1	STATE OF WASHINGTON DEPARTMENT OF FINANCIAL INSTITUTIONS		
2	SECURITIES DIVISION		
3			
4	IN THE MATTER OF DETERMINING	SDO - 92 - 01	
5	Whether there has been a violation Of the Franchise Investment Protection Act by:		
6	LADY OF AMERICA FRANCHISE CORP.; ROGER	CONSENT ORDER	
7 8	WITTENBERNS; WILLIAM S. LANDMAN; their agents and employees,		
9	Respondents.	Case No. 01-09-342	
10		rica Franchise Corp. rd Blvd., Suite 1650 ıle, FL 33394	
11	500 E. Browa Fort Lauderda		
12	Roger Wittenberns, President Lady of America Franchise Corp. 500 E. Broward Blvd., Suite 1650 Fort Lauderdale, FL 33394		
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14			
15	William S. Landman, Senior-Vice President Lady of America Franchise Corp.		
16	500 E. Broward Blvd., Suite 1650 Fort Lauderdale, FL 33394		
17	INTRODUCTION		
18	The Securities Division, Department of Financial	Institutions, State of Washington, and respondents Lady of	
19	America Franchise Corp. ("Lady of America"), Roger Wittenberns, and William S. Landman do hereby agree to th Consent Order in settlement of the above captioned matter. The Securities Administrator finds as follows:		
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25	CONSENT ORDER 1	DEPARTMENT OF FINANCIAL INSTITUTIONS Securities Division PO Box 9033	
26		Olympia, WA 98507-9033 360-902-8760	
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FINDINGS OF FACT

I. Respondents

1. **LADY OF AMERICA FRANCHISE CORP.** ("Lady of America") is a Florida corporation with a principal business address of 2400 E. Commercial Boulevard, Suite 808, Fort Lauderdale, Florida 33308. Lady of America offers franchises for the establishment of business centers to provide aerobic and health services on a membership basis.

2. **ROGER WITTENBERNS** was the Chairman of the Board of Directors and President of Lady of America at all times relevant to the matters set for the herein.

3. **WILLIAM S. LANDMAN** was the Senior Vice President of Lady of America at all times relevant to the matters set forth herein.

II. Nature of the Offer

4. In or around April of 2001, a Washington resident (hereinafter referred to as the "purchaser"), entered into a deposit agreement with Lady of America whereby the purchaser made formal application for a Lady of America franchise. In connection with the offer of the franchise by Lady of America and its representative William Landman, and pursuant to the terms of the deposit agreement, the purchaser deposited \$2,500 with Lady of America as an indication of his bona fide intent to enter into a Lady of America Franchise Agreement with Lady of America. In the deposit agreement, the purchaser acknowledged receipt of Lady of America's franchise offering circular. The deposit agreement stated that if the applicant desired to cancel the application, the deposit would be returned, less Lady of America's out-of-pocket expenses and time and effort expended by Lady of America on behalf of the applicant.

5. In or around June of 2001, the purchaser cancelled the application and made several oral and written demands with Lady of America for a return of his deposit. As of the date that SDO-77-01 was entered, the purchaser had not been refunded all or a portion of this deposit, and had received no formal explanation from Lady of America as to their refusal to give said refund.

CONSENT ORDER

6. Lady of America failed to respond to the Division's written request for information regarding this matter prior to the entry of SDO-77-01.

III. Registration Status

7. On February 1, 2001, Lady of America filed a franchise registration application with the Securities Division to offer and sell franchises, file number F-70011779, that was made effective on February 5, 2001.

8. Lady of America's registration to sell franchises in the state of Washington has been suspended since the entry of SDO-77-01 on September 26, 2001.

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

CONCLUSIONS OF LAW

I. Franchise

The offer and/or sale of the deposit agreement described in paragraph 4 of the Findings of Fact constitutes the offer and/or sale of a franchise as defined in RCW 19.100.010(4).

II. Violation of RCW 19.100.170

The offer and/or sale of said franchise is in violation of RCW 19.100.170 because as set forth in paragraphs 4 and 5 of the Findings of Fact, Respondents either made untrue statements of material fact or omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading.

ORDER AND CONSENT

The Securities Division, Lady of America, Roger Wittenberns, and William S. Landman have agreed upon a basis for resolution of the matters alleged and concluded herein and in SDO-77-01. Lady of America, Roger Wittenberns, and William S. Landman agree to the entry of the Consent Order pursuant to the Franchise Investment Protection Act of Washington. Lady of America, Roger Wittenberns, and William S. Landman acknowledge the Securities Division's jurisdiction over this matter and its authority to enter this order.

CONSENT ORDER

Based upon the foregoing:

IT IS THEREFORE AGREED AND ORDERED that Lady of America, Roger Wittenberns, and William S. Landman each shall disclose the existence of this Order in its offering circulars to be used in the state of Washington from the date of entry of this order.

IT IS FURTHER AGREED that Lady of America shall refund the sum of \$2,500 paid pursuant to the deposit agreement as referenced herein and in SDO-77-01. Said payment must be made to the Washington resident prior to the entry of this Order.

IT IS FURTHER AGREED that henceforth Lady of America shall, upon the cancellation of a franchise deposit agreement by a Washington resident, refund the deposit to that Washington resident within thirty days of the receipt of the cancellation notice. Lady of America shall provide the Washington resident with a written explanation that establishes a basis for withholding any portion of the deposit. This written explanation shall accompany the refund check.

IT IS FURTHER AGREED that in consideration of the foregoing, Lady of America, Roger Wittenberns, and William S. Landman waive the right to a hearing in this matter.

IT IS FURTHER AGREED that upon entry of this order, the Securities Division will reinstate the effectiveness of the franchise registration of Lady of America, file number F-70011779.

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WILLFUL VIOLATION OF THIS ORDER IS A CRIMINAL OFFENSE.

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

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1	SIGNED this day of	, 2001.	
2	Signed by:		
3	LADY OF AMERICA FRANCHISE CORP.		
4			
5	By Roger Wittenberns, President	-	
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8	Roger Wittenberns, individually		
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11	William S. Landman, individually		
12			
13	THIS ORDER ENTERED THIS 19 th DAY O	E November 2001 DX	7.
14	THIS ORDER ENTERED THIS 19 DAY OF	r November, 2001 BY	
15			
16	Debauh R Brhen		
17			
18	DEBORAH R. BORTNER Securities Administrator		
19			
20	Approved by:	Presented by:	
21			
22	Michael E. Stevenson	Chad Standifer	
23	Chief of Enforcement	Staff Attorney	
24			
25	CONSENT ORDER	5	DEPARTMENT OF FINANCIAL INSTITUTIONS Securities Division PO Box 9033
26			Olympia, WA 98507-9033 360-902-8760
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