

FRANCHISE DISCLOSURE DOCUMENT

OLD CHICAGO FRANCHISING LLC
a Delaware limited liability company
201 W. Main Street, Suite 301
Chattanooga, TN 37408
(423) 424-2000
www.oldchicago.com



Old Chicago® Restaurants are full-service neighborhood restaurants that feature a casual dining atmosphere, Chicago-style deep dish pizza, pasta, calzones, burgers, salads, and related food items and beverages, including an ever-changing selection of imported, domestic and micro-brewed beers. Each Old Chicago Restaurant highlights Chicago memorabilia or other interesting artifacts throughout the Restaurant and displays the Restaurant's variety of specialty beers with an attractive array of different bottled beers and colorful tap handles for draught beer.

The total investment necessary to begin operation of a franchised Old Chicago Restaurant is \$1,324,000 to \$2,067,000. A Development Fee of \$20,000 for each Restaurant to be developed is payable to Old Chicago Franchising LLC when you sign a Development Agreement. When a restaurant location is determined, you will sign a Franchise Agreement and pay Old Chicago Franchising LLC an Initial Franchise Fee of \$40,000. The \$20,000 Development Fee you paid for each Restaurant is credited to the Initial Franchise Fee payable under the Franchise Agreement for that Restaurant as long as you have kept up with your Development Schedule.

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, Old Chicago Franchising LLC in connection with the proposed franchise sale. **Note, however, that no governmental agency has verified the information contained in this Disclosure Document.**

The terms of your contract will govern your franchise relationship. Do not rely on this 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 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.

You may wish to receive this Disclosure Document in another format that is more convenient for you. To discuss the availability of disclosures in different formats, contact Mr. Rob Stickley at 201 W. Main Street, Suite 301, Chattanooga, Tennessee 37408, telephone number: (423) 424-2000.

Issuance Date: March 27, 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 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 the State Agency Exhibit for information about Old Chicago Franchising LLC 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 OLD CHICAGO FRANCHISING LLC BY ARBITRATION OR LITIGATION ONLY IN TENNESSEE. OUT-OF-STATE ARBITRATION OR LITIGATION MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT OF DISPUTES. IT MAY ALSO COST YOU MORE TO ARBITRATE OR LITIGATE WITH OLD CHICAGO FRANCHISING LLC IN TENNESSEE THAN IN YOUR OWN STATE.
2. 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 subsequent 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, 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:	Pending	New York:	Pending
Florida:	March 2, 2013	North Dakota:	Pending
Hawaii:	Pending	Rhode Island:	Pending
Illinois:	Pending	South Dakota:	Pending
Indiana:	Pending	Utah:	Pending
Maryland:	Pending	Virginia:	Pending
Michigan:	Pending	Washington:	Pending
Minnesota:	Pending	Wisconsin:	Pending

Issuance date in the states listed below:
March 27, 2013

Alabama	Idaho	Montana	Oregon
Alaska	Iowa	Nebraska	Pennsylvania
Arizona	Kansas	Nevada	South Carolina
Arkansas	Kentucky	New Hampshire	Tennessee
Colorado	Louisiana	New Jersey	Texas
Connecticut	Maine	New Mexico	Vermont
Delaware	Massachusetts	North Carolina	West Virginia
District of Columbia	Mississippi	Ohio	Wyoming
Georgia	Missouri	Oklahoma	

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