

DEPARTMENT OF CORPORATIONS RECEIVED LOS ANGELES OFFICE

MAY 03 2013

FRANCHISE DISCLOSURE DOCUMENT



WORLDWIDE EXPRESS OPERATIONS, LLC 2828 Routh Street, Suite 400 Dallas, Texas 75201 (214) 720-2400 (800) 758-7447 bgoode@wwex com www wwex com

As a WORLDWIDE EXPRESS® franchisee, you will sell air express, ground, freight and other shipping services from our approved suppliers primarily to small and medium-sized businesses

The total investment necessary to begin operation of a WORLDWIDE EXPRESS franchised business ranges from \$46,000 to \$364,850 This includes \$33,125 to \$327,500 that must be paid to the franchisor or its affiliates

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, franchisor or an affiliate in connection with the proposed franchise sale **Note**, however, that no government agency has verified the information contained in this document.

You may wish to receive your disclosure document in another format that is more convenient to you To discuss the availability of disclosures in different formats, contact Jessica Tielli at 2828 Routh Street, Suite 400, Dallas, TX 75201, (214) 720-2400, jtielli@wwex com

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, 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 be laws on franchising in your state. Ask your state agencies about them

Issuance Date April 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

- THE FRANCHISE AGREEMENT REQUIRES THAT YOU MEDIATE, ARBITRATE OR SUE IN TEXAS OUT OF STATE MEDIATION, ARBITRATION OR LITIGATION MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT FOR DISPUTES IT MAY ALSO COST YOU MORE TO MEDIATE, ARBITRATE OR LITIGATE WITH US IN TEXAS THAN IN YOUR OWN STATE
- THE FRANCHISE AGREEMENT STATES THAT TEXAS 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 YOU MUST ATTAIN AND MAINTAIN MONTHLY MINIMUM AVERAGE GROSS SHIPMENT QUOTAS IN ORDER TO MAINTAIN YOUR MARKETING RIGHTS IN YOUR DEVELOPMENT TERRITORY IF THE SHIPMENT QUOTA IS NOT MAINTAINED AT ANY GIVEN TIME IN ANY 12-MONTH PERIOD, THE FRANCHISE MAY BE TERMINATED (SEE ITEM 12 FOR DETAILS)
- 4 PER THE AUDITED BALANCE SHEET DATED DECEMBER 31, 2012, OUR GUARANTOR HAD A NET WORTH DEFICIENCY OF \$15,874,940
- 5 YOU WILL BE REQUIRED TO MAKE AN ESTIMATED INITIAL INVESTMENT RANGING FROM \$46,000 TO \$364,850 THIS AMOUNT EXCEEDS OUR GUARANTOR'S STOCKHOLDERS EQUITY AS OF DECEMBER 31, 2012, WHICH IS \$(15,874,940)
- 6 THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE

Effective Dates See next page for effective dates in various jurisdictions



STATE EFFECTIVE DATES

This disclosure document is effective as of the issuance date for use in Alabama, Alaska, Arizona, Arkansas, Colorado, Connecticut, Delaware, Florida, Georgia, Idaho, Iowa, Kansas, Kentucky, Louisiana, Maine, Massachusetts, Michigan, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, North Carolina, Ohio, Oklahoma, Oregon, Pennsylvania, South Carolina, Tennessee, Texas, Utah, Vermont, West Virginia, Wyoming, District of Columbia, American Samoa, Federated States of Micronesia, Guam, Marshall Islands, Northern Mariana Islands (including Saipan), Palau, Puerto Rico and Virgin Islands

This disclosure document is effective and may be used in the following states, where the disclosure document is filed, registered or exempt from registration as of the stated effective date

State	Effective Date
Calıfornıa	
Hawaii	
Illinois	
Indiana	
Maryland	
Minnesota	
New York	
North Dakota	
Rhode Island	
South Dakota	
Virginia	
Washington	
Wisconsin	

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