

FRANCHISE DISCLOSURE DOCUMENT

HRG Affiliates LLC
(a Delaware Limited Liability Company)
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HRG Affiliates LLC, a Delaware limited liability company, is offering affiliate relationships to established providers of travel services for network access to corporate travel and related services.

The total investment necessary to begin operation of an HRG Affiliates franchise ranges from \$35,500 to \$60,215. This includes the annual fee for the first contract year of \$35,000, which is the initial fee and is payable in four equal installments of \$8750 and which must be paid to HRG Affiliates LLC.

This disclosure document summarizes certain provisions of your Affiliates Program 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 Kevin Brown at 16 East 34th Street, Third Floor, New York, New York 10016 or at (919) 761-8827.

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.

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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 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 AFFILIATES PROGRAM AGREEMENT REQUIRES YOU TO RESOLVE DISPUTES WITH US BY ARBITRATION ONLY IN NEW YORK. OUT-OF-STATE ARBITRATION MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT FOR DISPUTES. IT MAY ALSO COST YOU MORE TO ARBITRATE IN NEW YORK THAN IN YOUR HOME STATE.

2. THE AFFILIATES PROGRAM AGREEMENT STATES THAT NEW YORK LAW GOVERNS THE AGREEMENT, AND THIS LAW MAY NOT PROVIDE THE SAME PROTECTION AND BENEFITS AS LOCAL LAW. YOU MAY WANT TO COMPARE THESE LAWS.

3. ALL FEES AND/OR PAYMENTS MAY BE REVIEWED ON AN ANNUAL BASIS AND MAY BE ADJUSTED, IN OUR SOLE DISCRETION, UPON 90 DAYS WRITTEN NOTICE TO YOU, PROVIDED THAT THIS NOTICE WILL NOT BE GIVEN EARLIER THAN 33 MONTHS FROM THE EFFECTIVE DATE OF YOUR AGREEMENT.

4. THERE MAY BE OTHER RISKS CONCERNING THE AFFILIATES PROGRAM.

5. EVEN THOUGH THE AFFILIATES PROGRAM AGREEMENT PROVIDES THAT "HOME STATE" LAW APPLIES, LOCAL LAW MAY SUPERSEDE IT IN YOUR STATE. PLEASE REFER TO ANY STATE SPECIFIC ADDENDUM THAT MAY BE ATTACHED TO THIS DISCLOSURE DOCUMENT FOR DETAILS.

THERE MAY BE LAWS IN YOUR STATE THAT AFFECT THE DISCLOSURES IN THIS DISCLOSURE DOCUMENT, SOME OF WHICH ARE DESCRIBED IN THE STATE-SPECIFIC ADDENDA IN EXHIBIT E.

Information comparing franchisors is available. Call the state administrators listed in Exhibit A or your public library for sources of information.

If you learn that anything in this Disclosure Document is untrue, contact the Federal Trade Commission and the state authority listed in Exhibit A.

Effective Dates: See next page for state effective dates.

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