EXHIBIT D

Cuppy's Coffee & More, Inc.

LIST OF FRANCHISEES

Franchisee	Contact Name	Address	City	State	Zip	Phone Numbers
Gordon Trading Group International, LLC	Elizabeth Gordon	815 Lurleen Wallace Blvd	Tuscaloosa	AL	35401	205-66-9266
Mary Cordeiro		2510 E. Hunt Hwy Ste 22-23	Queen Creek	AZ	85243	480-457-1274
Michael Lueveno		31930 Eureka Circle	Winchester	CA	92596	619-954-0688
Intrepid Ventures, Inc.	Ahmed McIntyre	532 S. Ferdon Blvd.	Crestview	FL	32536	850-689-0006
Hauk Alliance, LLC	Robert & Terry Hauk	Belaire Shopping Center 2555	Shelbyville	IN	46176	317-398-8042
Ricky Greer		552 Shenandoah Dr.	Frankfort	KY	40601	502-226-6671
Java Jo'z North Shore LLC	Beverly Jenkins	928 Gerard St	Mandeville	LA	70448	985-727-7424
Cassandra Creech		2018 Bienville Blvd	Ocean Springs	MS	39564	228-818-5331
Cassandra Creech		11457 HWY 49N	Gulfport	MS	39503	228-539-1724
Clarence Graham		3911 Brainerd Rd	Chattanooga	TN	37411	423-493-9778
MA's on the Move, LLC	Martha Merritt	1715 N. Franklin Street	Christiansburg	VA	24073	540-394-3347

INTERNATIONAL FRANCHISEE

CANADA

Kelvin Behrens		357 Van Horne St. South	Cranbrook	BC	V1C1Z6	250-489-8100

Cuppy's Coffee & More, Inc.

FRANCHISEES WHO HAVE NOT YET OPENED THEIR RESTAURANT AS OF DECEMBER 31, 2006

Franchisee	Contact Name	Address	City	State	Zip	Phone Numbers
Hearing Family Investments LLC	Kristy Hearing	10051 Lakeside Dr	Tuscaloosa	AL	35406	205-759-9914
Lampiasi Properties, LLC	Dennis Lampiasi	109 Chad Lane	Madison	AL	35758	256-772-0831
Robert Arnold		43207 W. Lindgren	Maricopa	AZ	85239	520-423-4186
Crehan Investments LLC.	Brian Crehan	6730 W. Calle Valerio	Tucson	AZ	85704	520-797-5645
Scott DiBiase		3747 S. Shiloh Way	Chandler	AZ	85297	480-227-1860
Jacqui Jeffrey		505 E. Bonita St.	Payson	AZ	85541	928-468-8885
Shyleen Enterprises, LLC	Richard Pruner	3393 Ridge View Ave	Bull Head City	AZ	86429	928-754-1900
Joyce Cabanban		252 W. Los Angeles Ave	Moorpark	CA	93021	805-531-9978
Javier Cervantes		2216 N Althea Ave	Rialto	CA	92377	909-717-1220
Mark Blevins		6041 Sunrise Mall RD	Citrus Heights	CA	95610	916-844-6863
Sherley Belgarde		35279 Pashal Place	Wildomar	CA	92595	951-609-1978
Exotic Foods, Inc.	Erlina Alcafaras	2178 Albury Ave	Long Beach	CA	90815	562-598-5523
Carlos Aguilera		15435 Dulcinea Ln	Fontana	CA	92336	909-899-5239
Orlando Alonso		29258 Castlewood Dr	Menifee	CA	92584	951-541-2754
Brian Chrastil		2 Ingleside	Irvine	CA	92620	949-733-3610
Shelley "Skip" Cole		2460 Hilborn Road Suite A	Fairfield	CA	94534	707-425-7065
Jodi N. DeVore		3141 Main St.	Mammoth Lakes	CA	93546	760-935-4204
Dooros, David		34568 Aspen St	Acton	CA	93510	661-860-8287
Have Cup Will Travel LLC.	Janette Gibson	215 N. Conejo Ave.	Modesto	CA	95354	209-578-2974
Jason Hambrick		11336 Magnolia St	Corona	CA	92883	949-394-5213
Jesse Huang		7439 Stanford Pl	Cupertino	CA	95014	408-253-0389
Bruce Holland		133 S. Woodlake Rd	Lake Elsinore	CA	92530	951-674-3301
Cuppy's Coffee & More of Chino, LLC	Monica Victor/Laura	63 N. Calmgrove Ave	Covina	CA	91724	626-974-1597

