

**RED LINE COPY**

JUL 17 2012

**FRANCHISE DISCLOSURE DOCUMENT**



Gold's Gym Franchising LLC  
a Delaware limited liability company  
125 E John Carpenter Freeway, Suite 1300  
Irving, Texas 75062  
(214) 574-4653  
franchise@goldsgym.com  
[www.goldsgym.com](http://www.goldsgym.com)

The franchise offered is to operate a limited-amenity Gold's Gym® Express® Facility under our Heritage program

The total investment necessary to begin operation of a Gold's Gym Express Facility is ~~\$898,500~~939,500 to ~~\$1,922,500~~1,917,500. This includes ~~\$95,500~~20,500 to ~~\$107,000~~37,500 that must be paid to the franchisor or an affiliate. The total investment necessary to begin operation under the Development Rights Agreement is ~~\$105,000~~55,000 to ~~\$605,000~~305,000. This includes ~~\$100,000~~50,000 to ~~\$600,000~~300,000 that must be paid to the franchisor or an affiliate.

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 a different format contact Tim Hicks, our Senior Vice President, Franchise Sales, Franchising and Licensing, at 125 E John Carpenter Freeway, Suite 1300, Irving, Texas 75062 and (214) 574-4653.

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. 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 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.

Gold's Gym Heritage 2011-2012-13 FDD

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Issuance date of this Franchise Disclosure Document ~~May 18, 2011~~ July 16, 2012.

Gold's Gym Heritage ~~2011-2012~~ 2012-2013 FDD

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## STATE COVER PAGE

Your state may have 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 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 CAN 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 DEVELOPMENT RIGHTS AGREEMENT REQUIRE YOU TO RESOLVE DISPUTES WITH US BY ARBITRATION OR LITIGATION ONLY IN TEXAS. 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 TEXAS THAN IN YOUR OWN STATE.
- 2 THE FRANCHISE AGREEMENT AND DEVELOPMENT RIGHTS AGREEMENT STATE THAT TEXAS LAW GOVERNS THE AGREEMENT, AND THIS LAW MAY NOT PROVIDE THE SAME PROTECTIONS AND BENEFITS AS LOCAL LAW. YOU MAY WANT TO COMPARE THESE LAWS.
- 3 THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE.

Effective Dates See the next page for state effective dates.

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