our ability to do this and get great purchasing power is founded in Jim's menu development theory to use a particular ingredient in as many products as possible so the volume of a specific piece of chicken (in this case) is high. Furthering to this example is the fact that we use this particular chicken cut in over forty (>40) products. Our cheese is a three cheese custom made unique blend, our steaks and unique sauce are specially made and privately labeled for UPZS. There are many more examples we could sight. We force all product purchases to be done via US Foods and the Franchisee can ONLY order our specific product menu items from them. We continually monitor this for conformance. The Enterprise system also tracks the ingredient consumption by product, as was discussed earlier. If a Franchisee is 'cutting cost/product corners' such as not using the required amount of our unique three cheese blend, the system will 'flag' HQ and the owner that consumption does not meet usage expectations. This will help maintain both product quality and quantity. In addition, we have planned a team of Quality Control resources that will eventually be in place to go to every store (unannounced) at least once per month to 'inspect' the operation, including the inventory. Beyond that and FYI, the QC person will also test the product as an anonymous customer (from a hotel room?), inspect the store for cleanliness, ensure compliance to employee attire (UPZS only), complete a 'report card' on various operations aspects, test employee knowledge, perform some training if requested, introduce new products and generally provide any value-add that they can; while managing quality control compliance. This position and their activities will help us maintain one of our goals of providing the product Quality of a 'mom & pop' shop with the Consistency of a major franchise!

Now that you have a better understanding of our Operation and the reasons we have Planned, Designed, Implemented and continually Manage the activities we do, I will summarize our Operations Plans/strategies with some key 'take away's' from this section, as follows:

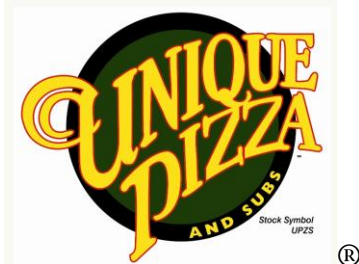
-
- **Documentation**



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A significant amount of resource were used to Plan, Designed, Develop and Produce the details of the Marketing and Store documentation listed below. Each of these items are available to Franchisees when they begin their formal relationship with Unique Pizza and Subs®. The assigned Account Manager will review each document available with the Franchisee

- a. **Food Cost Analysis** manual developed for Product profitability
- b. **New Store Checklist** and supporting details allows detailed planning and timing for Store Opening Readiness
- c. Two (2) week 'Factory' **Training Program**, planned, designed, developed and implemented
- d. Unique Pizza and Subs® **Equipment Specification** book published
- e. Confidential **Operations Manual** for daily store management available
- f. Detailed custom and confidential **Recipe Book** made for training and product consistency
- g. New colorful and descriptive **Menu** planned, designed, developed and produced
- h. New **Marketing Collateral**, to include:
 - Unique Pizza and Subs® Company and Franchise Overview
 - ✓ Pizza Industry Facts & Figures
 - ✓ Management Profiles
 - ✓ Company Background
 - ✓ Company Support System
 - ✓ UPZS Stock Trends
 - ✓ Benefits of owning a UPZS Franchise
 - ✓ Frequently Asked Questions (FAQ's)
 - ✓ Expansion Through Franchising
 - ✓ Gross Income Projections
 - Franchise Program for Success
 - ✓ History of Unique Pizza and Subs
 - ✓ Benefits
 - Customer Response Center
 - Point Of Sale System
 - Website
 - Proprietary Product Inventory
 - Buying Power
 - National Supplier Partnerships
 - Branded Shirts, Hats, Business Cards
 - Confidential Recipes
 - Unique Menu
 - Marketing Support
 - Custom Branded Signage & Floor Mats
 - Professional Training
 - Financing Available
 - ✓ Cost Estimates
 - ✓ Questions to ask about Owning a UPZS Franchise



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- ✓ Timing and Next Steps
- Conversion Program for Success
 - ✓ Guide to Converting an independent pizza business in to a profitable franchise operation
 - ✓ Awareness and name recognition postcard
 - ✓ Conversion stimulation and information distribution
 - ✓ Refer to Benefits (above)
- Various Press Releases and Web site updates

