

FRANCHISE DISCLOSURE DOCUMENT**AmerisourceBergen Drug Corporation**

Department of

A Delaware Corporation

Business Oversight

1300 Morris Drive

Chesterbrook, Pennsylvania 19087

(610) 727-7000

DEC 30 2013

www.AmerisourceBergen.com**RECEIVED**

The franchise offered is for one or more total outlets properly licensed as a retail pharmacy offering prescription services, over-the-counter drugs and beauty aids, and complementary services under the trade name of **Good Neighbor Pharmacy®** ("GNP Premier Pharmacy"), at an existing location. This offering is being made only to existing pharmacies currently operating under an agreement with us for the continued operation of such pharmacies as a Good Neighbor Pharmacy. Before we will permit you to sign the franchise agreement, you must sign a Premier Candidate Agreement that allows you up to six months to meet most of our criteria for signing the franchise agreement.

The total investment necessary to begin operating a GNP Premier Pharmacy franchise ranges from \$1,797 to \$118,044 for an existing pharmacy. These figures include \$1,797 to \$19,544 that must be paid to us or our affiliates. This Disclosure Document is required by law and summarizes certain provisions of your GNP Premier 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 your account representative or the Group Vice President, Good Neighbor Pharmacy at 1300 Morris Drive, Chesterbrook, Pennsylvania 19087. You can also e-mail Solutions@AmerisourceBergen.com.

The terms of your contract (the "GNP Premier Agreement") will govern your franchise relationship. Do not rely on the Disclosure Document alone to understand your contract. Read your entire 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.

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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, or about franchising in your state.

MANY FRANCHISE AGREEMENTS (CALLED A "GNP PREMIER AGREEMENT" IN THIS DISCLOSURE DOCUMENT) 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 GNP PREMIER AGREEMENT STATES THAT PENNSYLVANIA LAW GOVERNS THE AGREEMENTS, AND THIS LAW MAY NOT PROVIDE THE SAME PROTECTIONS AND BENEFITS AS LOCAL LAW. YOU MAY WANT TO COMPARE THESE LAWS.
2. THE FRANCHISOR DOES NOT GRANT A PROTECTED TERRITORY.
3. THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE.

State franchise registration and relationship laws may affect the enforceability of choice of venue and choice of law provisions (see state-specific disclosures [pages iii to iv and Exhibit F of this Franchise Disclosure Document], as well as the state amendments in Exhibit D of the GNP Premier Agreement [which is Exhibit B-2 of this Franchise Disclosure Document]).

STATE REGISTRATIONS OR EXEMPTIONS

This Disclosure Document is registered, on file or exempt from registration in the following states with franchise registration and disclosure laws:

State	Effective Date
California	
Florida	
Hawaii	
Illinois	
Indiana	
Maryland	
Michigan	
Minnesota	
New York	
North Dakota	
Rhode Island	
South Dakota	
Texas	N/A
Utah	
Virginia	
Washington	
Wisconsin	

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