

1 CLOTHILDE V. HEWLETT
Commissioner
2 MARY ANN SMITH
Deputy Commissioner
3 AMY J. WINN
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5 Department of Financial Protection and Innovation
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10
11 BEFORE THE DEPARTMENT OF FINANCIAL PROTECTION AND INNOVATION
12 OF THE STATE OF CALIFORNIA

13 In the Matter of:) FIL ORG ID: 346859
)
14 THE COMMISSIONER OF FINANCIAL)
PROTECTION AND INNOVATION,) CONSENT ORDER
15)
16 Complainant,)
)
17 v.)
)
18 LINK INTERNATIONAL, LLC and)
19 DONHUN YOO a/k/a PAUL YOO as an)
individual,)
20)
21 Respondents.)

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23 Complainant, the Commissioner of Financial Protection and Innovation (Commissioner) as
24 head of the Department of Financial Protection and Innovation (Department), and Respondents, Link
25 International, LLC and Donhun Yoo a/k/a Paul Yoo (“Respondents”), enter this Consent Order with
26 respect to the following:

27 I.

28 **Recitals**

A. The Commissioner is authorized to administer and enforce the provisions of the

1 Franchise Investment Law (Corp. Code § 31000 *et seq.*) (FIL) and the rules and regulations
2 promulgated thereunder which control the registration, offer, and sale of franchises in California.

3 B. The Commissioner brings this action pursuant to the provisions of the FIL, and the
4 rules and regulations promulgated thereunder, including Corporations Code sections 31406.

5 C. Respondents admit to the jurisdiction of the Commissioner in this matter and for the
6 purposes of using and enforcing this Consent Order.

7 D. Link International, LLC was a Georgia limited liability company that conducted
8 business in California. Link International LLC formed in 2014 and dissolved in 2022 and had a
9 registered address at 3473 Satellite Boulevard 212N, Duluth, GA 30096

10 E. Mr. Yoo served as Link International, LLC's CEO and sole member from its
11 formation until its dissolution.

12 F. Under Corporations Code section 31110, it is unlawful to offer or sell a franchise
13 unless the offer of the franchise has been registered with the Commissioner or exempt. Further, under
14 Corporations Code section 31119, it is unlawful to sell a franchise without first providing the
15 prospective franchisee with the Franchise Disclosure Document (FDD) at least 14 days prior to the
16 execution of the franchise agreement or receipt of consideration.

17 G. Between 2018 and 2020, Respondents offered and sold Korean style hot dog franchises
18 under the name Link International, LLC. However, Link International, LLC never registered to offer
19 or sell franchises with the Commissioner pursuant to the FIL.

20 H. Additionally, in the sales of these franchises Respondents failed to provide a copy of an
21 FDD at least 14 days prior to execution of any binding franchise or other agreement, or prior to receipt
22 of any consideration, whichever occurred first.

23 I. The Department informed Respondents of its intent to order Respondents to: (1) desist
24 and refrain from making unregistered, nonexempt offers or sales of franchises in California; and
25 (2) pay administrative penalties for violations of the FIL.

26 J. Respondents indicated their intent to cooperate fully with the Department to remedy the
27 past violations indicated herein and consent to the entry of this Consent Order.

28 K. It is the intention and desire of the parties to resolve this matter without the necessity of

1 a hearing and/or litigation.

2 L. The Commissioner finds that this Consent Order is appropriate, in the public interest,
3 and consistent with the purposes fairly intended by the policy and provisions of the FIL.

4 NOW, THEREFORE, in consideration of the foregoing and the terms and conditions set forth
5 herein, the parties agree as follows.

6 **II.**

7 **Terms**

8 1. Purpose. This Consent Order resolves the issues before the Commissioner set forth in
9 paragraphs A through L above, in a manner that avoids the expense of a hearing and other possible
10 court proceedings, protects consumers, is in the public interest, and is consistent with the purposes and
11 provisions of the FIL.

12 2. Finality of Consent Order. Respondents hereby agree to comply with this Consent
13 Order and, further, stipulates that this Consent Order is hereby deemed a final and enforceable order.

14 3. Desist and Refrain Order for Violation of Corp. Code, § 31110. Pursuant to
15 Corporations Code section 31406, the Commissioner hereby issues a citation to Respondents for the
16 violation of Corporations Code section 31110. Respondents are hereby ordered to desist and refrain
17 from the further offer or sale of franchises in violation of Corporations Code section 31110, unless and
18 until the offer has been duly registered under the FIL or is otherwise exempt from registration.