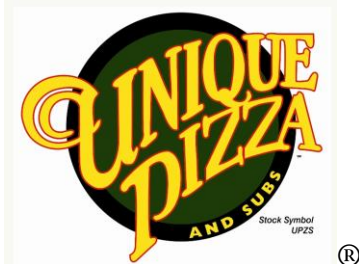
"On behalf of Mayor Eisaman and City Council, we wish to welcome your business to the City of Greensburg and compliment you on the outstanding improvements you've made to your property. These rehabilitation efforts along one of the most visible streets in the City, have not only enhanced the appearance of your property but have lent a positive impression to the entire street. This reflection of pride is the image we want to convey to our residents and those visiting our City and we wanted to let you know your efforts were noticed and appreciated. Once again, we Welcome you to the City of Greensburg!"

Bob Fidler commented, "I have been very successful in the restaurant business all my life but my only connection with the pizza industry was as an investor. I was smart enough to be one of the original investors in California Pizza Kitchen, buying their stock for \$0.40 per share, and I did very well with that investment. I feel the outlook for Unique Pizza is very strong"

In closing, this document was produced to better educate the Unique Pizza and Subs® novice on some of the reasons why we exist today and why we believe we will be here for the long-term. While lengthy, we hope the content created a better awareness of why we believe you have either invested in UPZS as a current shareholder or should consider doing so to improve your investment portfolio. Additionally, we know many of you believe in our dream and passions and will be making the journey with us; and part of that journey is to share our venture with others like you, who care and believe! As such, please feel free to share this document with friends, family and those who you care about whom you may want to share with in the UPZS success plans & story. Participate in '***The Opportunity***' to travel with us 'from the beginning' to the 'Top 10' Pizza Franchises in the world!

We hope this helps you to understand and believe in Unique Pizza and Subs® and OUR

- Mission (Vision), Objectives, Strategies and Tactics (MOST Unique)
- Customer Focused & Loyalty Bias Relations
- Unwavering Belief in Product Quality and Quantity
- Business Differentiators
- Operational Understanding



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- Automation and Information Management Systems
- Partnerships and Franchise Relationships
- Passion for Exceeding Expectations
- Diverse & Expansive Menu of Product Offerings
- Marketing Branding Programs
- Management Team



11.Acquisition of PopsyCakes

December 31, 2015

Unique Pizza and Subs Corporation Acquires PopsyCakes Distributing LLC (first and "Original Cupcake on a Pretzel Stick")

Unique Pizza and Subs Corporation®, 322 Mall Blvd. #149 Monroeville, PA 15146

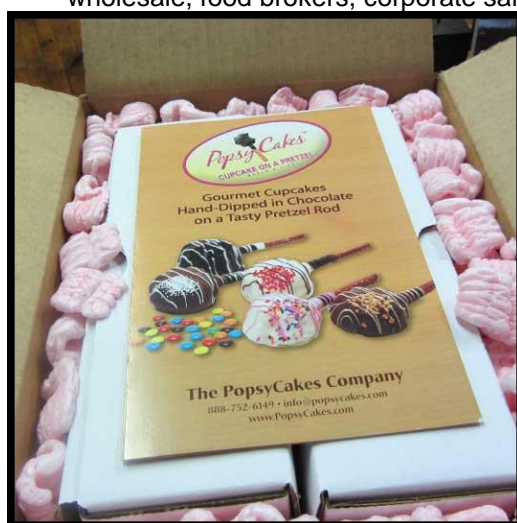


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James Vowler, President & CEO of Unique Pizza and Subs Corporation said, "The opportunity to acquire PopsyCakes was brought to me in November. PopsyCakes are sold and distributed using very comparable source outlets as the Salsa is, corporate sales, restaurants, fundraisers, high end retail, direct mail and will be a great new revenue source. We will add the PopsyCakes to all of our Jose Madrid Salsa booths, where we currently reach over 2 million potential customers annually at the numerous trade shows and corporate events that we attend. We will now be able to feature a very high end complimentary item at these booths marketed at the same price point as our salsa."

