

FRANCHISE DISCLOSURE DOCUMENT

HAMPTON INNS FRANCHISE LLC
 Hampton Inn
 Hampton Inn & Suites
 A Delaware Limited Liability Company
 7930 Jones Branch Drive, Suite 1100
 McLean, Virginia 22102
 (703) 883-1000
 www.hamptonfranchise.com



The franchisee will use the Hampton Inn System, under a Franchise License Agreement with Hampton Inns Franchise LLC, to operate a high quality Hampton Inn hotel at moderate prices or a high quality Hampton Inn & Suites hotel, which combines standard guest rooms with a significant block of two-room suites in a single hotel property (guest rooms and guest suites are referred to as "Guest Rooms") at moderate prices.

The total investment necessary, excluding real property, to begin operation of a newly constructed 5283 room Hampton Inn hotel ranges from \$3,745,300 to \$6,705,200, including up to \$200,000 that must be paid to the franchisor or affiliate, and for a newly constructed 8052 room Hampton Inn hotel ranges from \$5,662,775 to \$9,934,460, including up to \$197,000 that must be paid to the franchisor or its affiliate. The total investment necessary, excluding real property, to begin operation of a newly constructed 1012 room/suite Hampton Inn & Suites hotel ranges from \$7,679,935 to \$13,099,114, including up to \$307,900 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 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 all of your contract carefully. Show your contract and this disclosure document 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. 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 I 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 REQUIRES YOU TO RESOLVE DISPUTES WITH US BY LITIGATION ONLY IN FAIRFAX COUNTY, VIRGINIA, UNLESS WE SUE YOU WHERE THE HOTEL IS LOCATED. IF THE COURT REJECTS THESE VENUE SELECTIONS, THEN SUIT MAY BE BROUGHT IN NEW YORK, NEW YORK. OUT OF STATE LITIGATION MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT FOR DISPUTES. IT MAY ALSO COST MORE TO SUE US IN NEW YORK OR VIRGINIA THAN IN YOUR HOME STATE.
2. THE FRANCHISE AGREEMENT STATES THAT NEW YORK 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 Date: See the next page for state effective dates.

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:

California
Hawaii
Illinois
Indiana
Maryland
Michigan
Minnesota
New York
North Dakota
Rhode island
South Dakota
Virginia
Washington
Wisconsin

In all other states, the effective date of this Franchise Disclosure Document is the Issuance Date of ~~December 22, 2010~~ March 31, 2011.

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