

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

TO: Edward S. Thalheimer, President
The Tutoring Center, Inc.
4300 Long Beach Blvd., Suite 510
Long Beach, California 90807

**DESIST AND REFRAIN ORDER
(For violations of section 31110 of the Corporations Code)**

The California Corporations Commissioner finds that:

1. At all relevant times, Edward S. Thalheimer ("Thalheimer") was the president and owner of The Tutoring Center, Inc, a California corporation.
2. Beginning in or about July 1997, and continuing thereafter, Thalheimer and The Tutoring Center, Inc. have offered and sold at least four franchises for the operation of an educational center that offers tutoring and after-school educational services, including educational programs not limited to math, reading, writing, test prep, study skills, algebra and geometry.
3. The franchises were offered or sold in this state.
4. The Department of Corporations has not issued a registration to The Tutoring Center, Inc. for the offer or sale of any franchise in this state. Additionally, the offer or sale of any franchise of The Tutoring Center, Inc. is not exempt from registration.
5. Based upon the foregoing findings, the California Corporations Commissioner is of the opinion that the franchises of The Tutoring Center, Inc. are subject to registration under the Franchise Investment Law and franchises are being or have been offered or sold without being registered. Pursuant to Section 31402 of the Franchise Investment Law, Edward S. Thalheimer and The Tutoring Center, Inc. are hereby ordered to desist and refrain from the further offer or sale in the State of California of any franchise of The Tutoring Center, Inc., unless and until registration has been made under said law or unless exempt. The sales of such franchises are subject to registration under said law and such franchises are being or have been offered for sale or sold without first being so registered. 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: June 28, 2002
Los Angeles, California

DEMETRIOS A. BOUTRIS
California Corporations Commissioner

By _____
ALAN S. WEINGER
Supervising Counsel
Enforcement and Legal Services Division