PopsyCakes generates revenue through: mail order, airports gift shops, direct sales, candy stores, restaurants, Bar Mitzvahs (certified Kosher product), birthday parties, high end retail, wholesale, food brokers, corporate sales, wedding / party favors and fundraisers



The Jessica Cervantes Story

Founder of PopsyCakes Company

When Jessica was 6, she and her family fled difficulties in Cuba and came to the U.S. She often found comfort in her mom's new kitchen and with grandma's help, Jessica became an experienced baker. In 2008, she took one of her baked creations, now known as PopsyCakes™, and entered a business competition through the Network For Teaching Entrepreneurship. She won the competition over 31,000 other high school students. With the publicity that followed, Jessica has sold thousands of PopsyCakes throughout the U.S.

Social Responsibility
We happily donate 5% of our profits to The Network For Teaching Entrepreneurship (NFTE) to support its mission of inspiring young people from low-income areas to stay in school, to recognize opportunities and to plan for successful futures.

Flavors

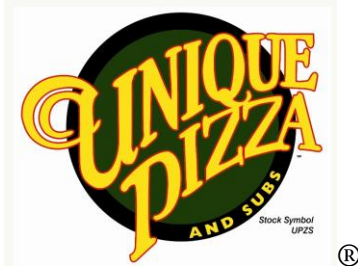
- Dark Chocolate Decadence**
Rich & creamy chocolate cake smothered in smooth dark chocolate. Finished with cookies & cream swirls and white chocolate drizzle.
- Red Velvet Rush**
Moist velvet cake smothered in rich red velvet glaze. Finished with cream cheese swirls and white chocolate drizzle.
- Peanut Butter Burst**
Creamy peanut butter cake smothered in chocolate. Finished with peanut butter swirls and white chocolate drizzle.
- Strawberry Milkshake**
Moist cake smothered in strawberry cake mix. Finished with rich & creamy white chocolate. Finished with strawberry swirls & pink chocolate drizzle.
- Vanilla Bean Dream**
Moist cake smothered in smooth vanilla cake. Finished with rich & creamy white chocolate. Finished with vanilla swirls & pink chocolate drizzle.
- Ducre de Lache**
Deliciously decadent cake smothered in smooth white chocolate. Finished with cream cheese swirls and white chocolate drizzle.
- Key Lime Sublime**
Succulent key lime cake smothered in smooth white chocolate. Finished with key lime swirls and white chocolate drizzle.

Low Transfat • All Hand Made • Shipped in Gourmet Chocolate

We invite you to try the world's first cupcake on a pretzel! PopsyCakes are handmade cupcakes smothered in imported Italian chocolates, placed on a crispy pretzel stick. PopsyCakes have the perfect combination of sweet and salty, making them a **UNIQUE** decadent gourmet dessert.

PopsyCakes' humble beginnings were conceptualized from a school project, by a high school student, in her mother's kitchen, and are now a global sensation. Treat yourself or that special someone to PopsyCakes today!

There is always an occasion for our gourmet PopsyCakes.



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History of PopsyCakes

The PopsyCakes Company was founded by Jessica Cervantes when she decided to create an innovative cupcake on an edible stick in 2006 at the age of 16. Ever since her grandmother taught her how to bake, Jessica has loved measuring and tasting different ingredients - and mixing them up to see how her culinary creations would turn out. But it wasn't until Jessica became a part of the International Business and Finance Academy at John A. Ferguson Senior High school, that baking and business came together in a brand new recipe for success.

The budding baker/entrepreneur, who immigrated to the U.S. from Cuba as a child, competed against 25,000 business students across the country and won first place in the Network for Teaching Entrepreneurship (NFTE.com) National business plan, a competition which was held on October 23, 2008 in New York City. Her innovative creation has caused a great buzz across the United States.

Ms. Cervantes continues to be a part of the company today.



