

FRANCHISE DISCLOSURE DOCUMENT

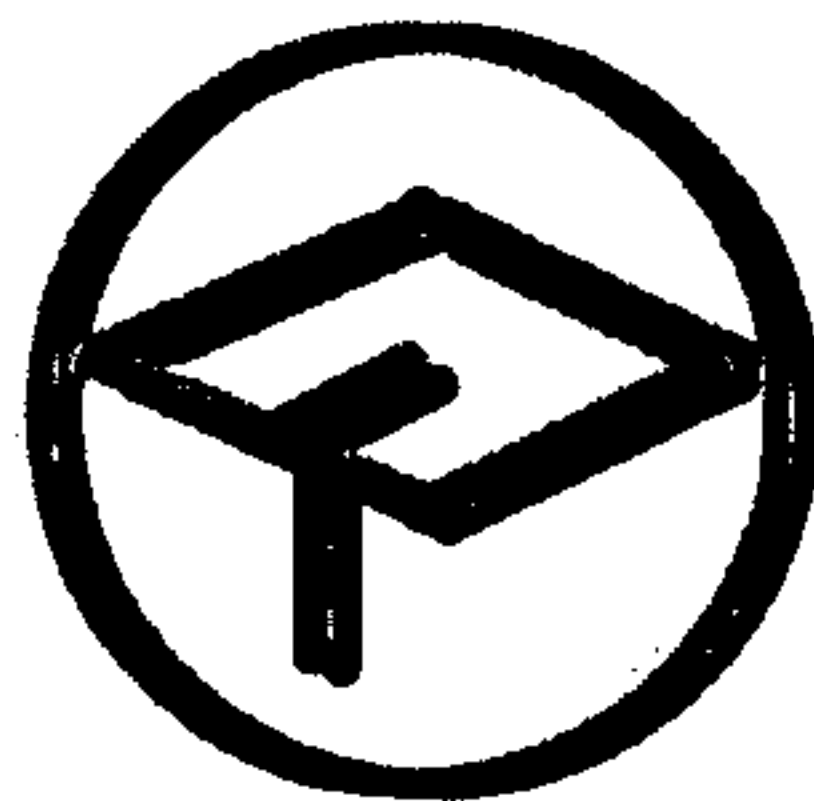
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DEPT. OF CORPORATIONS
SAN FRANCISCO

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TEACHPRO, INC.

An Oklahoma corporation
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Edmond, Oklahoma 73013

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www.TeachPro.net



TeachPro

Test • Teach • Succeed

We are **TeachPro, Inc.**, an Oklahoma corporation. We offer and promote franchises in a network of in-home and in-school tutoring classes. Our franchisees tutor reading and math for students in grades pre-kindergarten through 12. Our math program includes Algebra I & II. Our in-school programs operate following state and federal learning enhancement programs such as Title I (Improving the Academic Achievement of the Disadvantaged) under the No Child Left Behind Act ("NCLB"), a federal government program that was launched in January 2002. We also operate under Title IV (21st Century Schools).

You must first purchase an In-home franchise before being able to obtain the right to offer our in-school programs. As an in-school program franchisee, you are free to offer in-school programs at any school location that does not interfere with the franchise rights of our other franchisees. If you are an in-home franchisee, you may operate only at the location(s) approved in the Franchise Agreement. The Initial Franchise Fee for an in-home franchise is **\$5,000 to \$12,500** if you are an educator with a current, non-provisional teaching certification issued by any state. The Initial Franchise Fee if you do not have such a certification is **\$7,500 to \$15,000**. The Initial Franchise Fee for an in-school program franchise is **\$500** per school district.

You are expected to purchase a Curriculum Package in addition to your Initial Franchise Fee. The current cost of the Curriculum Package is **\$1,250 plus freight (Approx. \$400)** for grades Pre-K-12 which is required for all in-home tutoring franchise and covers elementary, middle school and high school settings. These prices may change without notice. See Items 5, 6 and 7 for more detailed information.

The total investment necessary to begin operation of a TeachPro In-home franchise is **\$13,250 to \$49,400**. The total investment necessary to begin operation of a TeachPro In-School franchise is **\$500 to \$9,650**. This estimate is only approximate. This includes the Initial Franchise Fee that must be paid to us. Your initial investment and initial fees are more fully described in Items 5, 6 and 7 of this Disclosure Document.

Information comparing franchisors is available. Call the state administrators, listed in Exhibit E, or your public library for sources of information.

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 governmental 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 Jim Damiani at 2600 Linda Lane, Suite 7, Edmond, Oklahoma 73013, (405) 330-6299 X111.

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, D.C. 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: February 10, 2012

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:

THE FRANCHISE AGREEMENT REQUIRES YOU TO RESOLVE DISPUTES WITH US BY MEDIATION AND LITIGATION ONLY IN OKLAHOMA. OUT-OF-STATE LITIGATION AND MEDIATION MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT FOR DISPUTES. IT MAY ALSO COST YOU MORE TO SUE OR MEDIATE WITH US IN OKLAHOMA THAN IN YOUR OWN STATE.

THE FRANCHISE AGREEMENT STATES THAT OKLAHOMA 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.

WE ARE A DEVELOPMENT STAGE COMPANY WITH NO OPERATING HISTORY TO ASSIST A PROSPECTIVE FRANCHISEE IN DECIDING TO MAKE THIS INVESTMENT. WE HAVE LIMITED WORKING CAPITAL, WHICH POTENTIALLY WILL NOT BE ADEQUATE TO FUND OUR PRE-OPENING OBLIGATIONS TO EACH FRANCHISEE

THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE.

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