

FRANCHISE DISCLOSURE DOCUMENT



CHEVRON U.S.A. INC.

**A Pennsylvania corporation
6001 Bollinger Canyon Road
San Ramon, California 94583
(925) 842-1000**

website: www.chevron.com; www.chevronwithtechron.com

Our franchisees operate ExtraMile® convenience stores at facilities where they also operate Chevron® or Texaco® motor fuel stations.

The total estimated investment necessary to begin operation of an ExtraMile franchise, excluding real estate costs, is from \$165,329 to \$443,215 for conversion and interior retrofit of stores that retailers own or lease from third parties, from \$383,329 to \$1,036,215 if new construction or rebuilding is required, and from \$129,800 to \$342,000 for conversion and interior retrofit of stores that are leased by retailers from Chevron. This includes from \$3,000 to \$15,000 that must be paid to the franchisor.

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 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 the availability of disclosures in different formats, contact Carrie Paulik at 925-842-0700 or CPLK@chevron.com.

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 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.

ISSUANCE DATE: March 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.**

Call the state administrators listed in Exhibit A 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 CERTAIN DISPUTES WITH US BY ARBITRATION ONLY IN WHICHEVER OF THE FOLLOWING CITIES IS CLOSEST TO YOUR PREMISES: ATLANTA, GEORGIA, HOUSTON, TEXAS, LOS ANGELES, CALIFORNIA, SAN FRANCISCO, CALIFORNIA, OR HONOLULU, HAWAII. 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 ONE OF THE CITIES LISTED ABOVE THAN IN YOUR HOME STATE. SOME STATE FRANCHISE LAWS PROVIDE THAT CONSENT TO JURISDICTION PROVISIONS ARE VOID OR SUPERSEDED. YOU MIGHT WANT TO INVESTIGATE WHETHER YOU ARE PROTECTED BY A STATE FRANCHISE LAW. YOU SHOULD REVIEW ANY ADDENDA OR RIDERS ATTACHED TO THIS DISCLOSURE DOCUMENT FOR DISCLOSURES REGARDING STATE FRANCHISE LAWS.**
2. **THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE.**

Effective Date: See next page for effective dates.

STATE EFFECTIVE DATES

California (exemption) December 3, 2012

Washington:

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