Franchisee	Contact Name	Address	City	State	Zip	Phone Numbers
	Medbery					
Beth Ogonowski		1213 Winford Ave	Ventura	CA	93004	805-647-5710
Joseph Orozco		47534 Stampede Trail	Indio	CA	92201	760-775-7048
Mariano Sanchez		2967 Jefferson St	Napa	CA	94558	707-266-7037
Mahboub Tawfiq		3942 Banyan St	Irvine	CA	92606	949-551-6543
Tommy Cho		19690 E. Powers Place	Aurora	CO	80015	303-627-8288
TKH Enterprises, LLC	Timothy Hamel	353 Westwood Rd.	Bristol	CT	06010	860-826-3792
Espresso Jane, LLC	Claudia Robbins	112 South Road	Wilmington	DE	19809	302-762-5973
Nick Basta		801 E Golf Blvd	Indian Rocks Beach	FL	33785	727-595-3378
RDC Mgmt LLC	Rachel Clark	7279 Navarre Pkwy	Navarre	FL	32566	850-936-7953
Vivian Cortes		8154 Britt Dr	Orlando	FL	32822	321-278-7525
MKE, LLC	Michael Edwards	4279 Pondapple Dr.	Titusville	FL	32780	321-267-1223
John Harrison		6248 Floridian Circle	Lake Worth	FL	33463	561-432-2929
Java Suz Inc.	Suzanne Haughwout	1817 Hensley Dr.	Rockledge	FL	32955	321-302-9603
Leonardo E Hernandez		5471 Vintage View Pass	Lakeland	FL	33812	863-648-2521
Art Johnson		51 S. Davis St	Beverly Hills	FL	34465	352-527-6416
Terry and Marilyn Langham		968 N. Doral Ln	Venice	FL	34293	941-270-7771
Victor Lopez		11040 SW 169 Terrace	Miami	FL	33116	305-253-5593
The Melbourne Group, Inc.	Leon Melbourne	13975 SW 154th St	Miami	FL	33177	305-278-7060
Connie Harper & Phuong Needham		21311 Davison Ave	Port Charlotte	FL	33954	941-766-7586
JTS Enterprizes, LLC	Troy Ponto	4360 Hwy 90	Pace	FL	32571	850-377-0418
Domphan, Inc	Lucy Reese	22550 SW 179 Pl	Miami	FL	33170	305-242-9016
Maria E. Rodriguez		1224 Taylor St	Hollywood	FL	33019	954-922-0782

Franchisee	Contact Name	Address	City	State	Zip	Phone Numbers
HWS Enterprises, LLC	H. William Sherman	908 Crystal Bay Lane	Orlando	FL	32828	407-823-8245
Emerald Coast Cuppy's, Inc	Gary Wiebers	133 Bonaire Dr	Panama City Beach	FL	32413	850-258-2435
Rickey Benefield		158 Cabin Rd.	Newnan	GA	30265	770-253-7626
Bert's Ventures Inc.	Gary Denny	3111 SR-34	Newnan	GA	30265	770-486-3637
Flexible Property Enterprises,Inc.	Luis Rocafort	990 Peachtree Pkwy	Suwannee	GA	30024	770-617-7413
Brian Burgett		6913 Starview St	Des Moines	IA	50320	515-287-4959
Abdeljalil Ayesh		17129 Teakwood Drive	Tinley Park	IL	60477	708-243-7317
Santina, Inc.	Tina Mickelson	1621 Ridgeline Road	Rockton	IL	61072	815-624-8060
Dave Olson		343 Eerie Ct	Bloomingdale	IL	60108	630-307-6099
Patricia Baxter		3919 E. Chesapeake Dr	Nampa	IN	83686	208-442-2524
Carnell Holmes		518 N. Jasper	Gary	IN	46403	219-938-3574
CBP Enterprises, LLC	Peter D Broussard	100 Ramsey Dr.	Carencro	LA	70520	337-886-1976
Mocha Latte, LLC	Susan Becker	2835 Octavia St	New Orleans	LA	70115	504-866-6894
Hope Enterprises LLC	Greer Adams	3510 Gentilly Blvd	New Orleans	LA	70122	504-948-3448
Jayson Germann		79070 Slade Rd	Bush	LA	70431	985-886-9297
Poonam Khapra		332 Windward Drive	Houma	LA	70360	985-873-7618
Thaller LLC	Keith Thaller	19 Colonial Club Dr	Harahan	LA	70123	504-739-1442
Brandie & Eric Richard		127 Woodlake Dr	Pineville	LA	71360	337-207-0930
Jorge Infante		226 Mount Vernon St	Lawrence	MA	01843	978-682-6455
Omar Rafik		65 Adele Ave.	Haverhill	MA	01832	978-476-1410
Frank Day		624 Country Club Road	Havre de Grace	MD	21078	410-306-6845
Elizabeth Hick		1210 Whitaker Mill Rd	Joppa	MD	21085	410-877-7594
Gregory Irby		4323 Foxglove Court	Belcamp	MD	21017	410-272-3972
H&C Enterprises, Inc.	Fred Schlough	714 Cardiff Circle	Edgewood	MD	21040	410-612-9683

