



FRANCHISE DISCLOSURE DOCUMENT

Virgola USA, LLC

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Website: www.VirgolaUSA.com

We are Virgola USA a New York Limited Liability Company. We offer franchises to qualified individuals and entities to own and operate a Virgola franchise under our service marks, trade names, programs and systems under the name “Virgola” (the “Mark(s)”). Our franchisees operate a bar and restaurant featuring oysters, Italian wine and other menu items under the Marks and the Virgola programs and systems (the “Method of Operation”).

The total investment necessary to begin operation of a Virgola franchise is \$154,600 to \$241,500. This estimate is only approximate. This includes the \$35,000 Initial Franchise Fee 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 any payment to, the franchisor or an affiliate of franchisor 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 Joseph Marazzo, 28 Greenwich Avenue, New York, NY 10011; phone: 212-330-6565.

The terms of your contract will govern your franchise relationship. Don't 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 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, visit your public library or search online 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: April 25, 2016

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 C 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 MEDIATION, ARBITRATION, AND LITIGATION ONLY IN NEW YORK. 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 NEW YORK THAN IN YOUR OWN STATE.
2. THE FRANCHISE AGREEMENT STATES THAT NEW YORK LAW GOVERNS THIS AGREEMENT, AND NEW YORK LAW MAY NOT PROVIDE THE SAME PROTECTIONS AND BENEFITS AS LOCAL LAW. YOU MAY WANT TO COMPARE THESE LAWS.
3. THE FRANCHISOR ONLY RECENTLY BEGAN OFFERING FRANCHISES AND HAS NO HISTORY OF FRANCHISE OPERATIONS. A FRANCHISEE'S INITIAL INVESTMENT OF FROM \$154,660 TO \$241,500 EXCEEDS THE FRANCHISOR'S NET WORTH OF -\$1,877. A PROSPECTIVE FRANCHISEE SHOULD TAKE THESE FACTORS INTO CONSIDERATION WHEN DECIDING WHETHER TO PURCHASE A FRANCHISE.

THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE.

Effective Date: [See the following page]

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