



FRANCHISE DISCLOSURE DOCUMENT

CULVER FRANCHISING SYSTEM, INC.

a Wisconsin Corporation
1240 Water Street
Prairie du Sac, Wisconsin 53578
(608) 643-7980
www.culvers.com

If you sign a franchise agreement, you will operate a Culver's® Restaurant offering burgers, sandwiches, salads, dinners, frozen custard desserts, beverages and other menu items in a quick-service setting. ~~Certain existing Culver's® franchisees meeting our criteria also may enter into a multiple unit development agreement with us to develop multiple Culver's® Restaurants.~~

The total investment necessary to begin operation of a Culver's® Restaurant is from \$1,~~363,500~~439,000 to \$3,~~219,500~~087,000. This includes a \$30,000 to \$55,000 initial franchise fee that must be paid to us. ~~If you sign a multiple unit development agreement, you must pay us a development fee of \$10,000 for each Restaurant you agree to develop under your Development Schedule.~~

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 Franchise Development Department at 1240 Water Street, Prairie du Sac, Wisconsin 53578, (608) 644-7980.

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 an accountant.

Buying a franchise is 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: March ~~31, 2012~~29, 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 IS CORRECT.

Call the state franchise administrator listed in **Exhibit ED** for information about the franchisor, 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 YOU TO RESOLVE DISPUTES WITH US BY ARBITRATION ONLY IN WISCONSIN. OUT-OF-STATE ARBITRATION MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT FOR DISPUTES. IT MAY ALSO COST MORE TO ARBITRATE WITH US IN WISCONSIN THAN IN YOUR OWN STATE.
2. THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE.

Effective Date: See the next page for state effective dates

STATE EFFECTIVE DATES

The following states require that the 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 disclosure document is registered, on file or exempt from registration in the following states having franchise registration and disclosure laws, with the following effective dates:

State	Effective Date	State	Effective Date
California	March 31, 2012 <u>29, 2013</u>	North Dakota	Pending <u>March 29, 2013</u>
Illinois	March 31, 2012 <u>29, 2013</u>	Rhode Island	Pending
Indiana	March 31, 2012 <u>29, 2013</u>	South Dakota	March 31, 2012 <u>29, 2013</u>
Maryland	Pending	Virginia	Pending
Michigan	March 31, 2012 <u>29, 2013</u>	Washington	Pending <u>March 29, 2013</u>
Minnesota	Pending	Wisconsin	March 31, 2012 <u>29, 2013</u>
New York	March 31, 2012 <u>29, 2013</u>		

In the states listed below, the effective date (issuance date) of this disclosure document is March ~~31, 2012~~29, 2013.

Alabama	Kentucky	North Carolina
Alaska	Louisiana	Ohio
Arizona	Maine	Oklahoma
Arkansas	Massachusetts	Oregon
Colorado	Mississippi	Pennsylvania
Connecticut	Missouri	South Carolina
Delaware	Montana	Tennessee
District of Columbia	Nebraska	Texas
Florida	Nevada	Utah
Georgia	New Hampshire	Vermont
Idaho	New Jersey	West Virginia
Iowa	New Mexico	Wyoming
Kansas		

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