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STATE OF CALIFORNIA
BUSINESS TRANSPORTATION AND HOUSING AGENCY
DEPARTMENT OF CORPORATIONS

TO: Bradley R. Nemire
Happy Hour Magazine LLC
3502 Pringle Street, Unit 202
San Diego, CA 92110-1977

DESIST AND REFRAIN ORDER

(For violations of section 31110 of the California Corporations Code)

The California Corporations Commissioner finds that:

1. Bradley R. Nemire (hereinafter referred to as “Nemire”) was at all relevant times doing business as Happy Hour Magazine, located at 3502 Pringle Street, Unit 202, San Diego, CA 92110-1977. Nemire registered Happy Hour Magazine as an individual fictitious business name in San Diego County, Number 2008-030435, on September 25, 2008. On August 4, 2010 Nemire registered Happy Hour Magazine LLC with the California Secretary of State, filing number 201021810093.

2. Subsequently, Nemire established a website with his name as founder, at BradNemire@happyhourmagonline.com which contained a webpage headlined “Franchising Inquiry Information.” The page solicited readers seeking more information on “investment opportunities” to contact Nemire and “request a Franchise Information Packet.”

3. On June 24, 2010 a California resident investor entered into a “Happy Hour Magazine Publishing License Agreement” with Nemire, and paid Nemire \$25,000 for the right to publish Happy Hour Magazine in the San Francisco Bay area. In consideration of the payment of this fee, Nemire provided the California resident a “Happy Hour Magazine License Information Packet” wherein Nemire promises to provide comprehensive training and materials as well as website design and assistance with promotions, marketing and advertising. The agreement also detailed the parameters of use of the Happy Hour Magazine logo by the California investor.

1 4. The Department of Corporations has determined that the agreement between Nemire,
2 Happy Hour Magazine LLC and the California resident is a franchise, as defined in California
3 Corporations Code section 31005. This franchise was offered and sold in this state.

4 5. The Department of Corporations has not issued a franchise registration to Nemire or
5 Happy Hour Magazine LLC for the offer or sale of Happy Hour Magazine franchises in this state.

6 Based on the foregoing findings, the California Corporations Commissioner is of the opinion
7 that Bradley R. Nemire and Happy Hour Magazine LLC have offered and sold a franchise in
8 California that is subject to registration under the California Franchise Investment Law, in violation
9 of California Corporations Code section 31110. Pursuant to section 31406 of the California
10 Corporations Code, Bradley R. Nemire and Happy Hour Magazine LLC are hereby ordered to desist
11 and refrain from the further offer or sale of Happy Hour Magazine franchises unless and until the
12 offers have been duly registered under the California Franchise Investment Law or unless exempt.

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

15 Dated: July 18, 2011
16 Los Angeles, California

17 PRESTON DuFAUCHARD
18 California Corporations Commissioner

19 By _____
20 ALAN S. WEINGER
21 Deputy Commissioner
22 Enforcement Division