

**FRANCHISE DISCLOSURE DOCUMENT****BLACKLINED**

Burger King Corporation
5505 Blue Lagoon Drive
Miami, Florida 33126

or
P.O. Box 020783
General Mail Facility
Miami, Florida 33102-0783
(305) 378-3000
www.bk.com

The Franchisee will operate a quick-service hamburger restaurant in a freestanding facility or another type of facility under Burger King Corporation's ("BKC") distinctive format and operating system, including the BURGER KING® marks.

The total investment necessary to begin operation of a Burger King Restaurant, depending on the facility type and including costs of acquiring and improving real estate, ranges from approximately \$316,100 to \$2,660,600. This includes a \$50,000 initial franchise fee that must be paid to BKC. The franchise fee may be less when the term is less than 20 years.

The 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 form that is more convenient to you. To discuss the availability of disclosures in different formats, please contact BKC Franchise Administration Contract Management, 5505 Blue Lagoon Drive, Miami, Florida 33126, Telephone: 305-378-3000-3000, E-mail: GBSRequest@whopper.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 contracts carefully. Show your contracts 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: April 26, 2013, as amended ~~October 25, 2013~~ 30, 2014 (For state specific effective dates see page entitled "State Specific Effective Dates")

Introduction

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 I-1 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 THE FRANCHISEE TO SUE ONLY IN THE U.S. DISTRICT COURT FOR THE SOUTHERN DISTRICT OF FLORIDA. OUT OF STATE LITIGATION MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT FOR DISPUTES. IT MAY ALSO COST YOU MORE TO SUE BKC IN FLORIDA THAN IN YOUR HOME STATE.
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. THE FRANCHISE AGREEMENT STATES THAT YOU MUST SUBMIT DEVELOPMENT DISPUTES TO NON-BINDING MEDIATION BEFORE YOU SUE BKC. THIS MAY DELAY YOUR ABILITY TO HAVE A COURT DECIDE YOUR CASE.
4. THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE.

EFFECTIVE DATE: For state specific effective dates see page entitled "State Specific Effective Dates"

STATE SPECIFIC EFFECTIVE DATES

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:

STATE	EFFECTIVE DATE
California	April 26, 2013, as amended October 25, 2013 , <u>2014</u>
Illinois	April 26, 2013, as amended October 25, 2013 , <u>2014</u>
Indiana	April 26, 2013, as amended October 25, 2013 , <u>2014</u>
Maryland	May 1, 2013, as amended October 25, 2013 , <u>2014</u>
Michigan	April 26, 2013, as amended October 25, 2013 , <u>2014</u>
Minnesota	April 30, 2013, as amended October 28, 2013 , <u>2014</u>
New York	April 26, 2013, as amended October 25, 2013 , <u>2014</u>
North Dakota	April 29, 2013, as amended October 25, 2013 , <u>2014</u>
Rhode Island	May 1, 2013, as amended October 25, 2013 , <u>2014</u>
South Dakota	April 26, 2013, as amended October 25, 2013 , <u>2014</u>
Virginia	April 29, 2013, as amended October 25, 2013 , <u>2014</u>
Washington	April 29, 2013, as amended October 25, 2013 , <u>2014</u>
Wisconsin	April 26, 2013, as amended October 25, 2013 , <u>2014</u>

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