PopsyCakes for Every Occasion

Unique Pizza and Subs Corporation®, 322 Mall Blvd. #149 Monroeville, PA 15146



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We happily ship our delicious PopsyCakes worldwide, making them the perfect addition for birthdays, holidays, weddings, office parties, baby showers...., heck PopsyCakes are great for any occasion! They are a scrumptious cupcake, hand dipped in imported gourmet chocolates, with a crisp pretzel stick, they make any occasion better!! We will customize your PopsyCakes for any occasion by personalizing the front with your choice of colors, theme & flavor, and on the back we will scan and add your personal picture to make your special day complete! Customize your Unique PopsyCakes and make any special occasion more memorable.



*Dessert Foodies - *Caution*- PopsyCakes are Addictive!*

After our lawyers tasted our gourmet PopsyCakes they recommended we attach a warning about how delicious and addictive they can be, although like most people we are not a big fans of attorneys, we felt in this case it was prudent to adhere to their advice, so here it is: **“Warning PopsyCakes are Delicious and may be Addictive, especially to Dessert Lovers, Foodies, Woman, Men, Children, The Elderly, Tall, Short and just about anybody else who appreciates delicious stuff!”**



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Ok with that covered, let's discuss the five Unique PopsyCakes flavors: for the chocolate lovers the **Dark Chocolate Decadence** will send you into chocolate ecstasy; bring back the taste of the 50's dinner while you slurp down a **Strawberry Milkshake** PopsyCake; we have taken the fantastic combination of peanut butter and chocolate to a Whole 'Nother Level with our delicious **Peanut Butter Burst**; the **Red Velvet Rush** PopsyCake is moist red devil's food cake hand dipped in our gourmet butter pecan white chocolate; for those dessert foodies that like to keep things a little more traditional the **Vanilla Bean Dream** will be perfect for you; we also create limited batches of our seasonally inspired PopsyCakes for every major and a few minor holidays, so get them while you can or you will have to wait until next year...or order 50 or more at a time and we will probably custom make them any time you want!



PopsyCakes will work with you to customize the perfect corporate gift for your clients and



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customers, by adding your corporate logo, or theirs, directly on the PopsyCake and by



decorating the PopsyCakes in your corporate themed colors.

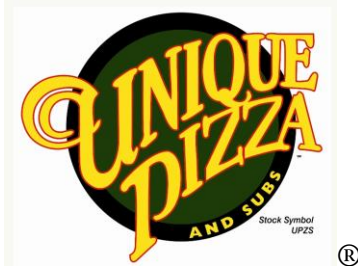
Every year you spend a lot of money thanking clients and customers by sending them a gift, how about this year you send them something they will actually appreciate, a gift that reflects well on your decision making skills, send them a custom logoed PopsyCakes and let your gift



be a true reflection of your appreciation.

We will take care of everything including:

- Customize your PopsyCakes with your/their corporate logo
- Decorate your Unique PopsyCakes with corporate themed colors
- Personalize your corporate branding on the gift boxes
- Implementing the necessary mail information to feed into the UPS or FedEx system
- Generating all of the pertinent mailing labels
- Shipping
- Provide you with all of the tracking and update information



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PopsyCakes is pleased to work with you to distribute our products for any one of a variety of venues that would generate incremental sales and profits:

- Gourmet shops and candy stores
- Fundraisers
- Party planning (weddings, birthdays, showers, bar/bat mitzvahs, etc.)
- Mail order catalog programs
- Department stores
- Grocery stores
- Convenience shops
- Fairs and festivals
- Concessions
- We also offer certified Kosher PopsyCakes

We will ship in quantity directly to your location and offer bracket pricing for distributors and competitive direct wholesale pricing for your retail operation. We can provide merchandise displays and signage for maximum impact.



