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

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

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David Hopp dba Oddmall Seattle,  
  
Respondent.

Order No.: S-22-3433-23-CO01

CONSENT ORDER

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

**FINDINGS OF FACT**

Respondent

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1. David Hopp (“Hopp”), a resident of Kenmore, Washington, operates as a sole proprietor, doing business as Oddmall Seattle (“Oddmall”). Hopp was licensed as a sole proprietor from April 1, 2013 until December 31, 2019, and Oddmall: Seattle has been a Washington-registered trade name since April 10, 2013.

Nature of the Conduct

2. Since 2021, Hopp has offered and sold unregistered Oddmall franchises to Washington residents—offering to at least three individuals and selling a franchise to two.

*Lead Up to Franchise Activity*

3. Since 2013, Hopp has produced a number of themed artisan/craft fair shows under the name Oddmall. Hopp works with vendors, artists, and venues to create a shopping experience for the public to purchase original arts and crafts. Oddmall is marketed as a “celebration of uniqueness, creativity, imagination,

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1 and wonder where artists, crafters, and like-minded sorts gather to offer their unusual creations for public  
2 consumption.” Typically, the Oddmall shows take place twice a year, in June and November, at the Evergreen  
3 State Fairgrounds.

4 4. In 2020, as a result of the Covid 19 pandemic, Hopp cancelled the Oddmall shows, despite  
5 collecting over \$15,000 worth of vendor fees. Hopp determined that he would find another person to produce  
6 Oddmall shows and take over the reimbursement of the vendor fees.

7 5. Hopp contacted a friend and Oddmall vendor, B.P., a Washington resident, and proposed that  
8 in exchange for rights to run shows under the Oddmall name, B.P. would assume the debt to the vendors and  
9 pay royalties to Hopp for a term of five years.

10 *Hopp Grants the Right to Use the Oddmall Tradename to Franchisees*

11 6. On July 31, 2021, Hopp and B.P. entered a franchise agreement granting B.P. “the rights to  
12 use the name and produce shows under the name: Oddmall: Emporium of the Weird shows.”

13 7. The franchise agreement limits B.P. to production of Oddmall shows in a specific geographic  
14 region, Washington “Region 1,” that includes the Evergreen State Fairgrounds.

15 8. On October 8, 2021, Hopp entered into a substantially similar franchise agreement with another  
16 Washington resident for a different territory, “Washington Region 2.”

17 9. In each franchise agreement, Hopp is identified as the “Rights Owner,” granting franchisees  
18 the right to use the Oddmall name. Each franchise agreement further details, with examples, acceptable and  
19 not acceptable uses of the Oddmall name.

20 *Hopp Provides a Marketing Plan to Franchisees*

21 10. In each franchise agreement, Hopp provides franchisees with consulting and mentoring  
22 services, to include assistance with finding vendors and locations for future shows, as well as management  
23 and promotion assistance for the shows, for the duration of the contract.

1 11. Further, Hopp (1) maintains the domain name www.Oddmall.co, allowing franchisees to post  
2 their own promotional material on the site; and (2) Hopp retains the Facebook page associated with Oddmall,  
3 allowing franchisees administrator privileges.

4 *Hopp Requires Franchisees to Pay Franchise Fees*

5 12. In each of the executed franchise agreements, the franchisee was not subject to an initial  
6 franchise fee. However, franchisee B.P. was required to assume the outstanding vendor debt for previously  
7 cancelled shows, negotiated outside of the executed franchise agreement.

8 13. The franchise agreements require franchisees to pay “royalty fees” to both Hopp and artist  
9 Andy Hopp, for each Oddmall show, the amount of the fee varying with the size of the show.

10 14. The franchise agreements grant the right to franchisees to purchase franchises in other regions  
11 of Washington for an initial fee of \$5,000, with shows subject to the same royalty fees as the initial franchise.

12 15. Further, the franchise agreement requires franchisees to pay Hopp a per show fee of \$1,000  
13 when franchisees produce Oddmall shows in any unsold region of Washington.

14 *Hopp Failed to Provide Franchisees and Prospective Franchisees with a Franchise Disclosure Document*

15 16. Hopp failed to provide any of the above franchisees and prospective franchisees with a  
16 Franchise Disclosure Document (“FDD”).

17 17. By failing to provide an FDD, Hopp failed to provide material information about Oddmall to  
18 franchisees and prospective franchisees, such as Hopp’s business experience, Hopp’s recent bankruptcy, a  
19 franchisee’s estimated initial investment and other fees, and Oddmall financial statements.

20 **Registration Status**

21 18. Respondent Hopp is not currently registered to sell its franchises in the state of Washington  
22 and has not previously been so registered. There is no notification of exemption on file with the state of  
23 Washington.

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

2 **CONCLUSIONS OF LAW**

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

5 2. The offer or sale of said franchises was in violation of RCW 19.100.020 because no  
6 registration for such offer or sale is on file with the Washington Securities Administrator.

7 3. The offer or sale of said franchises was in violation of RCW 19.100.080 because Hopp failed  
8 to provide the franchisees with a franchise disclosure document prior to the sale of the franchises.  
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10 **CONSENT ORDER**

11 Based upon the foregoing and finding it in the public interest:

12 IT IS AGREED AND ORDERED that Respondent Hopp, and its agents and employees, shall each  
13 cease and desist from offering or selling franchises in violation of RCW 19.100.020, the registration section  
14 of the Franchise Investment Protection Act of the state of Washington.

15 IT IS FURTHER AGREED AND ORDERED that Respondent Hopp, and its agents and employees,  
16 shall each cease and desist from any violation of RCW 19.100.080, the franchise disclosure document section  
17 of the Franchise Investment Protection Act of the state of Washington.

18 IT IS FURTHER AGREED AND ORDERED that Respondent Hopp shall be liable for and shall pay  
19 investigative costs of \$750.00 prior to the entry of this Consent Order.

20 IT IS FURTHER AGREED that the Securities Division has jurisdiction to enter this Consent Order.

21 IT IS FURTHER AGREED that Respondent Hopp enters into this Consent Order freely and  
22 voluntarily and with a full understanding of its terms and significance.  
23

**CONSENT ORDER**

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Securities Division  
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360-902-8760

1 IT IS FURTHER AGREED that in consideration of the foregoing, Respondent Hopp waives its right  
2 to a hearing and to judicial review of this matter.

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4 Signed this 3rd day of February, 2023

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Signed by:

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/s/David Hopp

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David Hopp

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10 SIGNED and ENTERED this 8th day of February, 2023

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/s/William M. Beatty

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William M. Beatty  
Securities Administrator

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15 Approved by:

Presented by:

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/s/Brian Guerard

/s/Megan Campbell

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Brian Guerard  
Chief of Enforcement

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Megan Campbell  
Financial Legal Examiner

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20 Reviewed by:

/s/Holly Mack-Kretzler

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Holly Mack-Kretzler  
Financial Legal Examiner Supervisor

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