



bartercard

FRANCHISE DISCLOSURE DOCUMENT REGIONAL DEVELOPMENT FRANCHISE

BARTERCARD USA, INC.
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Regional Developers will provide sales, marketing and support services for BARTERCARD USA, INC. ("Franchisor") and for franchisees who own and operate a BARTERCARD franchise specializing in offering memberships in and promotion of transaction activities using BARTERCARD services, within the Regional Development Area ("RD Area"). In addition to franchise sales and marketing services provided to Franchisor, Regional Developers will provide services to Franchisees including assistance with training, operations, advertising, production, purchasing and promotional techniques, as well as operating the BARTERCARD Exchange network and other support services.

The total investment necessary to begin operation of a BARTERCARD Regional Developer franchise is between \$136,000 and \$217,000 depending on the speed in which you want to grow your business. This includes between \$100,000 and \$160,000 in cash and T\$25,000 in trade dollars that must be paid to the Franchisor or an affiliate.

This disclosure document summarizes certain provisions of your Regional Development Agreement ("RD Agreement") and other information in plain English. Read this disclosure document and all accompanying agreements carefully. You must receive this disclosure document at least 14 calendar days before you sign a binding agreement with, or make any payment to, Franchisor or an affiliate in connection with the proposed franchise sale. **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 availability of disclosures in different formats, contact the Franchise Administration Department of BARTERCARD USA, INC., 146 Fairchild Street, Charleston, South Carolina 29492 (843) 323-4237 or email franchiseinfo@bartercardusa.com.

The terms of your contract will govern your franchise relationship. Don't 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.
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STATE COVER PAGE

Your state may have a franchise law that requires a franchisor to register or file with a state franchise administrator before offering or selling in your state. **REGISTRATION OF A 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 franchise administrator listed in Exhibit E for information about the franchisor, or about franchising in your state.

MANY REGIONAL DEVELOPMENT AGREEMENTS DO NOT ALLOW YOU TO RENEW UNCONDITIONALLY AFTER THE INITIAL TERM EXPIRES. YOU MAY HAVE TO SIGN A NEW 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 franchise:

1. THE REGIONAL DEVELOPMENT AGREEMENT REQUIRES THAT ALL DISAGREEMENTS BE SETTLED BY ARBITRATION IN SOUTH CAROLINA. 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 SOUTH CAROLINA THAN IN YOUR HOME STATE.
2. THE REGIONAL DEVELOPMENT AGREEMENT STATES THAT SOUTH CAROLINA LAW GOVERNS THE AGREEMENTS, AND THIS LAW MAY NOT PROVIDE THE SAME PROTECTIONS AND BENEFITS AS LOCAL LAW. YOU MAY WANT TO COMPARE THESE LAWS.
3. WE WERE FORMED ON SEPTEMBER 4, 2012, AND HAVE A BRIEF OPERATING HISTORY IN THE UNITED STATES OF AMERICA. YOU MAY WANT TO CONSIDER THIS WHEN MAKING A DECISION TO PURCHASE THIS FRANCHISE OPPORTUNITY.
4. THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE.

Effective Date: _____

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EXHIBITS

Exhibit A	BARTERCARD REGIONAL DEVELOPMENT AGREEMENT With Attachments: Attachment 1: Regional Developer Development Schedule; Attachment 2: Regional Developer Development Territory; Attachment 3: Guaranty and Assumption of Regional Developer’s Obligations; Attachment 4: Regional Developer Fee Schedule; Attachment 5: Security Agreement; Attachment 6: Bartercard Membership Agreement/Credit Application; Attachment 7: Bartercard Rules of Trading
Exhibit B	List of Regional Developers and Regional Territories and Certain Past Regional Developers
Exhibit C	Financial Statements
Exhibit D	State Specific Information
Exhibit E	Federal and State Regulators and Agents for Service Of Process
Exhibit F	General Release Agreement
Exhibit G	Addendum to Renewal Regional Development Agreement
Exhibit H	Agreement and Conditional Consent to Transfer
Exhibit I	Training Manual Table Of Contents
Exhibit J	Statement of Prospective RD Franchisees
Exhibit K	Receipt

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