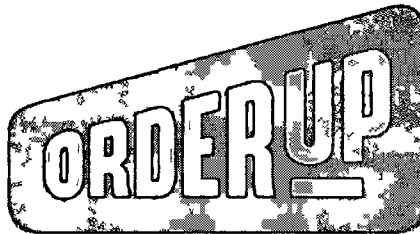


FRANCHISE DISCLOSURE DOCUMENT**RECEIVED**

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DEPARTMENT OF
BUSINESS OVERSIGHT
SAN FRANCISCO

LocalUp LLC d/b/a OrderUp
A Delaware Limited Liability Company
3500 Boston Street, Suite 432
Baltimore, Maryland 21224
(443) 743-3272
email GetStarted@OrderUp.com
[www OrderUp.com](http://www.OrderUp.com)

We offer a franchise program for ORDERUP® online restaurant menu ordering businesses (“OrderUp Ordering Businesses”) Our system includes special marketing techniques and operating procedures, and our proprietary online platform to offer online restaurant menu listings, ordering, and advertising to restaurants for viewing and use by the consuming public

The total investment necessary to begin operation of an OrderUp Ordering Business is \$61,350 to \$79,450 This includes the \$39,500 franchise fee that you must pay to us

The 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 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

Issuance date March 24, 2014, as amended November 21, 2014

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 E 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 MEDIATION AND LITIGATION ONLY IN THE FRANCHISOR'S HOME STATE (CURRENTLY MARYLAND) OUT-OF-STATE LITIGATION MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT FOR DISPUTES IT MAY ALSO COST MORE TO MEDIATE AND LITIGATE WITH US IN MARYLAND THAN IN YOUR OWN STATE**
- 2 **THE FRANCHISE AGREEMENT STATES THAT LAWS OF THE FRANCHISOR'S HOME STATE (CURRENTLY MARYLAND) 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 **YOU AND WE AGREE TO WAIVE OUR RIGHTS TO A JURY TRIAL AND INSTEAD HAVE ANY LAWSUITS BETWEEN US DECIDED BY A JUDGE**
- 4 **THERE MAY BE OTHER RISKS CONCERNING THE 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 Please see the next 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

STATE	EFFECTIVE DATE
CALIFORNIA	April 1, 2014, as amended _____
HAWAII	
ILLINOIS	March 27, 2014, as amended _____
INDIANA	April 10, 2014, as amended November __, 2014
MARYLAND	April 2, 2015, as amended _____
MICHIGAN	September 13, 2014
MINNESOTA	
NEW YORK	April 10, 2014, as amended _____
NORTH DAKOTA	<i>Not filed</i>
RHODE ISLAND	March 27, 2014, as amended _____
SOUTH DAKOTA	<i>Not filed</i>
VIRGINIA	April 1, 2014, as amended _____
WASHINGTON	
WISCONSIN	<i>Not filed</i>

In all other states, the effective date of this Franchise Disclosure Document is the issuance date of March 24, 2014, as amended November 21, 2014

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