

FRANCHISE DISCLOSURE DOCUMENT

OLD CHICAGO FRANCHISING LLC

a Delaware limited liability company

201 W. Main Street, Suite 301

Chattanooga, Tennessee 37408

(423) 424-2000

www.rockbottom.com



Rock Bottom® Restaurants are casual dining restaurants that feature steaks, prime rib, burgers, handcrafted beers, including Rock Bottom® brand beers, and other menu items. This Disclosure Document includes information about franchised Rock Bottom Brewery® Restaurants and Rock Bottom Gold Medal Tap® Restaurants. A Rock Bottom Brewery® Restaurant will include on-site brewery operations for producing a variety of proprietary Rock Bottom® brand beer products. A Rock Bottom Gold Medal Tap® Restaurant will not have a brewery on its premises.

The total investment necessary to begin operation of a franchised Rock Bottom Gold Medal Tap® Restaurant is \$1,655,000 to \$2,873,000. The total investment necessary to begin operation of a franchised Rock Bottom Brewery® Restaurant, is \$2,030,000 to \$3,338,000. 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.**

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. Chris Beckler at 201 W. Main Street, Suite 301, Chattanooga, Tennessee 37408, telephone number: (423) 424-2000.

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.

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 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 YOU TO RESOLVE DISPUTES WITH US 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 US IN TENNESSEE THAN IN YOUR OWN STATE.
2. THE FRANCHISE AGREEMENT STATES THAT TENNESSEE 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. 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	April 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 non-registration states listed below:
March 27, 2013

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| 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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