

FRANCHISE DISCLOSURE DOCUMENT

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PRICEFIXER.COM®

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a Florida limited liability company
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The franchise is for a PriceFixer.com® franchise (the “**Business**”) that provides residential air conditioning and heating services, including indoor air quality services, maintenance, repair and equipment replacement, and the sale of heating and air conditioning equipment and systems and other related services that we specifically authorize from time to time. The Business is offered only to a licensed HVAC contractor who will use their existing premises, vehicle and equipment.

The total investment necessary to begin operation of a standard PriceFixer.com® franchise ranges from \$58,500 to \$194,960. This includes \$50,000 to \$161,460 that will be paid to the franchisor or affiliate for 1 Territory. The low end is for 1 Territory with a population of 100,000 and the high end is for 1 Territory with a population of 300,000 (initial franchise fee is \$50,000 per Territory of 100,000 plus \$50 per person over 100,000. The high end estimate would increase if the population for 1 Territory is greater than 300,000, utilizing this formula.)

The total investment necessary to begin operation of a PRAXIS™ S-10 Contractor franchise ranges from \$10,960 to \$37,960. This includes \$2,460 to \$4,960 that will be paid to the franchisor or affiliate for 1 Territory. The low end is for 1 Territory with a population of 100,000 (initial franchise fee is \$1,000 per Territory for a population of 100,000) and the high end is for 1 Territory with a population of 300,000 (initial franchise fee is \$1,000 x Overage Factor. The Overage Factor is determined by dividing the total population of the Territory by 100,000 and (i) rounded up to the nearest decimal point by hundredths for the 1st 10,000 over 100,000, and (ii) then to the lowest tenth for populations of 110,000 or above. The high end estimate would increase if the population for 1 Territory is greater than 300,000, utilizing this formula.)

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, 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 Terry Nicholson, President, 1517 State Street, Sarasota, Florida 34236 and telephone number (941) 210-5610.

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 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 (the “**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.

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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 "E" 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 FRANCHISE AGREEMENT REQUIRES THAT ALL DISAGREEMENTS BE SETTLED BY MEDIATION OR LITIGATION IN FLORIDA. OUT-OF-STATE MEDIATION OR LITIGATION MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT FOR DISPUTES. IT MAY ALSO COST MORE TO MEDIATE OR LITIGATE WITH US IN FLORIDA THAN IN YOUR OWN STATE.
- 2 THE FRANCHISE AGREEMENT STATES THAT FLORIDA LAW 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 YOUR SPOUSE MUST SIGN A DOCUMENT THAT MAKES YOUR SPOUSE LIABLE FOR YOUR FINANCIAL OBLIGATIONS UNDER THE FRANCHISE AGREEMENT, EVEN THOUGH YOUR SPOUSE HAS NO OWNERSHIP INTEREST IN THE BUSINESS. THIS GUARANTEE WILL PLACE BOTH YOUR AND YOUR SPOUSE'S MARITAL AND PERSONAL ASSETS, INCLUDING YOUR HOUSE, AT RISK IF YOUR FRANCHISE FAILS.
- 4 YOU WILL NOT RECEIVE AN EXCLUSIVE TERRITORY. YOU MAY FACE COMPETITION FROM OTHER FRANCHISEES FROM OUTLETS THAT WE OWN, OR FROM OTHER CHANNELS OF DISTRIBUTION OR COMPETITIVE BRANDS THAT WE CONTROL.
- 5 YOU MUST MAKE MINIMUM ROYALTY OR ADVERTISING FUND PAYMENTS, REGARDLESS OF YOUR SALES LEVELS. YOUR INABILITY TO MAKE THESE PAYMENTS MAY RESULT IN TERMINATION OF YOUR FRANCHISE AND LOSS OF YOUR INVESTMENT.
- 6 THE FRANCHISOR IS AT AN EARLY STAGE OF DEVELOPMENT AND HAS A LIMITED OPERATING HISTORY. THIS FRANCHISE IS LIKELY TO BE A RISKIER INVESTMENT THAN A FRANCHISE IN A SYSTEM WITH A LONGER OPERATING HISTORY.
- 7 THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE.

(See next page for state effective dates)

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	Effective as of _____, 2018
Hawai	
Illinois	Effective as of _____, 2018
Indiana	Effective as of October 31, 2017
Maryland	Effective as of _____, 2018
Michigan	Effective as of October 26, 2017
Minnesota	Effective as of _____, 2018
New York	
North Dakota	
Rhode Island	
South Dakota	
Virginia	
Washington	Effective as of _____, 2018
Wisconsin	Effective as of February 16, 2018, as amended March 14, 2018

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