

1 **STATE OF WASHINGTON**  
2 **DEPARTMENT OF FINANCIAL INSTITUTIONS**  
3 **SECURITIES DIVISION**

4 IN THE MATTER OF DETERMINING  
Whether there has been a violation of the  
Franchise Investment Protection Act by:

5 The Franchise Consulting Company, Inc. and  
Nicholas Neonakis a.k.a. Nick Neonakis;

6 Respondents.

Order No. S-22-3408-23-SC01

STATEMENT OF CHARGES AND NOTICE OF  
INTENT TO ENTER ORDER TO  
CEASE AND DESIST

7  
8 **THE STATE OF WASHINGTON TO:**

The Franchise Consulting Company, Inc.  
and Nicholas Neonakis

9  
10 **STATEMENT OF CHARGES**

11 Please take notice that the Securities Administrator of the State of Washington has reason to believe  
12 that Respondents The Franchise Consulting Company, Inc. (“TFCC”) and Nicholas Neonakis a.k.a. Nick  
13 Neonakis (“Neonakis”) violated the Franchise Investment Protection Act. The Securities Administrator  
14 believes these violations justify the entry of an order against Respondents The Franchise Consulting  
15 Company, Inc. and Nicholas Neonakis a.k.a. Nick Neonakis to cease and desist from such violations pursuant  
16 to RCW 19.100.248. The Securities Administrator finds as follows:

17 **TENTATIVE FINDINGS OF FACT**

18 **Respondents**

19 1. The Franchise Consulting Company, Inc. is a Florida entity formed on April 11, 2016 with its  
20 principal place of business in Coral Gables, Florida. It is in the business of offering consulting services to  
21 franchisors and prospective franchisees.

22 2. Nicholas Neonakis is the founder, president and Chief Executive Officer of TFCC.

1 **Nature of the Conduct**

2 3. From approximately 2016 through present, Respondents TFCC and Neonakis have offered  
3 consulting services to franchisors and prospective franchisees through its website at  
4 <https://www.thefranchiseconsultingcompany.com>.

5 4. On its website, TFCC offers to assist business owners with the opportunity to grow their  
6 business through franchising. TFCC offers prospective franchisors a free consultation and market analysis.  
7 TFCC negotiates commission agreements with existing franchisors in which TFCC and its contractors will  
8 receive a commission for each sale made to a franchisee that was introduced by them to the franchisor. TFCC  
9 and its contractors have received in excess of \$1,000,000 in commissions paid in connection with at least  
10 nineteen franchise sales in Washington.

11 5. On its website, Respondents TFCC and Neonakis solicit prospective franchisees who are  
12 looking to purchase a franchise by offering them a free consultation.

13 6. TFCC works through a network of independent contractors (“contractor(s)”) who hold  
14 themselves out as TFCC franchise consultants that will assist prospective franchise purchasers in evaluating  
15 and purchasing franchise business opportunities. TFCC refers prospective franchisees to its contractors. TFCC  
16 and its contractors assist prospective franchisees in assessing their capabilities and goals, pre-screen suitable  
17 franchise opportunities, and assist with aspects of the sales process. TFCC and its contractors do not charge  
18 the purchasers fees or commissions for these services, but rely on shared commissions paid to them by  
19 franchisors for completed sales.

20 7. TFCC and Neonakis have entered into an “Independent Consultant Agreement” with its  
21 contractors and have required contractors who reside in Washington or offer franchises in Washington to be  
22 registered with the Securities Division as franchise brokers.

1 **Registration Status**

2 8. Respondents TFCC and Neonakis are not currently registered as franchise brokers in the state  
3 of Washington and have not previously been so registered.

4 Based upon the above Tentative Findings of Fact, the following Conclusions of Law are made:

5 **CONCLUSIONS OF LAW**

6 1. The offer or sale of franchises as described above constitutes the offer or sale of a franchise as  
7 defined in RCW 19.100.010(6), RCW 19.100.010(12), and RCW 19.100.010(17).

8 2. Respondents The Franchise Consulting Company, Inc. and Nicholas Neonakis offered  
9 franchises in violation of RCW 19.100.140 because they were not registered as a franchise broker with the  
10 state of Washington at the time of offers and/or sales of a franchises to Washington residents.

11 **NOTICE OF INTENT TO ORDER THE RESPONDENT TO CEASE AND DESIST**

12 Pursuant to RCW 19.100.248, and based upon the Tentative Findings of Fact and Conclusions of Law,  
13 the Securities Administrator intends to order The Franchise Consulting Company, Inc. and Nicholas  
14 Neonakis, and their agents and employees, to each permanently cease and desist from violating RCW  
15 19.100.140.

16 **AUTHORITY AND PROCEDURE**

17 This Statement of Charges is entered pursuant to the provisions of Chapter 19.100 RCW and is subject  
18 to the provisions of Chapter 34.05 RCW. The Franchise Consulting Company, Inc. and Nicholas Neonakis  
19 may each make a written request for a hearing as set forth in the Notice of Opportunity for Hearing  
20 accompanying this Order. If a respondent does not make a hearing request in the time allowed, the Securities  
21 Administrator intends to adopt the above Tentative Findings of Fact and Conclusions of Law as final and to  
22 enter a permanent order to cease and desist as to that respondent.

SIGNED and ENTERED this 8th day of December, 2023.



/s/  
William M. Beatty  
Securities Administrator

Approved by:  
/s/  
Brian J. Guerard  
Chief of Enforcement

Presented by:  
/s/  
Martin Cordell  
Financial Legal Examiner

Reviewed by:  
/s/  
Huong Lam  
Financial Legal Examiner Supervisor