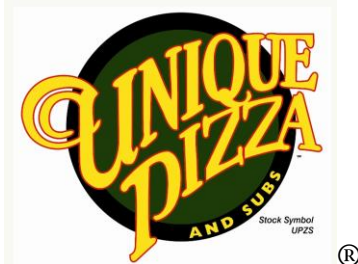
Unique Pizza and Subs Corporation®, 322 Mall Blvd. #149 Monroeville, PA 15146



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PopsyCakes is currently speaking with many known companies and anticipates these companies will be carrying their line of products in the near future, here are a few:





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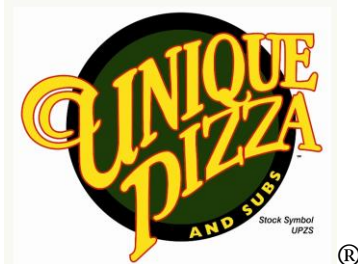


12.Acquisition of Jose Madrid Salsa

Unique Pizza and Subs Announces they have Acquired the Jose Madrid Salsa Company

PITTSBURGH, PA – October 6, 2015 – Unique Pizza and Subs Corporation (OTC Markets Groups Inc.: OTC Pink: UPZS-News), a Delaware Corporation, is pleased to announce it has acquired the Jose Madrid Salsa Company, a fresh all natural based salsa company that produces and distributes hand crafted batches of award winning salsa since 1976. According to the Acquisition Agreement, Unique Pizza & Subs Corp. has purchased 100% of the outstanding ownership and liabilities as well as all of the intellectual properties, copyrights and trademarks of the Ohio based Jose Madrid Salsa Company. Jose Madrid currently generates revenue thru: mail order, direct sales, retail, wholesale, food brokers and most substantially fundraisers. Unique Pizza and Subs Corporation anticipates that they will register the acquisition of Jose Madrid Salsa Company and all of its cash flow, assets and liabilities in their third quarter fillings.

James Vowler, President & CEO of Unique Pizza and Subs Corporation, said “Acquiring Jose Madrid Salsa is a tremendous opportunity for Unique Pizza and all of its 2500+ loyal shareholders. We will continue to expand the Unique Pizza & Subs, Unique Pizza Brew House and Jose Madrid Salsa brands here in the US and international. We have already begun to expand the Jose Madrid brand, through fundraisers, trade shows, festivals, franchise opportunities and retail, and we will continue to build Jose Madrid Salsa into a multi-million dollar brand over the next eighteen months. I have had the prodigious opportunity over the past six months to get to know the founder of Jose Madrid, Mike (Zakany), and truly understand his desire and commitment for quality, freshness and his love and uncompromising passion for his company brand.”



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Jose Madrid's Founder & President, Michael Zakany, said "Over the years I have had many opportunities to sell interest in my company, but nobody saw, nor would honor, the vision I had until I met Jim. To build Jose Madrid into a 10 million dollar company I needed someone who fully understands and believes in my vision to grow this company, I found that person in Jim. I have been in the Salsa business for almost 40 years and over that time I have perfected our hand crafted batches of salsa and look forward to growing our brand worldwide."



Jose Madrid Salsa
www.josemadridsalsa.com

Mail Order

VISIT OUR WEBSITE TO:

- Order Our Hand Crafted Salsa's
- Find and share great recipe ideas
- Find a complete list of the sales in your area carrying our salsa's
- See what shows and festivals we will be visiting next
- Answers to all your questions about the highest profit margin foodbusiness available anywhere!

Choose from our 25 Award Winning Hand Crafted Flavors

Fruit	Vegete	Specialty
• Raspberry Wild	• Spanish Verde Wild	• Roasted Garlic & Olive Medjool
• Peach Wild	• Spanish Verde Hot	• Chipotle Hot
• Strawberry Wild	• Spanish Verde 10 Hot	• Chipotle Wild and Hot
• Pomegranate Wild	• Chipotle Hot	• Raspberry Chipotle
• Orange Wild		• Black Stone & Chili Peppers Medjool
• Cherry Wild		• Roasted Kalamansi & Pomegranate Hot
		• Cherry Chaudhury Hot
		• Chipotle Can Cheese
		• Salsa de Ancho

Seasonally Inspired Limited Editions

- Spanish Verde Wild
- Spanish Verde Hot
- Spanish Verde 10 Hot
- Chipotle Hot

All Online Prices include shipping anywhere in the Continental United States.

Pricing:

1 Pack 6oz Box	\$22.95
1 Pack 16oz Box	\$36.95
1 Pack 16oz and Match	\$34.95
6 Pack 16oz and Match	\$36.95
12 Pack Case 16oz and Match (Best Value)	\$61.00

www.josemadridsalsa.com
Corporate Office (514) 288-9982
info@josemadridsalsa.com

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SALSA FUNDRAISER
It's Easy! It's Healthy!
It's 50% Profit to you!

