

FRANCHISE DISCLOSURE DOCUMENT

H HOULIHAN'S

HOULIHAN'S RESTAURANTS, INC.
A Delaware Corporation
8700 State Line Road, Suite 100
Leawood, Kansas 66206
(913) 901-2500
www.houlihans.com

The franchisee will operate a Houlihan's Restaurant. Houlihan's Restaurants are stylish, casual restaurants and bars with an "indie" mentality, delivering on-trend drinks and contemporary-classic food with interest and fun.

The total investment necessary to begin operating a Houlihan's franchise ranges from \$1,960,000 to \$4,194,000. This includes \$40,000 to \$50,000 that must be paid to us. If you sign a Development Agreement, you also must pay us a development fee ranging from \$10,000 to \$25,000 for each restaurant that you agree to develop.

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, us or our affiliates in connection with the proposed franchise sale or sooner if required by applicable state law. **Note, however, that no governmental agency has verified the information contained in this document.**

You may wish to receive your franchise disclosure document in another format that is more convenient for you. To discuss the availability of disclosure in different formats, contact Cindy Parres, General Counsel, Houlihan's Restaurants, Inc., 8700 State Line Road, Suite 100, Leawood, Kansas 66206 and (913) 901-2500.

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 ("FTC"). You can contact the FTC by calling 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: January 24, 2014

STATE COVER PAGE

Your state may have a franchise law that requires us to register or file with a state administrator before offering or selling franchises 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 us or 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 GENERALLY REQUIRES YOU TO RESOLVE DISPUTES WITH HOULIHAN'S FIRST BY MEDIATION AND THEN LITIGATION ONLY IN THE CITY/JUDICIAL DISTRICT WHERE HOULIHAN'S PRINCIPAL PLACE OF BUSINESS IS LOCATED. OUT-OF-STATE MEDIATION AND LITIGATION MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT FOR DISPUTES. IT MAY ALSO COST YOU MORE TO MEDIATE WITH US AND/OR SUE US IN THAT STATE THAN IN YOUR HOME STATE.
2. THE FRANCHISE AGREEMENT STATES THAT KANSAS LAW GOVERNS THE AGREEMENT, AND THIS LAW MAY NOT PROVIDE YOU WITH THE SAME PROTECTIONS AND BENEFITS AS LOCAL LAW. YOU MAY WANT TO COMPARE THESE LAWS.
3. THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE.

Certain states require franchisors to make additional disclosures related to the information contained in this disclosure document. These disclosures are contained in Exhibit J to this disclosure document.

The Effective Date: See the next page for 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, 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:

Indiana:	January 27, 2014
Illinois:	January 29, 2014
Maryland:	January 28, 2014
Michigan:	January 27, 2014
Minnesota:	February 14, 2014
New York:	January 27, 2014
Virginia:	February 3, 2014
Wisconsin:	January 27, 2014

In all other states, the effective date of this Franchise Disclosure Document is the issuance date of January 24, 2014.

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