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FRANCHISE DISCLOSURE DOCUMENTMAR 18 AM 10:31
DEPARTMENT OF
BUSINESS OVERSIGHT
SAN FRANCISCO

Hard Rock Hotel Licensing, Inc.
A Florida corporation
6100 Old Park Lane
Orlando, Florida 32835
Phone: (407) 445-7625
E-Mail: development_contact@hardrock.com
Website: www.hardrock.com

Hard Rock Hotel Licensing, Inc. offers franchises for the development and operation of Hard Rock Hotels.

The total investment necessary to begin operation of a Hard Rock Hotel with 400 guest rooms ranges from \$115,576,666 to \$220,173,000. This includes an amount ranging from \$2,419,166 to \$4,033,000 that must be paid to us and our affiliates.

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.**

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 the franchisor at 6100 Old Park Lane, Orlando, Florida 32835 or by phone at (407) 445-7625.

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 (the "FTC"). 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.

Issuance Date: March 12, 2014

See the following page for a description of special risk factors relating to this franchise.

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 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. ALL DISAGREEMENTS BE SETTLED BY ARBITRATION OR LITIGATION IN ORLANDO, FLORIDA. OUT-OF-STATE ARBITRATION OR LITIGATION MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT FOR DISPUTES. IT MAY ALSO COST MORE TO ARBITRATE OR LITIGATE WITH US IN FLORIDA THAN IN YOUR HOME STATE.
2. THE FRANCHISE AGREEMENT STATES THAT FLORIDA 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. SOME STATE FRANCHISE LAWS PROVIDE THAT CHOICE OF LAW PROVISIONS ARE VOID OR SUPERSEDED. YOU MIGHT WANT TO INVESTIGATE WHETHER YOU ARE PROTECTED BY A STATE FRANCHISE LAW. YOU SHOULD REVIEW ANY ADDITIONAL DISCLOSURES AND RIDERS ATTACHED TO THIS DISCLOSURE DOCUMENT FOR DISCLOSURES REGARDING STATE FRANCHISE LAWS.
3. THERE IS NO EXCLUSIVE TERRITORY ASSOCIATED WITH THIS FRANCHISE. THEREFORE, WE AND OTHER HARD ROCK HOTEL FRANCHISEES MAY DIRECTLY COMPETE WITH YOU.
4. THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE.

Effective Date: _____, 2014

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EXHIBITS

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| Exhibit A | - | State Administrators/Agents for Service of Process |
| Exhibit B | - | Financial Statements |
| Exhibit C | - | List of Hard Rock Hotels and Licensees |
| Exhibit D | - | Hotel License Agreement |
| Exhibit E | - | Condominium/Hotel License Rider |
| Exhibit F | - | Table of Contents to Manuals |
| Exhibit G | - | Training Program |
| Exhibit H | - | State Addenda and Agreement Riders |
| Exhibit I | - | Application |
| Exhibit J | - | Receipts |

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