

FRANCHISE DISCLOSURE DOCUMENT

ESIO

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We grant ESIO franchises (“Franchises”) and Regional Developer franchises (“Developer Franchises”) that will conduct business under the ESIO name. ESIO Franchises will sell or lease ESIO Beverage Systems for in-home and in-office use along with a wide variety of ESIO hot and cold beverage products and services. ESIO Developer Franchises will market, recruit, and refer to us prospective Franchises within a defined Protected Territory and provide both pre and post opening support to those Franchises on our behalf. The total investment necessary to begin operation of an ESIO Franchise ranges from **\$42,700 to \$118,600**. This estimated total investment includes an Initial Franchise Fee of **\$29,000** payable to us. The total investment necessary to begin operation of an ESIO Developer Franchise ranges from **\$249,900 to \$661,500**. This total investment includes an Initial Development Fee payable to us in an amount between **\$160,000 and \$420,000**.

This disclosure document (“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, us or an affiliate in connection with the proposed franchise sale. **Note, however that no government agency has verified the information contained in this document.**

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 statement 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 NW, Washington, DC 20580. You can also visit the FTC’s home page at www.ftc.gov for additional information on franchising. Call your state agency or visit your public library for other sources of information on franchising.

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

Effective Date: May 1, 2012

STATE COVER PAGE

Your state may have a franchise law that requires a franchise 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 AND THE DEVELOPER AGREEMENT PERMIT THE FRANCHISOR TO ENFORCE ITS RIGHTS IN THE APPROPRIATE COURTS LOCATED IN MARICOPA COUNTY, ARIZONA. OUT OF STATE LITIGATION MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT. IT ALSO MAY COST MORE TO SUE THE FRANCHISOR IN ARIZONA THAN IN YOUR HOME STATE.**
2. **THE FRANCHISE AGREEMENT AND THE DEVELOPER AGREEMENT STATE THAT ARIZONA LAW GOVERNS THE AGREEMENT, AND THIS LAW MAY NOT PROVIDE THE SAME PROTECTION AND BENEFITS AS LOCAL LAW. YOU MAY WANT TO COMPARE THESE LAWS.**
3. **THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE.**
4. **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 IS OUR AGENT AND REPRESENTS US, NOT YOU. WE PAY THIS PERSON A FEE FOR SELLING OUR FRANCHISE OR REFERRING YOU TO US. YOU SHOULD BE SURE TO DO YOUR OWN INVESTIGATION OF THE FRANCHISE.**

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 having franchise registration and disclosure laws, with the following effective dates:

State	Status	Effective Date
California	PENDING	
Hawaii	PENDING	
Illinois	PENDING	
Indiana	PENDING	
Michigan	PENDING	
Minnesota	PENDING	
New York	PENDING	
Rhode Island	PENDING	
Virginia	PENDING	
Washington	PENDING	
Wisconsin	PENDING	

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