19 4. Desist and Refrain Order for Violation of Corp. Code, § 31119. Pursuant to
20 Corporations Code section 31406, the Commissioner hereby issues a citation to Respondents for the
21 violation of Corporations Code section 31119, subdivision (a). Respondents is hereby ordered to desist
22 and refrain from the further sale of franchises in this state that are subject to registration under the FIL
23 in violation of Corporations Code section 31119 without first providing to the prospective franchisee,
24 at least 14 days prior to the execution by the prospective franchisee of any binding franchise or other
25 agreement, or at least 14 days prior to the receipt of any consideration, whichever occurs first, a copy
26 of the franchise disclosure document, together with a copy of all proposed agreements relating to the
27 sale of the franchise.

28 5. Penalties. Respondents agree to pay administrative penalties in the total amount of

1 \$35,000.00. Such payment shall be made within ten (10) business days of the effective date of this
2 Consent Order, as such date is defined in Paragraph 23 (Effective Date), made payable in the form of a
3 cashier’s check or Automated Clearing House deposit to the “Department of Financial Protection and
4 Innovation,” and transmitted to the attention of Accounting- Litigation, Department of Financial
5 Protection and Innovation, 2101 Arena Blvd., Sacramento, California 95834. Notice of all payments
6 shall be sent to Daniel DuBois, Senior Counsel, at Daniel.DuBois@dfpi.ca.gov. In the event any
7 payment due date falls on a weekend or holiday, the payment shall be due the next business day.

8 6. Waiver of Hearing Rights. Respondents acknowledge that the Commissioner is ready,
9 willing, and able to proceed with the filing of an administrative enforcement action on the charges
10 contained in this Consent Order. Respondents hereby waive the right to any hearings, and to any
11 reconsideration, appeal, or other right to review which may be afforded pursuant to the FIL, the
12 California Administrative Procedure Act, the California Code of Civil Procedure, or any other
13 provision of law. Respondents further expressly waive any requirement for the filing of an Accusation
14 pursuant to Government Code section 11415.60, subdivision (b). By waiving such rights, Respondents
15 effectively consent to the Consent Order becoming final.

16 7. Failure to Comply with Consent Order. Respondents agree that if they fail to comply
17 with the terms of this Consent Order, the Commissioner may, in addition to all other available
18 remedies it may invoke under the FIL, summarily issue a stop order denying the effectiveness of or
19 suspending or revoking effectiveness of any of Respondents’, or any of its affiliates’ franchise
20 registrations until Respondents gains compliance. Respondents waive any notice and hearing rights to
21 contest such summary suspensions which may be afforded under the FIL, the California
22 Administrative Procedure act, the California Code of Civil Procedure, or any other provision of law in
23 connection therewith.

24 8. Information Willfully Withheld or Misrepresented. This Consent Order may be
25 revoked, and the Commissioner may pursue any and all remedies available under law against
26 Respondents if the Commissioner discovers that Respondents knowingly or willfully withheld or
27 misrepresented material information related to this Consent Order.

28 9. Future Actions by Commissioner. If Respondents fail to comply with any terms of the

1 Consent Order, the Commissioner may institute proceedings for any and all violations otherwise
2 resolved under this Consent Order. The Commissioner reserves the right to bring any future actions
3 against Respondents, or any of its partners, owners, officers, shareholders, directors, employees, or
4 successors for any and all unknown violations of the FIL.

5 10. Assisting Other Agencies. Nothing in this Consent Order limits the Commissioner’s
6 ability to assist a government agency (whether city, county, state, federal, or otherwise) or self-
7 regulatory organization with any administrative, civil, or criminal action brought by that agency or
8 organization based upon any of the activities alleged in this matter or otherwise.

9 11. Headings. The headings to the paragraphs of this Consent Order are inserted for
10 convenience only and will not be deemed a part hereof or affect the construction or interpretation of
11 the provisions hereof.

12 12. Binding. This Consent Order is binding on all heirs, assigns, and/or successors in
13 interest.

