

## FRANCHISE DISCLOSURE DOCUMENT



### FRANCHISOR

RMG Rehabilitation Management Group, Limited Partnership  
A Texas Limited Partnership  
1300 West Sam Houston Parkway South, Suite 300  
Houston, Texas 77042  
(866) 334-1761  
oacenters.com  
info@oacenters.com

We offer franchises for the establishment of a program for the provision of intra-articular joint injection procedures, including, among other things, viscosupplementation, for the treatment of osteoarthritis, degenerative joint disease and other musculoskeletal and pain related conditions at independently owned medical clinics under the mark "OsteoArthritis Centers of America."

The total investment necessary to begin offering ~~intra-articular joint injection procedures as an accredited operation of an~~ OsteoArthritis Centers of America ~~clinic~~franchised business is ~~from~~ \$281,000 to \$740,500. This includes ~~approximately~~ \$40,000 to \$70,000 ~~per clinic~~ that must be paid to the franchisor or its affiliate(s). ~~Please see Items 5 and 7 for additional details.~~

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 the 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 Rick Binstein, General Counsel, RMG Rehabilitation Management Group, Limited Partnership, 1300 West Sam Houston Parkway South, Suite 300, Houston, Texas 77042, (866) 334-1761, info@oacenters.com.

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, DC 20580. You can also visit the FTC's home page at [www.ftc.gov](http://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:** ~~November 19, 2012~~ March 15, 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 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, 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 THE FRANCHISEE TO ARBITRATE OR LITIGATE ONLY IN TEXAS. 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 THE FRANCHISOR IN TEXAS THAN IN YOUR HOME STATE.
2. THE FRANCHISE AGREEMENT STATES THAT THE LAW OF TEXAS 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. ~~PLEASE NOTE THAT AS OF DECEMBER 31, 2011, 63% OF THE U.S. PHYSICAL THERAPY, INC. AND SUBSIDIARIES TOTAL ASSETS ARE INTANGIBLE. YOU MAY WANT TO CONSIDER THIS WHEN MAKING A DECISION TO PURCHASE THIS FRANCHISE OPPORTUNITY.~~ THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE.

We may 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 is our agent and 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.

### DISCLOSURE REQUIRED BY MAINE LAW

State registration effective dates appear on the following page.

~~The information contained in this disclosure statement has not been verified by the State of Maine. The State has not reviewed and does not approve or endorse any business opportunity. The disclosure statement contains information which should be carefully read before agreeing to purchase a business opportunity.~~

**STATE EFFECTIVE DATES**

The effective dates of this Disclosure Document in the states listed below are:

<b>STATE</b>	<b>EFFECTIVE DATE</b>
California	April 24, 2012
Hawaii	April 2, 2012
Illinois	August 1, 2012
Indiana	August 1, 2012
Maryland	January 20, 2012 <u>(Amended January 10, 2013)</u>
Michigan	June 22, 2012
Minnesota	April 6, 2012
New York	August 23, 2012
North Dakota	October 12, 2012
Rhode Island	May 3, 2012
South Dakota	July 27, 2012
Virginia	September 12, 2012
Washington	July 11, 2012
Wisconsin	July 27, 2012

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