

CONSENT

Averett Warmus Durkee consents to the use in the Franchise Disclosure Document issued by Valbridge Property Advisors Franchising Systems, LLC ("Franchisor") on July 1, 2013, as it may be amended, of our report dated August 20, 2013, on our audit of the financial statements of Valbridge Property Advisors Franchising Systems, LLC at July 31, 2013.

Averett Warmus Durkee

Orlando, Florida
August 23, 2013

**Valbridge**

PROPERTY ADVISORS

FRANCHISE DISCLOSURE DOCUMENT

Valbridge Property Advisors Franchising Systems, LLC
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Department of
Business Oversight

SEP 3 2013

Received PSS San Francisco

As a franchisee of Valbridge Property Advisors Franchising Systems, LLC, you will operate a business that appraises commercial, industrial and residential real property, closely held businesses, and other tangible property, such as furniture and equipment, and provides consulting services relating to those assets and improving the value of them. We may also require you to provide other related products or services during the time you are a franchisee.

The total investment necessary to begin operation of a franchised business ranges from \$41,850 to \$80,000. This includes \$17,500.00 that must be paid to 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 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 Robert G. Beaumont, Jr., Manager, at rbeaumont@valbridge.com, 603 Hillcrest Street, Orlando, Florida 32803, telephone number 407-839-3626.

The terms of your contract will govern your franchise relationship. Do not rely on the disclosure document alone to understand your contract. Read your entire contract carefully. Show your contract and this disclosure document to an advisor, like a lawyer or accountant before making a decision.

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 Georgia 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: **August 30, 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, 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 ONLY IN THE STATE AND COUNTY WHERE OUR PRINCIPAL OFFICE IS LOCATED (CURRENTLY, ORLANDO, ORANGE COUNTY, FLORIDA). OUT OF STATE ARBITRATION MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT FOR DISPUTES. IT MAY ALSO COST YOU MORE TO ARBITRATE WITH US IN THE STATE AND COUNTY WHERE OUR PRINCIPAL OFFICE IS LOCATED (CURRENTLY, ORLANDO, ORANGE COUNTY, FLORIDA).
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. WE WERE FORMED ON JANUARY 24, 2013, AND HAVE NO OPERATING HISTORY IN THE OFFER AND SALE OF FRANCHISES.
4. YOU WILL BE REQUIRED TO MAKE AN ESTIMATED INITIAL INVESTMENT RANGING FROM \$41,850 to \$80,000.
5. THIS AGREEMENT IS FOR AN INITIAL TERM OF TWO YEARS AND YOU DO NOT HAVE THE RIGHT TO RENEW THIS AGREEMENT UNCONDITIONALLY. WE HAVE THE ABSOLUTE RIGHT NOT TO RENEW YOUR AGREEMENT. IF WE ELECT TO RENEW YOUR AGREEMENT, YOU WILL HAVE TO ENTER A NEW AGREEMENT WITH US ON THE TERMS AND CONDITIONS UNDER WHICH WE ENTER FRANCHISE AGREEMENTS AT THAT TIME. THOSE

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