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STATE OF CALIFORNIA
BUSINESS, TRANSPORTATION AND HOUSING AGENCY
DEPARTMENT OF CORPORATIONS

To: Golden Spoon, Inc.
Jeffrey Barnes
26012 Marguerite Parkway, Suite D
Mission Viejo, California 92692

DESIST AND REFRAIN ORDER

(For violations of section 31110 of the Corporations Code)

The California Corporations Commissioner finds that:

1. At all relevant times, Golden Spoon, Inc. was a California corporation located at 26012 Marguerite Parkway, Suite D, Mission Viejo, California 92692.
2. At all relevant times, Jeffrey Barnes was the President and CEO of Golden Spoon, Inc.
3. Since 1992 and continuing thereafter, Golden Spoon, Inc. and Jeffrey Barnes have sold licenses to own and operate a Golden Spoon store selling proprietary frozen yogurt, assorted toppings and related products. There are currently 75 licensed retail Golden Spoon stores including 67 in California.
4. The licenses offered or sold by Golden Spoon, Inc. and Jeffrey Barnes constitute franchises as defined by Corporations Code section 31005.
5. These franchises were offered or sold in this state.
6. There is no current franchise registration issued by the Department of Corporations to Golden Spoon, Inc. or Jeffrey Barnes for the offer or sale of any franchise in this state. Additionally, the offers or sales of the Golden Spoon, Inc. franchises were not exempt from registration.
7. On or about April 11, 2007, Golden Spoon Franchising, Inc., an affiliate of Golden Spoon, Inc., submitted an application to the Commissioner for a franchise registration for the offer and sale of Golden Spoon franchises. On or about May 30, 2007, pursuant to California Code of Regulations, title 10, section 310.303, Golden Spoon, Inc., filed an application for approval as to form for a written Notice of Violation. Both applications are currently pending.

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Based upon the foregoing findings, the California Corporations Commissioner is of the opinion that Golden Spoon, Inc. and Jeffrey Barnes have offered or sold franchises in California that are subject to registration under the Franchise Investment Law, in violation of Corporations Code section 31110. Pursuant to section 31402 of the Corporations Code, Golden Spoon, Inc. and Jeffrey Barnes are hereby ordered to desist and refrain from the further offer or sale of Golden Spoon franchises unless and until the offers have been duly registered under the Franchise Investment Law or unless exempt.

This Order is necessary, in the public interest, for the protection of franchisees and consistent with the purposes, policies, and provisions of the Franchise Investment Law.

Dated: November 5, 2007
Los Angeles, California

PRESTON DuFAUCHARD
California Corporations Commissioner

By _____
ALAN S. WEINGER
Lead Corporations Counsel
Enforcement Division