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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:

Cookie Co. Franchising, LLC,

Respondent.

Order No.: S-22-3523-23-CO01

CONSENT ORDER

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

**FINDINGS OF FACT**

Respondent

1. Cookie Co. Franchising, LLC (“Cookie Co.”), a Utah limited liability company engaged in the business of offering and selling Cookie Co. franchises, was formed on June 1, 2021, as amended, June 23, 2021.

Related Entity

2. Legacy 888, LLC (“Legacy 888”) is a Washington limited liability company formed on May 18, 2022.

CONSENT ORDER

DEPARTMENT OF FINANCIAL INSTITUTIONS  
Securities Division  
PO Box 9033  
Olympia, WA 98507-9033  
360-902-8760

1 **Nature of the Conduct**

2 **Offer and Sale of Franchise**

3 3. On March 30, 2022, Idaho resident Katie Huynh contacted Cookie Co. via email to inquire  
4 about the purchase of a Cookie Co. franchise in or near Spokane, Washington.

5 4. The same day, Cookie Co. sent a reply email inquiring about Ms. Huynh’s experience with  
6 franchising. Ms. Huynh responded that she had no franchise experience, but was interested in the Cookie Co.  
7 franchise based on her experience with cookies. Cookie Co. responded with a request for a “Discovery Call”  
8 between Ms. Huynh; her husband Adam Le; and Matt Thomas, Co-Founder and President of Cookie Co.

9 5. The Discovery Call was set for April 5, 2022.

10 6. Following the call, Cookie Co. sent an email titled “Next Steps: Franchise Agreement,” to Ms.  
11 Huyhn and Mr. Le, requesting information to “create a personalized Franchise Agreement.”

12 7. Ms. Huyh and Mr. Le both received the Cookie Co. Franchise Disclosure Document (“FDD”)  
13 and signed the FDD receipt on April 7, 2022 and April 5, 2022, respectively.

14 8. On April 14, 2022, Mr. Le informed Cookie Co. that he and Ms. Huyhn were creating an LLC  
15 and “working with our local bankers to get an SBA loan.”

16 9. On June 7, 2022, Cookie Co. and the newly created Legacy 888 signed a Franchise Agreement  
17 for a Cookie Co. outlet in Spokane, Washington, designating Legacy 888 as franchisee and Cookie Co. as  
18 franchisor.

19 10. On June 8, 2022, Legacy 888 transferred \$25,000 by wire to Cookie Co. for payment of the  
20 initial franchise fee associated with the purchase of the Cookie Co. franchise.

21 11. On Saturday, November 26, 2022, the Inland Northwest Business Watch published an article  
22 about the Spokane Cookie Co. outlet, indicating that it would open on December 3, 2022.

23 **CONSENT ORDER**

**DEPARTMENT OF FINANCIAL INSTITUTIONS**  
Securities Division  
PO Box 9033  
Olympia, WA 98507-9033  
360-902-8760

1 **Registration Status**

2 12. On October 5, 2022, Cookie Co. applied to the Washington State Securities Division of the  
3 Department of Financial Institutions for the Initial Registration of an Offer and Sale of Franchises.

4 13. Cookie Co. acknowledged Legacy 888 and the Spokane Cookie Co. outlet in its application  
5 materials, including its Franchise Disclosure Document.

6 14. Respondent Cookie Co. is not currently registered to offer or sell its franchises in the state of  
7 Washington and has not previously been so registered.

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

9 **CONCLUSIONS OF LAW**

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

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

14 **CONSENT ORDER**

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

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

19 IT IS FURTHER AGREED AND ORDERED that Respondent Cookie Co. shall be liable for and shall  
20 pay investigative costs of \$1200.00 prior to the entry of this Consent Order.

CONSENT ORDER

DEPARTMENT OF FINANCIAL INSTITUTIONS  
Securities Division  
PO Box 9033  
Olympia, WA 98507-9033  
360-902-8760

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

IT IS FURTHER AGREED that Respondent Cookie Co. enters into this Consent Order freely and voluntarily and with a full understanding of its terms and significance.

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

Signed this 9th day of June, 2023

Signed by:

/s/Matthew Thomas

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Cookie Co. Franchising, LLC

SIGNED and ENTERED this 27th day of June, 2023



/s/William M. Beatty

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William M. Beatty  
Securities Administrator

Approved by:

Presented by:

/s/Brian Guerard

/s/Megan Campbell

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Brian Guerard  
Chief of Enforcement

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Megan Campbell  
Financial Legal Examiner

Reviewed by:

/s/Holly Mack-Kretzler

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Holly Mack-Kretzler  
Financial Legal Examiner Supervisor