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**STATE OF WASHINGTON
DEPARTMENT OF FINANCIAL INSTITUTIONS
SECURITIES DIVISION**

IN THE MATTER OF DETERMINING)
whether there has been a violation of the)
Franchise Investment Protection Act of)
Washington by:)
Mighty Kicks Franchising, LLC and Luke)
Vercollone,)
Respondents)

Order No. S-16-1914-16-CO01

CONSENT ORDER

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Pursuant to the Franchise Investment Protection Act of Washington, RCW 19.100, the Securities Division and Respondents Mighty Kicks Franchising, LLC and Luke Vercollone do hereby enter into this Consent Order in settlement of the matters alleged herein. Respondents Mighty Kicks Franchising, LLC and Luke Vercollone neither admits nor denies the Findings of Fact or Conclusions of Law as stated below.

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FINDINGS OF FACT

Respondents

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1. Mighty Kicks Franchising, LLC (“Mighty Kicks”) is a Virginia limited liability company entity formed on April 6, 2010 with its principal place of business in Colorado Springs, Colorado. Mighty Kicks offers and sell franchises for its introductory soccer program for children that is designed to teach children motor skills, life skills, self-confidence and basic soccer techniques.

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2. Luke Vercollone resides in Colorado Springs, Colorado and is the President and controlling member of Mighty Kicks.

Nature of Offering

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3. In 2015, Mighty Kicks offered franchises for sale on its website at: <http://mightykicks.net/>. In or about July, 2015, Mighty Kicks was contacted through its website by a person (“the Purchaser”) interested in purchasing a franchise. The Purchaser subsequently spoke with Luke Vercollone by telephone

1 about the franchise opportunity. Luke Vercollone directed the Purchaser to review materials on the website
2 and provided the Purchaser a Mighty Kicks application form. In or about August, 2015, Luke Vercollone
3 emailed a copy of the Mighty Kicks franchise disclosure document (“FDD”) to the Purchaser. In the FDD,
4 Respondents offered the Purchaser the right to use the Mighty Kicks marks in the operation of the franchise
5 in exchange for an initial franchise fee of \$8,700 and ongoing monthly fees. The FDD also stated that it
6 would provide the Purchaser with training, an operations manual, templates for business and marketing
7 materials and operational assistance. Luke Vercollone negotiated the sale of a Mighty Kicks franchise
8 territory with the Purchaser, which was to be operated in the Tacoma, Washington area. In October, 2015,
9 the Purchaser mailed a check for \$8,700 to the Respondents and a written franchise agreement was signed
10 between the parties on October 14, 2015.

11 **Registration Status**

12 4. In October, 2015, Respondent Mighty Kicks was not registered to sell its franchises in the
13 state of Washington and, prior to that time, had not previously been so registered. Mighty Kicks
14 subsequently filed a franchise registration application with the Securities Division on or about December 10,
15 2015. The Mighty Kicks franchise registration application is currently in “pending” status.

16 Based upon the above Findings of Fact, the following Conclusions of Law are made:
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18 **CONCLUSIONS OF LAW**

19 1. The offer or sale of the franchises as described above constitutes the offer or sale of a
20 franchise as defined in RCW 19.100.010(6), RCW 19.100.010(12), and RCW 19.100.010(17).
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22 2. The offer or sale of said franchises was in violation of RCW 19.100.020 because no
23 registration for such offer or sale is on file with the Washington Securities Administrator.
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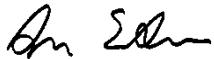
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SIGNED and ENTERED this 3rd day of May, 2016



William M. Beatty
Securities Administrator

Approved by:



Suzanne Sarason
Chief of Enforcement

Presented by:



Martin Cordell
Financial Legal Examiner

Reviewed by:



Jack McClellan
Financial Legal Examiner Supervisor