An award winning salsa company for over 25 years with 12 years experience in fundraising.

When it is time to raise the necessary funds to keep your organization functioning properly make the smart healthy choice. Stop trying to raise your credit money by selling unhealthy, overpriced, unwanted products such as cookies, candy bars, candy dough, artificially flavored popcorn, wrapping paper etc.!! With the Jose Madrid Salsa fundraising program, your organization simply prints out the custom flyers, takes orders, collect funds for our hand crafted salsa and keeps 50% of all proceeds left over. But only with your local supporters to help to choose from one of the 25 healthy, delicious, hand crafted salsa but the specially "fun supporter" people who don't want to pay 12 for candy bar, will also buy because you are selling a great tasting healthy product at the normal retail price!

There is no minimum to order. Free shipping is available for all orders of 12 cases (24 per) or more.

Visit our website for more information and a list of sales
www.josemadridsalsa.com

What you will receive complete "Fundraiser Kit" for you to use to raise the name and status of the organization. But you will be responsible for "Customer" list. You cannot use outside your fundraising organization.

Our sales tracking form is simple to use and you can customize and print as many as you need.

Jose Madrid Salsa has been in business since 1989 and working with Schools, Churches, Youth Groups, Ethnic Groups and Community Organizations in their professional fundraising business since 2002.

Currently, we have 25 salsa varieties (1 Wild, 4 members, 7 fruit including our award winning Raspberry Wild, Black Stone Case Peppers, Chipotle Can Cheese).

Please contact us for more information:
info@josemadridsalsa.com
Jose Madrid Salsa Corporate Office
614-288-9982



About Jose Madrid Salsa Company

In 1976, Mike Zakany and his brother started a restaurant in downtown Zanesville, Ohio. After months of planning and building, Zak's Restaurant was a reality. The contemporary casual restaurant was a welcome addition to the small urban center and was quite successful from the family matriarch, helped her sons integrate more authentic Mexican cuisine into the menu and life of the restaurant.

The Zakany family has always had a rich history as entrepreneurs. Mike's paternal grandparents opened a butcher shop and grocery store in Zanesville in 1942. Mike's father, uncle and entire family worked very hard to continue to grow the family business over the years. Zak's Restaurant was a natural extension of



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the Zakany's involvement and love for the food business. The restaurant quickly developed a strong clientele. Clearly, people liked the "New Mexico" style food, the phenomenal increase in the "to go" food sales and the additional increase in dining room business confirmed their niche in the "New Mexico" style of food on the menu. The demand for salsa was a key part of the complete menu; salsa enhanced the flavors of all the dishes served. It then became time to develop the salsa to meet the demand. Mike started an extensive marketing study that examined all kinds of spices and chili peppers. He read with great interest about the migration patterns of the European Spaniards to Mexico and the influence America's native people had on the newcomer's cuisine.



Custom Pineapple Habanero & Ghost Pepper Rum Salsa featuring
Sammy's Beach Bar Red Head Macadamia Nut Rum

Mike continued to work on the salsa recipes based on his research and experimentation. The restaurant customers were the critics for the salsa formulas born from Mike's hard work in the kitchen. Eventually, the "favorite" blend of spices, chili peppers and herbs were developed. These recipes came from the direct influence of his maternal grandfathers cooking culture. In 1987, José Madrid Salsa became a reality, named after the family icon and beloved grandfather from Clovis, New Mexico. Mike Zakany's tribute to his grandfather celebrates his childhood memories of the larger than life man.



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Custom Fire Roasted Hatch Green Chili Salsa exclusively made for
Cost Plus World Market a division of Bed Bath & Beyond

He could ride a horse and shoot a gun better than anyone else in the unsettled New Mexico Territory of the early 1900's. José was the reason the family rallied together for summer vacations and reunions in Clovis, and the perfect namesake for the unique New Mexico style of salsa. José Madrid Salsa made its first sales in gourmet and grocery stores during the Christmas season of 1988. The legend of José Madrid lives on and continues to grow with a line of 30 different salsas and more in development.



