

FRANCHISE DISCLOSURE DOCUMENT
SPROUSE FITNESS LLC, DBA BRICKHOUSE CARDIO CLUB
a West Virginia limited liability company
5510 Big Tyler Road, Cross Lanes, West Virginia 25313
(877) 729-1023
www.brickhousecardio.com

RECEIVED
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SECURITIES



The Franchisor is SPROUSE FITNESS LLC, dba BRICKHOUSE CARDIO CLUB ("Brickhouse" or "we"). We develop, operate, and franchise BRICKHOUSE CARDIO CLUB fitness studios. Our franchised studios provide cardio-oriented fitness classes.

The total investment necessary to begin operation of a Brickhouse franchise ranges from \$13,750 to \$23,750. This includes a range of \$9,900 to \$14,900 that must be paid to the franchisor (financing is available). This amount does not include any real estate renovations or costs. This disclosure document summarizes certain provisions of your franchise 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 the franchisor or an affiliate in connection with the proposed franchise sale. **Note, however, that no government 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 Brickhouse Cardio Club, PO Box 8635, South Charleston, West Virginia 25303, 1-877-729-1023.

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, such as a lawyer or 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 that can help you understand how to use this disclosure document is available from the Federal Trade Commission, including their *Buying a Franchise: A Consumer Guide*. You can contact the FTC by calling 1-877-FTC-HELP or by writing to 600 Pennsylvania Avenue NW, Washington, DC 20580. You can also visit your public library for other information on franchising.

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

Issuance Date: May 1, 2011

RISK FACTORS:

1. THE FRANCHISE AGREEMENT REQUIRES THAT YOU SETTLE DISPUTES WITH US VIA MEDIATION OR LITIGATION ONLY IN THE STATE OF WEST VIRGINIA. OUT-OF-STATE LITIGATION OR MEDIATION MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT. IT MAY ALSO COST YOU MORE TO MEDIATE OR LITIGATE WITH US IN WEST VIRGINIA THAN IN YOUR HOME STATE.
2. THE FRANCHISE AGREEMENT STATES THAT WEST VIRGINIA LAW GOVERNS THIS AGREEMENT. THESE LAWS MAY NOT PROVIDE THE SAME PROTECTIONS AND BENEFITS AS LOCAL LAW AND LOCAL LAW MAY APPLY REGARDLESS OF THIS STATEMENT. YOU MAY WANT TO COMPARE THESE LAWS.

THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE.

AGENTS AUTHORIZED TO RECEIVE SERVICE OF PROCESS ARE LISTED IN SCHEDULE A.

REGISTRATION OF THIS FRANCHISE WITH THE STATE DOES NOT MEAN THE STATE RECOMMENDS IT OR HAS VERIFIED THE INFORMATION IN THIS DISCLOSURE DOCUMENT. IF YOU LEARN THAT ANYTHING IN THIS DISCLOSURE DOCUMENT IS UNTRUE, CONTACT THE FEDERAL TRADE COMMISSION AND THE APPLICABLE STATE ADMINISTRATOR(S) LISTED IN SCHEDULE B.

NOT FOR USE IN NORTH DAKOTA OR SOUTH DAKOTA

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 THE STATE RECOMMENDS THE FRANCHISE OR HAS VERIFIED THE INFORMATION IN A DISCLOSURE DOCUMENT.

MANY FRANCHISE 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 FRANCHISE AGREEMENT STATES THAT WEST VIRGINIA LAW GOVERNS THE AGREEMENT. THIS LAW MAY NOT PROVIDE THE SAME PROTECTIONS AND BENEFITS AS LOCAL LAW. YOU MAY WANT TO COMPARE THESE LAWS.

THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE.

Effective Date: See the next page for State effective dates.

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