STATE OF WASHINGTON
DEPARTMENT OF FINANCIAL INSTITUTIONS
SECURITIES DIVISION

IN THE MATTER OF DETERMINING Whether there has been a violation of the Franchise Investment Protection Act of Washington by:
Suspended in Time, Inc., Respondent

Order Number S-09-394-10-CO01
CONSENT ORDER

INTRODUCTION

Pursuant to the Franchise Investment Protection Act of Washington, RCW 19.100, the Securities Division of the Department of Financial Institutions (Securities Division) and Respondent, Suspended in Time, Inc., do hereby enter into this Consent Order in settlement of the matters alleged herein. After conducting an investigation, the Securities Division makes the Tentative Findings of Fact and Conclusions of Law which are set forth below. Respondent neither admits nor denies these Tentative Findings of Fact and Conclusions of Law.

TENTATIVE FINDINGS OF FACT

RESPONDENT

1. Suspended in Time, Inc. is a Utah corporation with its principal place of business in Orem, Utah.

2. Suspended in Time, Inc. offers opportunities to conduct businesses for drying, preserving, framing, encasing and otherwise maintaining flowers and floral arrangements.

CONSENT ORDER
NATURE OF THE OFFERING

3. In January and February of 2007, respectively, Suspended in Time, Inc. entered into two “License Agreements” (Agreements) with Washington residents for the operation of flower preservation businesses. These sales were largely the result of an Internet-based website, printed advertising, and other promotional materials.

4. The Agreements required the purchasers to pay an initial fee and monthly fees. The purchasers were required to attend training, use the name Suspended in Time, Inc. as the trade name for the business, and to adopt and use as an operational routine, the required standards, procedures, techniques, and management systems designated by Suspended in Time, Inc.

FAILURE TO DELIVER OFFERING CIRCULAR

5. Suspended in Time, Inc. did not provide the Washington purchasers with a disclosure document or offering circular as required by RCW 19.100.080 that contained the information about the franchise required by RCW 19.100.040.

REGISTRATION STATUS

6. Suspended in Time, Inc. is not currently registered to sell its franchises in the state of Washington and has not previously been so registered.

Based upon the Tentative Findings of Fact, the following Conclusions of Law are made:

CONCLUSIONS OF LAW

1. The offer and/or sale of the flower preservation businesses in Washington as described in the above Tentative Findings of Fact constitutes the offer and/or sale of a franchise as defined in RCW 19.100.010(4) and (16).
2. Suspended in Time, Inc. violated RCW 19.100.020 (the registration requirement provision of the Franchise Investment Protection Act) which provides that it is unlawful for any franchisor or subfranchisor to sell or offer to sell any franchise in this state unless the offering has previously been registered or exempted from registration in this state.

3. The offer and/or sale of the above-described franchise was made in violation of RCW 19.100.080 (the offering circular delivery requirement provision of the Franchise Investment Protection Act) because Suspended in Time, Inc. did not provide the Washington purchasers with a disclosure document or offering circular prior to the sale of the franchises.

CONSENT ORDER

Based on the foregoing and finding it in the public interest,

IT IS AGREED AND ORDERED that Respondent and its agents and employees each shall cease and desist from the offer and/or sale of unregistered franchises in violation of RCW 19.100.020, the registration section of the Franchise Investment Protection Act of the State of Washington.

IT IS FURTHER AGREED AND ORDERED that Respondent and its agents and employees each shall cease and desist from the offer and/or sale of franchises in violation of RCW 19.100.080, the disclosure document requirement provision of the Franchise Investment Protection Act of the State of Washington.

IT IS FURTHER AGREED AND ORDERED that Respondent shall inform the current and former Washington franchisees of this Order by providing the current and former franchisees with a copy of this Consent Order. Respondent shall provide to the Securities Division within 60 days of the date of entry of this Order proof of receipt or proof of delivery to those franchisees.

CONSENT ORDER
IT IS FURTHER AGREED that Respondent shall reimburse the Securities Division $625, payable prior to the entry of this Consent Order, for its costs of investigation of this matter.

IT IS FURTHER AGREED that the Securities Division has jurisdiction to enter this Consent Order.

IT IS FURTHER AGREED that Respondent enters into this Consent Order freely and voluntarily and with a full understanding of its terms and significance.

IT IS FURTHER AGREED that in consideration of the foregoing, Respondent waive its right to a hearing in this matter and judicial review of this Consent Order.

Signed this 21st day of June, 2010 for Suspended in Time, Inc. by:

/s/ Rachelle Adams
Print Name
Manager/owner

Dated and Entered this 28th day of June, 2010 by:

SUZANNE SARASON
Chief of Enforcement

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Presented by:

[Signature]

MARTIN CORDELL
Financial Legal Examiner