

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, JUNE 15, 2010

COMMONWEALTH OF VIRGINIA, *ex rel.*

STATE CORPORATION COMMISSION

v.

CASE NO. SEC-2010-00030

PLAY N TRADE FRANCHISE, INC.,

Defendant

SETTLEMENT ORDER

Based on an investigation conducted by the Division of Securities and Retail Franchising ("Division"), it is alleged that Play N Trade Franchise, Inc. ("Defendant"): (i) violated § 13.1-563 (2) of the Virginia Retail Franchising Act ("Act"), § 13.1-557 *et seq.* of the Code of Virginia, by making untrue statements of a material fact or omitting to state a material fact necessary in order to avoid misleading the offeree in connection with the sale or offer to sell a franchise; and (ii) violated Franchise Rule 21 VAC 5-110-95 by failing to follow the requirements for Franchise Disclosure Document preparation.

The State Corporation Commission ("Commission") is authorized by § 13.1-562 of the Act to revoke the Defendant's 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 Defendant to make rescission and restitution, and by § 12.1-15 of the Code of Virginia to settle matters within its jurisdiction.

The Defendant neither admits nor denies these allegations but admits to the Commission's jurisdiction and authority to enter this Settlement Order.

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

(1) The Defendant will pay to the Treasurer of the Commonwealth of Virginia the amount of Ten Thousand Dollars (\$10,000) in monetary penalties. Five Thousand Dollars (\$5,000) of said penalty will be paid contemporaneously with the entry of this order, and the remaining Five Thousand Dollars (\$5,000) will be paid within thirty (30) days of the entry of this Order.

(2) The Defendant will pay to the Treasurer of the Commonwealth of Virginia the amount of Five Thousand Dollars (\$5,000) to defray the costs of investigation. Two Thousand Five Hundred Dollars (\$2,500) of said costs will be paid contemporaneously with the entry of this Order, and the remaining Two Thousand Five Hundred Dollars (\$2,500) will be paid within thirty (30) days of the entry of this Order.

(3) The Defendant will not violate the Act in the future.

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

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

Accordingly, IT IS ORDERED THAT:

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

(2) The Defendant 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 Defendant's 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: Larry Plotnick, CEO and President, Play N Trade Franchise, Inc., 131 Calle Iglesia, Suite 200, San Clemente, California 92672; Gaylen L. Knack, Esquire, Gray Plant Mooty, 500 IDS Center, 80 South Eighth Street, Minneapolis, Minnesota 55402-3796; 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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Defendant

ADMISSION AND CONSENT

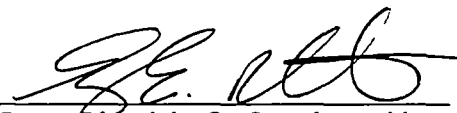
The Defendant, Play N Trade Franchise, Inc., admits to the jurisdiction of the State Corporation Commission ("Commission") as to the party and subject matter hereof and, neither admitting nor denying the allegations made herein by the Division of Securities and Retail Franchising, hereby consents to the form, substance and entry of the foregoing Settlement Order.

The Defendant further states 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.


Play N Trade Franchise, Inc.

Date: 6/1/2010

By:


Larry Plotnick, CEO and President

Seen and Approved as to Form By:


Gaylen L. Knack, Esquire
Gray Plant Mooty