

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, JULY 18, 2023

SEC. CLERK'S OFFICE
CORPORATE CONTROL CENTER

COMMONWEALTH OF VIRGINIA, *ex rel.*

2023 JUL 18 A 8:38

STATE CORPORATION COMMISSION

v.

CASE NO. SEC-2022-00026

SELFIE WRDL, LLC,
Defendant

SETTLEMENT ORDER

The State Corporation Commission's ("Commission") Division of Securities and Retail Franchising ("Division") conducted an investigation of Selfie WRDL, LLC ("Selfie WRDL" or "Defendant") pursuant to § 13.1-567 of the Virginia Retail Franchising Act ("Act"), § 13.1-557 *et seq.* of the Code of Virginia ("Code").

Selfie WRDL is an Iowa limited liability company established on April 27, 2020, with a corporate office location of 1003 NW Mills Court, Ankeny, Iowa 50023. Selfie WRDL offers and sells franchises that provide "do-it-yourself photography studios with multiple creative backdrops." Selfie WRDL applied for registration with the Division in April 2021 and again in October 2021. Selfie WRDL's registration application is currently pending.

Based on its investigation, the Division alleges that, prior to April 2021, Selfie WRDL offered and sold a total of two unregistered franchises ("Virginia Franchises") to two separate individuals to be operated in Virginia in violation of § 13.1-560 of the Act. On or about February 2022, one of the franchisees ("Former Franchisee") sold their unregistered franchise to the other franchisee ("Current Franchisee"), who currently owns both unregistered franchises located in Virginia. The Division further alleges that the Defendant violated § 13.1-563 (4) of the Act by failing to provide the Current Franchisee and Former Franchisee with copies of the

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franchise agreement, and the Commission's required disclosure document in connection with the offer and sale of the Virginia Franchises.

If the provisions of the Act are violated, the Commission is authorized by § 13.1-562 of the Act to revoke a 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 civil penalties and to request that a defendant make rescission and restitution, and by § 12.1-15 of the Code to settle matters within its jurisdiction.

The Defendant neither admits nor denies the allegations made herein but admits to the Commission's jurisdiction and authority to enter this Settlement Order ("Order").

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

- I. The Defendant will make a written offer of rescission ("Rescission Offer") within thirty (30) days of the entry of this Order to the Current Franchisee as follows:
 - a. The Defendant will send the Rescission Offer, by certified mail, to the Current Franchisee. The Rescission Offer will include an offer to return the initial franchise fee paid (\$15,000) for each Virginia Franchise, as defined by § 13.1-559 of the Act. The Rescission Offer must contain a provision that allows the Current Franchisee thirty (30) days from the date of receipt to provide the Defendant with written notification of the Current Franchisee's decision to accept or reject the Rescission Offer.
 - b. The Defendant will provide the Division with a copy of the Rescission Offer, for review and comment, at least ten (10) days prior to sending it to the Current Franchisee.
 - c. The Defendant will include with the Rescission Offer a copy of this Order.
 - d. If the Current Franchisee accepts the Rescission Offer, the Defendant will make payment of the initial franchise fee (\$15,000) to the Current Franchisee for each

Virginia Franchise for which Current Franchisee has accepted rescission within fifteen (15) days of receipt of the written acceptance.

- e. Within ninety (90) days from the date of entry of this Order, the Defendant will submit to the Division an affidavit, executed by an authorized representative of the Defendant, containing the date that the Current Franchisee received the Rescission Offer, the Current Franchisee's response, and, if applicable, the initial franchise fee amount paid and the date that payment was sent to the Current Franchisee.

2. The Defendant will pay to the Treasurer of Virginia, contemporaneously with the entry of this Order, the amount of Four Thousand Dollars (\$4,000) in monetary penalty.

3. The Defendant will pay to the Treasurer of Virginia, contemporaneously with the entry of this Order, the amount of Five Hundred Dollars (\$500) to defray the costs of investigation.

4. The Defendant will not violate the Act in the future.

The Division supports the Defendant's settlement offer and recommends that the Commission accept the settlement.

NOW THE COMMISSION, having considered this matter, is of the opinion and finds that the settlement should be accepted.

Accordingly, IT IS ORDERED THAT:

- (1) The settlement is accepted.
- (2) The Defendant shall fully comply with the terms of the settlement.
- (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 of the settlement.

Commissioner Patricia L. West participated in this matter.

A COPY shall be sent by the Clerk of the Commission by electronic mail to:

Adam Wasch, Esquire, GreenspoonMarder LLP, at Adam.Wasch@gmlaw.com, 2255 Glades Road, Suite 400-E, Boca Raton, Florida 33131; 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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COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

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COMMONWEALTH OF VIRGINIA, *ex rel.*

STATE CORPORATION COMMISSION

v.

CASE NO. SEC-2022-00026

SELFIE WRDL, LLC,
Defendant

ADMISSION AND CONSENT

Selfie WRDL, LLC ("Defendant") admits to the jurisdiction of the State Corporation Commission ("Commission") as to the party and subject matter hereof. The Defendant, while 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 ("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 Order.

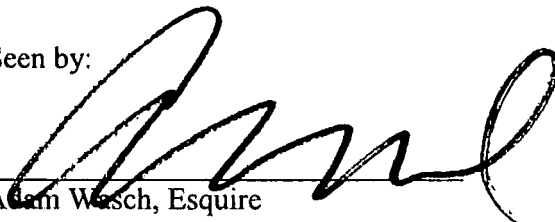
SELFIE WRDL, LLC

Date: 6/5/2023

By: Ashley Wilkerson

Its: Ashley Wilkerson

Seen by:


Adam Wasch, Esquire