



FRANCHISE DISCLOSURE DOCUMENT

CITY PUBLICATIONS FRANCHISE GROUP, INC.

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CITY PUBLICATIONS FRANCHISE GROUP, INC. offers franchises for the operation of a business which provides high quality direct mail advertising to a target market of affluent homeowners.

The total investment necessary to begin operation of a City Publications franchise is from \$92,650 to \$267,850. That includes from \$89,000 to \$250,000 that must be paid to the franchisor and an affiliate.

This disclosure document summarizes certain provision 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 a different format, contact Richard Houden at the number or web address listed above.

The terms of your contract will govern your franchise relationship. Don't rely on the disclosure document alone to understand your contract. Read all of your contract carefully. Show your contract and this disclosure document to an advisor, like 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, 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, N.W. Washington DC 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.

The date of issuance of this Franchise Disclosure Document is February 15, ~~2012~~2013.

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 A for information about the franchisor, about other franchisors, or about 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 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 REQUIRES THAT MOST DISAGREEMENTS BE SUBMITTED TO ARBITRATION (OR LITIGATION IF ARBITRATION IS NOT APPLICABLE) IN GEORGIA. OUT OF STATE ARBITRATION (OR LITIGATION) MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT FOR DISPUTES. IT MAY ALSO COST YOU MORE TO ARBITRATE (OR LITIGATE) WITH US IN GEORGIA THAN IN YOUR HOME STATE.

2. THE FRANCHISE AGREEMENT STATES THAT THE LAWS OF THE STATE OF GEORGIA GOVERN THE AGREEMENT, AND THESE LAWS 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 OR SUPERSEDED. YOU MIGHT WANT TO INVESTIGATE WHETHER YOU ARE PROTECTED BY A STATE FRANCHISE LAW. YOU SHOULD REVIEW THE STATE SPECIFIC ADDENDUM ATTACHED TO THIS DISCLOSURE DOCUMENT AND FRANCHISE AGREEMENT FOR STATE SPECIFIC PROVISIONS.

3. THE FRANCHISED BUSINESS IS HIGHLY SENSITIVE TO POSTAGE RATES. SHOULD POSTAGE RATES INCREASE SIGNIFICANTLY, IT MAY SUBSTANTIALLY INCREASE YOUR COSTS TO OPERATE THE FRANCHISED BUSINESS.

4. FAILURE TO ACHIEVE AN ANNUAL MINIMUM ROYALTY LEVEL CAN RESULT IN TERMINATION OF YOUR FRANCHISE.

5. THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE. We use the services of one or more FRANCHISE BROKERS or referral sources to assist us in selling our franchise. A franchise broker or referral source represents us, not you. We pay this person a fee for selling our franchise or referring you to us. You should make sure to do your own investigation of the franchise.

See the ~~State Registration Page in Exhibit H~~ following page for an effective date in your state.

EFFECTIVE DATES BY STATE

<u>State</u>	<u>Effective Date</u>
<u>California</u>	<u>March 23, 2012</u>
<u>Florida</u>	<u>Exempt</u>
<u>Hawaii</u>	<u>May 13, 2013</u>
<u>Illinois</u>	<u>April 29, 2013</u>
<u>Indiana</u>	<u>July 16, 2012</u>
<u>Maryland</u>	<u>May 9, 2013</u>
<u>Michigan</u>	<u>July 16, 2012</u>
<u>Minnesota</u>	<u>April 30, 2013</u>
<u>New York</u>	<u>May 15, 2012</u>
<u>Texas</u>	<u>Exempt</u>
<u>Utah</u>	<u>Exempt/September 20, 2006</u>
<u>Virginia</u>	<u>December 7, 2012</u>
<u>Washington</u>	<u>June 3, 2013</u>
<u>Wisconsin</u>	<u>May 17, 2013</u>

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