Unique Pizza and Subs Corporation®, 322 Mall Blvd. #149 Monroeville, PA 15146



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Jose Madrid Salsa is currently speaking with many known companies and anticipates these companies will be carrying their line of products in the near future. JMS is currently developing exclusive flavors for some of these brands, here are a few:



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13. Unique Pizza Frozen Pizza Line

Unique Pizza started developing their frozen pizza line over 15 years ago when they became the official pizza shop of the Pittsburgh Penguins and Riverhounds. They went into the venues to build awareness for the brand but mainly to develop the proper formulas necessary to duplicate their superior quality product in mass quantities. After inputting a tremendous amount of capital, time and effort Unique Pizza is almost ready to launch their gourmet line of Frozen Pizzas. It took many years for Unique to find the right manufacturing partner that could duplicate the necessary quality and handle the potential growth. Unique Pizza currently has agreements in place with Essence Global and Larasan Pharmaceuticals to distribute their Unique Frozen Pizzas throughout China and India. Essence Global will handle the shipping, customs and part of the distribution in China. Larasan will utilize its vast network of outlets to distribute throughout China and India.



Dr. Reddy is in the process of finalizing the proprietary cheese formula that will include “farm harvested” probiotics that activate during the cooking process so the customer reaps the health benefits that probiotics provide. After the launch of the frozen pizza in China and India Unique Pizza will be bringing various versions to the US and worldwide.



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14. Unique Pizza Brewhouse

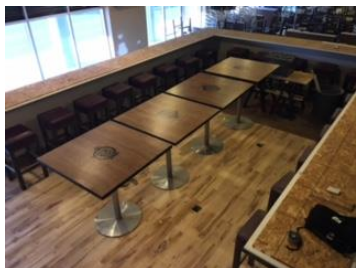
Unique Pizza Brewhouse is scheduled to open by June 2016, located at 39809 Avenida Acacias Suite A, Murrieta, CA 92562. This showcase restaurant is 6000 square feet, will serve all of Unique's gourmet pizzas and will feature the innovative I Pour It draft beer system. This location is owned 50% by Unique Pizza & Subs Corporation and 50% by master franchisee Kevin Serrano. The Unique Brewhouse will include the full line of Jose Madrid Salsa and PopsyCakes and will be used as a training facility for future franchisees.





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Click on this Twitter Link to Listen to Kevin Serrano & Jim Vowler speak about the Unique Brewhouse



Unique Pizza ([@UniquePizzaSubs](https://twitter.com/UniquePizzaSubs))

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Kevin Serrano talks about Unique Pizza Brewhouse featuring Jose Madrid Salsa & IPourIt [\\$UPZS](#) recording.freeconferencecalling.com/mp3/1222852/93... pic.twitter.com/wqWNzYvGPb

Click on this Twitter Link to read the 2015 year end financials for UPZS



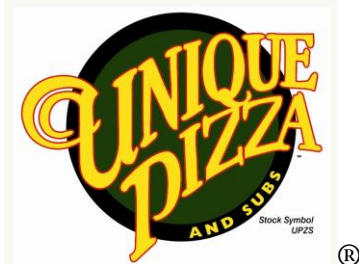
Unique Pizza ([@UniquePizzaSubs](https://twitter.com/UniquePizzaSubs))

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Click on this Twitter Link to Hear the President & CEO of Unique Pizza & Subs give Shareholders Update

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Shareholders Conference Call 4 Unique Pizza & Subs. Hosted by the President & CEO. [\\$UPZS](#)
recording.freeconferencecalling.com/mp3/1222852/93... pic.twitter.com/IAHrnYXPK7

Join our caring TEAM of Investors, Franchisees, Partners, Stakeholders and Believers!!

I encourage you to call me for more Business or Operations information or to read more about Unique Pizza and Subs® at our website: UniquePizza.com

Respectfully,

*William J Vowler
Executive VP & General Manager
Unique Pizza & Subs Corporation*

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