

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, JUNE 15, 2011

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COMMONWEALTH OF VIRGINIA, ex rel.

STATE CORPORATION COMMISSION

v.

CASE NO. SEC-2011-00013

PAUL MANN
and
FETCH! PET CARE, INC.,
Defendants

SETTLEMENT ORDER

Based on an investigation conducted by the Division of Securities and Retail Franchising ("Division"), it is alleged that Paul Mann and Fetch! Pet Care, Inc. ("Defendants"): (i) violated § 13.1-560 of the Virginia Retail Franchising Act ("Act"), § 13.1-557 *et seq.* of the Code of Virginia, by selling or offering to sell franchises in the Commonwealth of Virginia prior to registering under the provisions of the Act; (ii) violated § 13.1-563 (2) of the Act by making untrue statements of a material fact or omitting to state a material fact necessary in order to avoid misleading the offers in connection with the sale or offer to sell a franchise; and (iii) violated § 13.1-563 (4) by failing to, directly or indirectly, provide franchisees with (i) the franchise agreement and (ii) such disclosure documents as may be required by rule or order of the State Corporation Commission ("Commission").

If the standards of the statute are met, the Commission is authorized by § 13.1-562 of the Act to revoke the Defendants' registration, by § 13.1-568 of the Act to issue temporary or permanent injunctions, by § 13.1-570 of the Act to impose certain monetary penalties and to request the Defendants make rescission and restitution, and by § 12.1-15 of the Code of Virginia to settle matters within its jurisdiction.

The Defendants neither admit nor deny these allegations but admit to the Commission's jurisdiction and authority to enter this Settlement Order.

As a proposal to settle all matters arising from these allegations, the Defendants have made an offer of settlement to the Commission wherein the Defendants will abide by and comply with the following terms and undertakings:

(1) The Defendants will pay to the Treasurer of the Commonwealth of Virginia the amount of Two Thousand Dollars (\$2,000) in monetary penalties.

(2) The Defendants will pay to the Treasurer of the Commonwealth of Virginia the amount of Five Thousand Seven Hundred Dollars (\$5,700) to defray the costs of investigation.

(3) The Defendants, having made rescission offers to each Virginia franchisee, will submit to the Division, no later than twelve (12) months from the date of entry of this Order, a sworn statement, executed by the Defendants, stating that each Virginia franchisee who accepted the Defendants' offer of rescission has been repaid their entire undiscounted initial franchise fee.

(4) The Defendants will not violate the Act in the future.

The Division has recommended that the Commission accept the offer of settlement of the Defendants.

The Commission, having considered the record herein, the offer of settlement of the Defendants, and the recommendation of the Division, is of the opinion that the Defendants' offer should be accepted.

Accordingly, IT IS ORDERED THAT:

(1) The offer of the Defendants in settlement of the matter set forth herein is hereby accepted;

(2) The Defendants fully comply with the aforesaid terms and undertakings of this settlement; and

(3) The Commission shall retain jurisdiction in this matter for all purposes, including the institution of a show cause proceeding, or taking such other action it deems appropriate, on account of the Defendants' failure to comply with the terms and undertakings of the settlement.

AN ATTESTED COPY hereof shall be sent by the Clerk of the Commission to:

Paul Mann, CEO, Fetch! Pet Care, Inc., 1990 North California Boulevard, Suite 800, Walnut Grove, California 94596; Harold Kestenbaum, Esquire, 1425 RXR Plaza, 14th Floor, East Tower, Uniondale, New York 11556-1425; and a copy shall be delivered to the Commission's Office of General Counsel and Division of Securities and Retail Franchising.

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ADMISSION AND CONSENT

The Defendants, Paul Mann and Fetch! Pet Care, Inc., admit to the jurisdiction of the State Corporation Commission ("Commission") as to the party and subject matter hereof and, neither admitting nor denying the allegations made herein by the Division of Securities and Retail Franchising, hereby consent to the form, substance and entry of the foregoing Settlement Order.

The Defendants further state that no offer, tender, threat or promise of any kind whatsoever has been made by the Commission or any member, subordinate, employee, agent or representative thereof in consideration of the foregoing Settlement Order.

Date: 6/9/11

By:


Paul Mann

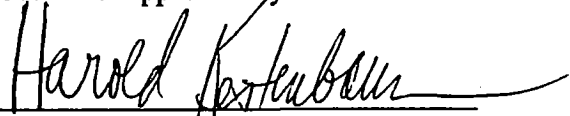
Date: 6/9/11

By:

Fetch! Pet Care, Inc.


Paul Mann, CEO

Seen and Approved By:


Harold Kestenbaum, Esquire