

FRANCHISE DISCLOSURE DOCUMENT

GREAT PLAY FRANCHISING LLC
2000 West Main Street
Stamford, Connecticut 06902
Telephone 203-921-1165
www.greatplay.com
info@greatplay.com



Great Play Franchising LLC, a Connecticut limited liability company, offers franchises for the operation of Great Play® Units, "next generation" kids' gyms unique new gyms for kids, offering programs including motor skill and sport skill classes and birthday parties in a unique Interactive Arena™.

The total investment necessary to begin operating a Great Play® franchise is between \$168,500 and \$394,000. This includes from \$59,042 to \$59,500 that must be paid to the franchisor or affiliate. The total investment necessary to begin operating a Great Play® fractional franchise is between \$221,500 and \$306,000. This includes from \$49,042 to \$49,500 that must be paid to the franchisor or 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 different formats, contact Keith Camhi at 2000 West Main Street, Stamford, Connecticut 06902, 203-921-1165.

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 26, 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 OR HAS VERIFIED THE INFORMATION IN THIS DISCLOSURE DOCUMENT.**

Call the state franchise administrator listed in *Exhibit B* 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 CONNECTICUT. 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 CONNECTICUT THAN IN YOUR OWN STATE.**

2. **THE FRANCHISE AGREEMENT REQUIRES THAT CONNECTICUT 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. **THE FRANCHISEE WILL BE REQUIRED TO MAKE AN INITIAL INVESTMENT RANGING FROM \$168,500 TO \$394,000 FOR A STANDARD FRANCHISE OR \$221,500 TO \$306,000 FOR A FRACTIONAL FRANCHISE. THIS AMOUNT EXCEEDS THE FRANCHISOR'S STOCKHOLDERS EQUITY AS OF DECEMBER 31, 2012, WHICH IS \$212,888.**

4. **THE FRANCHISE AGREEMENT PROVIDES THAT IF THE FRANCHISE IS TERMINATED BY EITHER PARTY WITH CAUSE, YOU ARE LIABLE TO PAY US LIQUIDATED DAMAGES. THE AMOUNT OF SUCH DAMAGES REPRESENTS A PROJECTION OF THE ROYALTIES YOU WOULD HAVE PAID US DURING THE REMAINING TERM OF THE AGREEMENT.**

5. **THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE.**

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 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.

Effective Date: See the next page for state effective dates.

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, Connecticut, Florida, Hawaii, Illinois, Indiana, Kentucky, Maine, Maryland, Michigan, Minnesota, Nebraska, New York, North Carolina, North Dakota, Rhode Island, South Carolina, South Dakota, Texas, Utah, 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:

California	
Connecticut	March 11, 2009 (permanent)
Florida	January 14, 2013
Hawaii	Not filed as of Issuance Date
Illinois	
Indiana	October 1, 2012
Kentucky	March 1, 2011 (one-time filing)
Maine	Exempt
Maryland	
Michigan	Not filed as of Issuance Date
Minnesota	
Nebraska	Not filed as of Issuance Date
New York	June 11, 2009, amended as of
North Carolina	Exempt
North Dakota	Not filed as of Issuance Date
Rhode Island	Not filed as of Issuance Date
South Carolina	Exempt
South Dakota	June 22, 2012
Texas	June 9, 2010 (one-time filing)
Utah	March 1, 2013
Virginia	
Washington	
Wisconsin	October 10, 2012, amended as of

In all the other states, the effective date of this Franchise Disclosure Document is the issuance date of March 26, 2013.

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