14 13. Reliance. Each of the parties represents, warrants, and agrees that in executing this
15 Agreement it has relied solely on the statements set forth herein and the advice of its own counsel.
16 Each of the parties further represents, warrants, and agrees that in executing this Agreement and
17 except as stated in paragraph 8 above, it has placed no reliance on any statement, representation, or
18 promise of any other party, or any other person or entity not expressly set forth herein, or upon the
19 failure of any party or any other person or entity to make any statement, representation, or disclosure
20 of anything whatsoever. The parties have included this clause: (1) to preclude any claim that any party
21 was in any way fraudulently induced to execute this Agreement; and (2) to preclude the introduction
22 of parol evidence to vary, interpret, supplement, or contradict the terms of this Agreement.

23 14. Waiver, Amendments, and Modifications. No waiver, amendment, or modification of
24 the Consent Order will be valid or binding unless it is in writing and signed by each of the parties. The
25 waiver of any provision of this Consent Order will not be deemed a waiver of any other provision. No
26 waiver by either party of any breach of, or of compliance with, any condition or provision of this
27 Agreement by the other party will be considered a waiver of any other condition or provision or of the
28 same condition or provision at another time.

1 15. Full Integration. This Consent Order is the final written expression and the complete
2 and exclusive statement of all the agreements, conditions, promises, representations, and covenants
3 between the parties with respect to the subject matter hereof, and supersedes all prior or
4 contemporaneous agreements, negotiations, representations, understandings, and discussions between
5 and among the parties, their respective representatives, and any other person or entity, with respect to
6 the subject matter covered hereby.

7 16. Governing Law. This Consent Order will be governed by and construed in accordance
8 with California law. Each of the parties hereto consents to the jurisdiction of the Superior Court of
9 California for the County of Sacramento, and hereby irrevocably waives, to the fullest extent permitted
10 by law, the defense of an inconvenient forum to the maintenance of an action or proceeding in such
11 court relating to this Consent Order.

12 17. Counterparts. This Consent Order may be executed in one or more separate
13 counterparts, each of which when, so executed, shall be deemed an original. Such counterparts shall
14 together constitute a single document.

15 18. Effect Upon Future Proceedings. If Respondents applies for any license, permit,
16 qualification, or registration under the Commissioner’s current or future jurisdiction, or are the subject
17 of any future action by the Commissioner to enforce this Consent Order, then the subject matter hereof
18 shall be admitted for purpose of such application(s) or enforcement proceeding(s).

19 19. Voluntary Agreement. Respondents enter into this Consent Order voluntarily and
20 without coercion and acknowledge that no promises, threats, or assurances have been made by the
21 Commissioner or any offer, or agent thereof, about this Consent Order. The Parties each represent and
22 acknowledge that he, she, or it is executing this Consent Order completely voluntarily and without any
23 duress or undue influence of any kind from any source.

24 20. Notice. Any notice required under this Consent Order shall be provided to each party at
25 the following addresses:

26 If to Respondents, to: Helena Kim, Esq.
27 Law Offices of Yohan Lee
28 5681 Beach Boulevard, Suite 200
 Buena Park, California 90621
 hkim@yleelaw.com

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If to the Commissioner, to: Daniel DuBois, Senior Counsel
Department of Financial Protection and Innovation
1455 Frazee Road
San Diego, CA 92108
Daniel.DuBois@dfpi.ca.gov.

21. Signatures. A fax or electronic mail signature shall be deemed the same as an original signature.

22. Public Record. Respondents hereby acknowledge that this Consent Order is and will be a matter of public record.

23. Effective Date. This Consent Order shall become final and effective when signed by all parties and delivered by the Commissioner’s agent via e-mail to Respondents at hkim@yleelaw.com.

24. Authority to Sign. Each signatory hereto covenants that he/she possesses all necessary capacity and authority to sign and enter into this Consent Order and undertake the obligations set forth herein.

IN WITNESS WHEREOF, the parties hereto have approved and executed the Consent Order on the dates set forth opposite their respective signatures.

CLOTHILDE V. HEWLETT
Commissioner of Financial Protection and Innovation

Dated: May 6, 2024

By: _____
MARY ANN SMITH
Deputy Commissioner
Enforcement Division

LINK INTERNATIONAL, LLC.

Dated: May 3, 2024

By: _____
DONHUN YOO
CEO
DONHUN YOO

Dated: May 3, 2024

By: _____
DONHUN YOO

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Individually

APPROVED AS TO FORM AND CONTENT

Dated: May 3, 2024

By: _____



HELENA KIM
Law Offices of Yohan Lee