

APR 02 2012

FRANCHISE DISCLOSURE DOCUMENT



Texas Roadhouse Development Corporation
a Kentucky corporation
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We offer you a franchise to own and operate a Texas Roadhouse restaurant that features a specialized menu of steaks and ribs, related food items and full bar service (a "Restaurant")

The total investment necessary to begin operation of a Restaurant ranges from \$1,913,158 to \$4,619,500, depending on whether the Restaurant is new, a conversion or a renovation (exclusive of land costs) This includes amounts payable to us ranging from \$90,000 plus travel, lodging and meals for services provided by our representatives and advertising materials you acquire from us

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, us or our affiliates in connection with the proposed franchise sale or grant **Note, however, that no governmental agency has verified the information contained in this Disclosure 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 Texas Roadhouse, Legal Department, at (502) 426-9984, Legal@texasroadhouse.com

The terms of your contract will govern your franchise relationship Do not 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.

Date of Issuance March 29, 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 F 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 PERMITS YOU TO MEDIATE WITH AND SUE US ONLY IN KENTUCKY OUT OF STATE LITIGATION MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT. IT MAY ALSO COST YOU MORE TO MEDIATE WITH AND SUE US IN KENTUCKY THAN IN YOUR HOME STATE
- 2 THE FRANCHISE AGREEMENT STATES THAT KENTUCKY 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

State franchise registration and relationship laws often provide that choice of law provisions are void or superseded to the extent that the choice of a different state's law would deny a franchisee the protections it would be entitled to under local law. Also see the attached state registrations page for more information You should investigate whether your purchase of the franchise falls under the jurisdiction of state registration or relationship law

State registration effective dates are listed on the following State Registrations page

TEXAS ROADHOUSE DEVELOPMENT CORPORATION

STATE EFFECTIVE DATE SUMMARY PAGE

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 -	Effective Date _____, 2012
Illinois -	Effective Date _____, 2012
Indiana -	Effective Date _____, 2012
Maryland -	Effective Date _____, 2012
Michigan -	Effective Date _____ 2012
North Dakota	Effective Date _____ 2012
Wisconsin	Effective Date _____, 2012

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