STATE OF WASHINGTON

1 2	DEPARTMENT OF FINANCIAL INSTITUTIONS SECURITIES DIVISION
3	IN THE MATTER OF DETERMINING whether there has been a violation of the Franchise Investment Protection Act of Order No. S-16-1914-16-C001
4 5	Franchise Investment Protection Act of Washington by: CONSENT ORDER
6	Mighty Kicks Franchising, LLC and Luke Vercollone,
7	Respondents)
8	Pursuant to the Franchise Investment Protection Act of Washington, RCW 19.100, the Securities
9	Division and Respondents Mighty Kicks Franchising, LLC and Luke Vercollone do hereby enter into this
11	Consent Order in settlement of the matters alleged herein. Respondents Mighty Kicks Franchising, LLC

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FINDINGS OF FACT

and Luke Vercollone neither admits nor denies the Findings of Fact or Conclusions of Law as stated below.

Respondents

- 1. Mighty Kicks Franchising, LLC ("Mighty Kicks") is a Virginia limited liability company entity formed on April 6, 2010 with its principal place of business in Colorado Springs, Colorado. Mighty Kicks offers and sell franchises for its introductory soccer program for children that is designed to teach children motor skills, life skills, self-confidence and basic soccer techniques.
- 2. Luke Vercollone resides in Colorado Springs, Colorado and is the President and controlling member of Mighty Kicks.

Nature of Offering

3. In 2015, Mighty Kicks offered franchises for sale on its website at: http://mightykicks.net/. In or about July, 2015, Mighty Kicks was contacted through its website by a person ("the Purchaser") interested in purchasing a franchise. The Purchaser subsequently spoke with Luke Vercollone by telephone CONSENT ORDER DEPARTMENT OF FINANCIAL INSTITUTIONS 1

Securities Division PO Box 9033 Olympia WA 98507-9033 360-902-8760

about the franchise opportunity. Luke Vercollone directed the Purchaser to review materials on the website and provided the Purchaser a Mighty Kicks application form. In or about August, 2015, Luke Vercollone emailed a copy of the Mighty Kicks franchise disclosure document ("FDD") to the Purchaser. In the FDD, Respondents offered the Purchaser the right to use the Mighty Kicks marks in the operation of the franchise in exchange for an initial franchise fee of \$8,700 and ongoing monthly fees. The FDD also stated that it would provide the Purchaser with training, an operations manual, templates for business and marketing materials and operational assistance. Luke Vercollone negotiated the sale of a Mighty Kicks franchise territory with the Purchaser, which was to be operated in the Tacoma, Washington area. In October, 2015, the Purchaser mailed a check for \$8,700 to the Respondents and a written franchise agreement was signed between the parties on October 14, 2015.

Registration Status

4. In October, 2015, Respondent Mighty Kicks was not registered to sell its franchises in the state of Washington and, prior to that time, had not previously been so registered. Mighty Kicks subsequently filed a franchise registration application with the Securities Division on or about December 10, 2015. The Mighty Kicks franchise registration application is currently in "pending" status.

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

CONCLUSIONS OF LAW

- 1. The offer or sale of the franchises as described above constitutes the offer or sale of a franchise as defined in RCW 19.100.010(6), RCW 19.100.010(12), and RCW 19.100.010(17).
- 2. The offer or sale of said franchises was in violation of RCW 19.100.020 because no registration for such offer or sale is on file with the Washington Securities Administrator.

CONSENT ORDER

Based upon the foregoing and finding it in the public interest:

IT IS AGREED AND ORDERED that Respondents Mighty Kicks Franchising, LLC and Luke Vercollone, and their agents and employees shall each cease and desist from offering or selling 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 Respondents Mighty Kicks Franchising, LLC and Luke Vercollone, shall be liable for and shall pay investigative costs of \$1,250 prior to the entry of this Consent Order.

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

IT IS FURTHER AGREED that Respondents Mighty Kicks Franchising, LLC and Luke Vercollone, enter 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, Respondents Mighty Kicks Franchising, LLC and Luke Vercollone waive their right to a hearing and to judicial review of this matter.

Signed by Mighty Kicks Franchising, LLC:	Approved as to form by:
ByLuke Vercollone, President	

Luke Vercollone, Individually

CONSENT ORDER

Signed by:

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2	SIGNED and ENTERED this3re	<u>rd</u> day of <u>May</u> ,	2016
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5		Million Harris	
6		William M. Dootty	
7		William M. Beatty Securities Administrator	
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9	Approved by:	Presented by:	
10	An Elm	Martin Cordell	
11	Suzanne Sarason Chief of Enforcement	Martin Cordell	
12	Ciner of Emolcement	Financial Legal Examiner	
13	Reviewed by:		
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15	Jack McClellan		
16	Financial Legal Examiner Supervisor		
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