Franchisee	Contact Name	Address	City	State	Zip	Phone Numbers
Pausa Caffe, LLC	Daniel Blaskie	7150 Marsh Ridge Trail	Augusta	MI	49012	269-731-3447
Hauer Enterprises, Inc.	Martin Hauer	63701 Place Rd.	Lenox	MI	48050	586-749-6138
Neely Enterprises, LLC	Tanya Neely	16301 11 Mile Road	Battle Creek	MI	49014	269-963-2374
CKKM, LLC	Mark Spencer	6509 Deer Ridge Drive	Clarkston	MI	48348	248-625-8916
Baranda Anderson		14149 Woodland Hills Dr	Biloxi	MS	39532	228-354-8704
Shad Erkintalo		2212 Rue Beaux Shenes	Ocean Springs	MS	39564	228-769-8751
Karen Fulghum		365 Robeson St	Spring Lake	NC	28390	910-436-1347
C.W. Russell Inc.	Charles Russell	7391 Opal Stone Court	Leland	NC	28451	910-253-7521
G & D Bogue, LLC	Greg Bogert	17 Sandra Lane	Bloomingdale	NJ	7403	973-283-6263
Jack Labaziewicz		310 Rosewood Terr	Linden	NJ	07036	908-247-0346
Roasted Beans, LLC	John Sanchez	36 Emerald Drive	Egg Harbor TWP	NJ	08234	609-601-0657
Lucinda Aguilar		1201 Rhodes Place	Las Cruces	NM	88007	505-524-4368
Maj Firouzian		8421 Greenside Dr	Dublin	OH	43017	614-371-4282
WTL Coffee & More, LLC	William T Lewis	267 Davis Road	Mansfield	OH	44907	419-756-7741
Zel Ally		5 Brookbanks Dr	Toronto	ON	M3A 2S7	416-444-1282
John Baker		884 Hazelnut Dr.	Woodburn	OR	97071	503-510-7790
Womack Enterprises Inc.	Margi Womack	304 W 1st St	Newberg	OR	97132	503-476-5935
MD Akhtaruzzaman		67 Arbor Circle	Colmar	PA	18915	215-822-3842
Koch Enterprises, LLC	Darren Koch	102 Prestonwood Ln	McMurray	PA	15317	412-877-4201
Beverage Express, LLC	Steve Parker	103 Marsmen Dr	Taylors	SC	29687	864-848-3783
Java Express, Inc.	Phil Ivens	1506 Breda Drive	Knoxville	TN	37918	865-688-7979
Karen & Ihsan Kartel		8312 Richland Colony Rd	Knoxville	TN	37923	865-690-5826
LaRae Flanary		7702 Asa Rd.	Temple	TX	76504	254-742-2744
Hummell Enterprises	Kathy Hummell	2214 Merritt Way	Arlington	TX	76018	972-823-9200

Franchisee	Contact Name	Address	City	State	Zip	Phone Numbers
Frank Mbachu		4419 April Meadow Way	Sugarland	TX	77479	281-265-7658
Zina Randolph		3130 Lomas Rodando	Kempner	TX	76539	254-518-4148
Brooks and Shrewsbery Inc.	Christa Brooks	263 Garrisonville Rd	Stafford	VA	22554	703-568-3236
Hien Huynh		7400 Walton Ln	Annandale	VA	22003	703-941-4947
Management Profiles, Inc.	Martin McDermott	5 Sunstone Dr.	Fredericksburg	VA	22406	540-752-7149
Earl Ott		900 Star Ct.	Chesapeake	VA	23322	757-482-8524
Mary and Joseph Patrick		6118 Fox Haven Court	Midlothian	VA	23112	804-639-7496
Nicholas and Dionne Sayin		353 Hidden Creek Lane	Warrenton	VA	20186	504-347-7919
Suma Corporation	Ayub Suma	6904 Huntsman Blvd	Springfield	VA	22153	703-569-4266
Rowena Monillas		16540 116th Place SE	Renton	WA	98058	425-228-3625