

FRANCHISE DISCLOSURE DOCUMENT

Choice Hotels International, Inc., a Delaware corporation
1 Choice Hotels Circle, Suite 400
Rockville, Maryland 20850
(301) 592-5000
www.choicehotelsfranchise.com
Email: franchise_sales@choicehotels.com



The membership offered in this disclosure document is for the rights to own and/or operate an ASCEND HOTEL COLLECTION® or ASCEND RESORT COLLECTION® (“ASCEND”) hotel business.

The total investment necessary to begin the operation of a newly constructed 80-room ASCEND hotel is between \$7,846,470 and \$10,775,479 and the total investment necessary to convert a qualified existing hotel and begin operation of an 88-room ASCEND hotel is between \$133,950 and \$2,137,199. This includes an affiliation fee of \$375 per room (\$30,000 minimum); a property management system software license and systems training fee of between \$10,250 and \$14,250; and hospitality training fees of between \$0 and \$999 per person, all of which must be paid to the Franchisor or its affiliates. These sums do not include the cost of purchasing or leasing land or any real estate taxes.

This disclosure document summarizes certain provisions of your Membership Agreement and other information in plain English. Read this disclosure document and all agreements carefully. You must receive this disclosure document at least 14 calendar days before you sign a binding agreement with, or make any payment to us or our affiliates in connection with the proposed franchise sale or grant. **Note, however, that no governmental agency has verified the information contained in this document.**

You may wish to receive your disclosure document in another format that is more convenient for you. To discuss the availability of disclosures in different formats, contact Amish Naik, Vice President, Global Development Operations & Planning at (301) 592-6194, 1 Choice Hotels Circle, Suite 400, Rockville, Maryland 20850.

The terms of your contract will govern your franchise relationship. Do not rely on the disclosure document alone to understand your contract. Read your entire contract carefully. Show your contract and this disclosure document to an advisor, like a lawyer or an accountant.

Buying a franchise is a complex investment. The information in this disclosure document can help you make up your mind. More information on franchising, such as “[A Consumer’s Guide to Buying a Franchise](#),” which can help you understand how to use this disclosure document, is available from the Federal Trade Commission. You can contact the FTC at 1-877-FTC-HELP or by writing to the FTC at 600 Pennsylvania Avenue, NW, Washington, D.C. 20580. You can also visit the FTC’s home page at www.ftc.gov for additional information. Call your state agency or visit your public library for other sources of information on franchising.

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

Issuance Date: April 1, 2014

STATE COVER PAGE

Your state may have a franchise law that requires us to register or file with a state administrator before offering or selling franchises in your state. **REGISTRATION OF THIS FRANCHISE BY A STATE DOES NOT MEAN THAT THE STATE RECOMMENDS THE FRANCHISE OR HAS VERIFIED THE INFORMATION IN THIS DISCLOSURE DOCUMENT.**

Call the state administrators listed in Exhibit B for information about us or franchising in your state.

MANY FRANCHISE AGREEMENTS DO NOT ALLOW YOU TO RENEW UNCONDITIONALLY AFTER THE INITIAL TERM EXPIRES. YOU MAY HAVE TO SIGN A NEW FRANCHISE AGREEMENT WITH DIFFERENT TERMS AND CONDITIONS IN ORDER TO CONTINUE TO OPERATE YOUR BUSINESS. BEFORE YOU BUY, CONSIDER WHAT RIGHTS YOU HAVE TO RENEW YOUR FRANCHISE, IF ANY, AND WHAT TERMS YOU MIGHT HAVE TO ACCEPT IN ORDER TO RENEW.

Please consider the following **RISK FACTORS** before you buy this membership:

1. **EXCEPT FOR CLAIMS AGAINST YOU FOR INDEMNIFICATION AND ACTIONS SEEKING TO STOP YOU FROM USING OUR MARKS IN VIOLATION OF THE MEMBERSHIP AGREEMENT, THE MEMBERSHIP AGREEMENT REQUIRES THAT ALL DISAGREEMENTS BE SETTLED BY ARBITRATION. ALL ARBITRATIONS WILL BE CONDUCTED IN MARYLAND. OUT OF STATE ARBITRATION MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT FOR DISPUTES. IT MAY ALSO COST YOU MORE TO ARBITRATE WITH US IN MARYLAND THAN IN YOUR OWN STATE.**

2. **THE MEMBERSHIP AGREEMENT STATES THAT MARYLAND LAW GOVERNS THE AGREEMENT, AND THIS LAW MAY NOT PROVIDE THE SAME PROTECTIONS AND BENEFITS AS LOCAL LAW. YOU MAY WANT TO COMPARE THESE LAWS. SOME STATE FRANCHISE LAWS PROVIDE THAT CHOICE OF LAW PROVISIONS ARE VOID. YOU MAY WANT TO INVESTIGATE WHETHER YOU ARE PROTECTED BY A STATE FRANCHISE LAW. YOU SHOULD REVIEW THE ADDENDA ATTACHED TO THIS DISCLOSURE DOCUMENT FOR DISCLOSURES ON STATE FRANCHISE LAWS.**

3. **AS OF DECEMBER 31, 2013, CHOICE HAD \$258,646,000 IN CURRENT ASSETS AND HAD \$174,338,000 IN CURRENT LIABILITIES. THIS MEANS THAT FOR EVERY DOLLAR OF LIABILITIES DUE WITHIN ONE YEAR, CHOICE HAD \$1.48 IN CURRENT ASSETS. AS OF DECEMBER 31, 2013, CHOICE HAD A NET INCOME OF \$112,601,000, BUT A SHAREHOLDERS' DEFICIT OF \$464,245,000 PRIMARILY ATTRIBUTABLE TO OUR REPURCHASE OF OVER 45 MILLION SHARES OF TREASURY STOCK THROUGH 2013. YOU MAY WISH TO CONSULT WITH YOUR FINANCIAL ADVISER.**

4. **THERE MAY BE OTHER RISKS FOR THIS FRANCHISE.**

We use the services of one or more FRANCHISE BROKERS or referral sources to assist us in selling our membership. A franchise broker or referral source represents us, not you. We pay this person a fee for selling our membership or referring you to us. You should be sure to do your own investigation of our membership.

This disclosure document is for use in the United States and its territories. The following page contains the effective dates of this disclosure document for each state with its own franchise registration law.

STATE EFFECTIVE DATES

The following states require that the Franchise Disclosure Document be registered or filed with the state, or be exempt from registration: California, Hawaii, Illinois, Indiana, Maryland, Michigan, Minnesota, New York, North Dakota, Rhode Island, South Dakota, Virginia, Washington and Wisconsin.

This Franchise Disclosure Document is registered, on file or exempt from registration in the following states, with the following effective dates:

<u>STATE</u>	<u>EFFECTIVE DATE</u>
California	
Hawaii	
Illinois	
Indiana	
Maryland	
Michigan	
Minnesota	
New York	
North Dakota	
Rhode Island	
South Dakota	
Virginia	
Washington	
Wisconsin	

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