1 STATE OF WASHINGTON DEPARTMENT OF FINANCIAL INSTITUTIONS 2 **SECURITIES DIVISION** 3 IN THE MATTER OF DETERMINING Order Number S-09-394-10-CO01 4 Whether there has been a violation of the Franchise Investment Protection Act of **CONSENT ORDER**) 5 Washington by: 6 Suspended in Time, Inc., 7 Respondent 8 9 INTRODUCTION 10 Pursuant to the Franchise Investment Protection Act of Washington, RCW 19.100, the 11 Securities Division of the Department of Financial Institutions (Securities Division) and 12 Respondent, Suspended in Time, Inc., do hereby enter into this Consent Order in settlement of 13 the matters alleged herein. After conducting an investigation, the Securities Division makes the 14 Tentative Findings of Fact and Conclusions of Law which are set forth below. Respondent 15 neither admits nor denies these Tentative Findings of Fact and Conclusions of Law. 16 TENTATIVE FINDINGS OF FACT 17 18 **RESPONDENT** 19 1. Suspended in Time, Inc. is a Utah corporation with its principal place of business 20 in Orem, Utah. 21 2. Suspended in Time, Inc. offers opportunities to conduct businesses for drying, 22 preserving, framing, encasing and otherwise maintaining flowers and floral arrangements. 23 24 25 DEPARTMENT OF FINANCIAL INSTITUTIONS CONSENT ORDER 1

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

1	IT IS FURTHER AGREED that Respondent shall reimburse the Securities Division
2	\$625, payable prior to the entry of this Consent Order, for its costs of investigation of this
3	matter.
4	IT IS FURTHER AGREED that the Securities Division has jurisdiction to enter this
5	Consent Order.
6	IT IS FURTHER AGREED that Respondent enters into this Consent Order freely and
7	voluntarily and with a full understanding of its terms and significance.
8	
9	IT IS FURTHER AGREED that in consideration of the foregoing, Respondent waive its
10	right to a hearing in this matter and judicial review of this Consent Order.
11	Signed this <u>21st</u> day of <u>June</u> , 2010 for Suspended in Time, Inc. by:
12	
13	/s/ Signature
14	
15	Rachelle Adams Print Name
16	
17	Manager/owner_
18	Title
19	
20	Dated and Entered this 28 th day of June, 2010 by:
21	Dated and Emerca and 20 day of June, 2010 by.
22	an Sel
23	
24	SUZANNE SARASON
25	Chief of Enforcement

CONSENT ORDER

DEPARTMENT OF FINANCIAL INSTITUTIONS Securities Division PO Box 9033 Olympia, WA 98507-9033 360-902-8760

Martin Cordell

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