PRESTON DuFAUCHARD
California Corporations Commissioner
ALAN S. WEINGER
Deputy Commissioner
EDWARD KELLY SHINNICK (CA Bar No. 96209)
Corporations Counsel
DEPARTMENT OF CORPORATIONS
1350 Front Street, Room 2034
San Diego, California 92101
Telephone: (619) 645-3166

Attorneys for Complainant

BEFORE THE DEPARTMENT OF CORPORATIONS

OF THE STATE OF CALIFORNIA

In the Matter of the Desist and Refrain Order Issued To: WINDOW WORLD, INC. Respondent	**STIPULATION TO DESIST AND REFRAIN ORDER**

IT IS HEREBY STIPULATED AND AGREED between Window World, Inc. (hereafter "Respondent") and Preston DuFauchard, California Corporations Commissioner ("Commissioner"), as follows:

WHEREAS, Respondent admits the jurisdiction of the California Department of Corporations over Window World, Inc. and over the subject matter of this Stipulation.

WHEREAS, Respondent waives its right to any reconsideration, appeal, or any other rights which may be afforded pursuant to California Corporations Code sections 25532 and 25609, or any other provision of law in connection with these matters, including but not limited to Government

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Code sections 11521 and 11523, and any writ proceeding in accordance with the Code of Civil Procedure.

WHEREAS, all terms used, but not defined herein, shall have the meaning assigned to them by the California Corporations Code.

WHEREAS, Respondent represents that this Stipulation is a voluntary act on its part.

WHEREAS, Respondent represents, warrants, and agrees that it has received or has been advised to seek independent legal advice from its attorneys with respect to the advisability of executing this Stipulation.

WHEREAS, Respondent, without admitting or denying wrongdoing, consents to the issuance of the Desist and Refrain Order ("Order"), in the form attached hereto as Exhibit A, directing Respondent to desist and refrain from the further offer and sale of unregistered franchises in the State of California, unless registered under said law or unless exempt.

WHEREAS, Respondent stipulates and agrees to the finality of the Commissioner's Order. Respondent further understands and agrees that the Order is public and that Respondent cannot deny the violations cited in the Order or make any statement or representation that is inconsistent with the Order or create the impression that the Order is without factual basis.

WHEREAS, the Commissioner approved of the form of the notice of rescission offer provided by Respondent, does not object to the rescission process followed by Respondent, and nothing herein shall adversely impact the offer of rescission previously tendered by Respondent to its California licensees.

WHEREAS, notwithstanding the previous paragraph it is the intent and understanding between the parties that this Stipulation and Order shall not affect or limit Respondent's right to take legal or factual positions in litigation or other legal proceedings in which the Commissioner is not a party.

WHEREAS, upon entry of this Stipulation and Order, all matters that were raised by the Commissioner against Respondent, its agents, officers, or employees will be fully and finally resolved.

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WHEREAS, nothwithstanding the previous paragraph, Respondent agrees and acknowledges that nothing in this Stipulation shall preclude the Commissioner, his agents, officers, or employees, to the extent authorized by law, from referring any evidence or information regarding this matter to any other state or federal law enforcement official, or from assisting or cooperating pursuant to the Franchise Investment Law with regards to any investigation and/or action addressed herein or otherwise.

PRESTON DuFAUCHARD,
California Corporations Commissioner

Dated: 11/29/11

By_____
Alan S. Weinger
Deputy Commissioner

Dated: 11/18/11

By_____
An officer on behalf of Window World, Inc.

Approved as to Form:

Dated: 11/21/11

By _____
Richie W. Taylor, Esq.
Manning, Fulton & Skinner P.A.
Attorneys for Window World, Inc.

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