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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 by:

ZGrowth Partners, LLC;  
Rick Del Sontro;  
  
Respondents.

Order Number: S-23-3612-23-CO01

CONSENT ORDER

Pursuant to the Franchise Investment Protection Act of Washington, RCW 19.100, the Securities Division and Respondents ZGrowth Partners, LLC and Rick Del Sontro do hereby enter into this Consent Order in settlement of the matters alleged herein. Respondents ZGrowth Partners, LLC and Rick Del Sontro neither admit nor deny the Findings of Fact of Conclusions of Law as stated below.

**FINDINGS OF FACT**

**Respondents**

1. ZGrowth Partners, LLC (ZGrowth) is a Florida limited liability company formed on January 19, 2016 that uses a business address in Miami, Florida. ZGrowth is a franchise consulting firm that manages franchise sales, operations, and brand development.

2. Rick Del Sontro (a/k/a Ricky Del Sontro) (Del Sontro) is a resident of the District of Columbia and the Chief Executive Officer (CEO) of ZGrowth. Del Sontro has been the CEO of ZGrowth Partners, LLC since June 2018.

**Other Entity**

3. Madabolic Franchise System, LLC (d/b/a MADabolic) (Madabolic) is a Delaware limited liability company organized on June 19, 2019 with a principal business address in Charlotte, North Carolina.

1 Madabolic sells franchises involving the operation of an athletic conditioning facility that offers group  
2 fitness classes, beverages, supplements, and fitness-related apparel and merchandise.

### 3 **Nature of the Conduct**

4 4. On August 19, 2019, Madabolic entered into a Franchise Consulting Agreement with  
5 ZGrowth. Under the terms of the agreement, Madabolic paid ZGrowth a monthly retainer for franchise sales  
6 and paid a commission of 50% on each franchise sale. ZGrowth assisted Madabolic in developing a franchise  
7 marketing plan, including marketing strategies, programs, and a budget. ZGrowth assisted Madabolic in  
8 establishing a franchise recruiting process that would be implemented by ZGrowth, including initial lead  
9 generation through discovery day and final execution of the franchise agreement. Madabolic also paid a  
10 monthly retainer to ZGrowth to assist in the operations of the company. ZGrowth paid Del Sontro a 26.8%  
11 commission on the 50% commission that ZGrowth received from Madabolic on franchise sales.

12 5. On May 31, 2022, Madabolic filed an initial franchise registration application (File No.  
13 70017686) with the Securities Division. The initial franchise registration application included a copy of a  
14 Franchise Disclosure Document (FDD) and a Franchise Seller Disclosure Form for Del Sontro and other  
15 individuals that would sell offer and sell Madabolic franchises in the state of Washington. Item 2 of the form  
16 asked whether the seller had any administrative, criminal, or material civil actions pending against them that  
17 alleged a violation of franchise laws or which alleged fraud, unfair or deceptive practices, or “any comparable  
18 allegations.” Item 2 of Del Sontro’s Franchise Seller Disclosure Form was marked “No.” As described  
19 below, at the time of the filing, Del Sontro had a pending arbitration action against him that originated in  
20 2020. The case included allegations of fraudulent inducement in the sale of a franchise.

21 6. Since at least 2022, Madabolic offered franchises to the public, including Washington  
22 residents, through its website, madabolic.com. The website inquiries generated email “leads” that were sent  
23 to ZGrowth personnel. Between 2022 and 2023, at least eight Washington residents submitted inquiries

1 through the Madabolic website. As the CEO of ZGrowth, Del Sontro was in contact with at least two  
2 Washington residents regarding Madabolic franchises. Two Washington residents completed and submitted  
3 a Request for Franchise Consideration. In August 2022, a Washington resident completed and submitted a  
4 Franchise Application for a Madabolic franchise. In November 2022, the Securities Division issued  
5 Madabolic a permit to offer and sell franchises in Washington that was made effective on November 23,  
6 2022.

7 7. On August 4, 2023, Del Sontro filed a franchise broker application (File No. 10006930) with  
8 the Securities Division to register as a franchise broker pursuant to RCW 19.100.140 and WAC 460-82. Item  
9 6 of the franchise broker application asks whether the broker or any of the broker’s principals, officers, or  
10 directors has “ever been found by any court, administrative body, or arbitrator/arbitration panel to have  
11 engaged in dishonest or unethical practices in the franchise industry[.]”

12 8. Del Sontro responded “yes” to this question and provided a summary of the 2020 arbitration  
13 proceeding and an arbitration award that was issued against him in January 2023. In March 2020, an Oregon  
14 resident commenced arbitration proceedings against Del Sontro, and his prior franchise business, Zippy Shell  
15 Incorporated (“Zippy”). Between 2009 and 2018, Del Sontro served as President of Zippy, a Washington  
16 D.C. corporation that operated as a franchisor of self-storage and mobile moving services. The Oregon  
17 resident made various claims against Del Sontro, including the fraudulent inducement in connection with the  
18 sale of a Zippy franchise. The Oregon resident alleged that Del Sontro misrepresented business forecasts of  
19 future growth and made unauthorized financial performance representations. On January 19, 2023, a Final  
20 Award of Arbitration was issued against Del Sontro by the Commercial Arbitration Tribunal of the American  
21 Arbitration Association. The Tribunal found that Del Sontro “meaningfully participated” in fraudulently  
22 inducing a franchisee to enter into a franchise agreement. The Tribunal also found that “Del Sontro’s  
23

1 dishonesty was revealed through other evidence offered at the hearing[.]” The Tribunal issued an award  
2 jointly and severally against Sontro and other respondents in the amount of \$1,464.048 for damages and fees.

3 9. On September 8, 2023, ZGrowth filed a franchise broker application (File No. 10006960) with  
4 the Securities Division to register as a franchise broker pursuant to RCW 19.100.140 and WAC 460-82. In  
5 Item 6 of the franchise broker application, ZGrowth disclosed the 2020 arbitration proceeding against Del  
6 Sontro and the arbitration award that was issued against Del Sontro in January 2023.

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

12 2. The conduct of Rick Del Sontro and ZGrowth Partners, LLC, as described above in the  
13 Findings of Fact, constitutes the engagement, directly or indirectly, as a franchise broker in the business of  
14 the offer or sale of franchises as defined in RCW 19.100.010(7).

15 3. Rick Del Sontro offered a franchise in violation of RCW 19.100.140 because he was not  
16 registered as a franchise broker with the state of Washington at the time of the offer of a franchise to a  
17 Washington resident.

18 4. ZGrowth Partners, LLC offered a franchise in violation of RCW 19.100.140 because it was  
19 not registered as a franchise broker with the state of Washington at the time of the offer of a franchise to a  
20 Washington resident.

21 5. Rick Del Sontro’s past conduct, as described above, constitutes dishonest or unethical  
22 practices in the franchise industry, under RCW 19.100.252(6). Such violative conduct is grounds for the  
23 denial of his franchise broker application pursuant to RCW 19.100.252. Such violative conduct is also

1 grounds for the denial of ZGrowth Partners, LLC's franchise broker application because Rick Del Sontro is  
2 an officer of ZGrowth Partners, LLC.

3 **CONSENT ORDER**

4 Based on the foregoing and finding it in the public interest:

5 IT IS AGREED AND ORDERED that the Securities Division will deny the franchise broker  
6 registration application filed by Rick Del Sontro on August 4, 2023.

7 IT IS FURTHER AGREED AND ORDERED that the Securities Division will deny the franchise  
8 broker registration application filed by ZGrowth Partners, LLC on September 8, 2023.

9 IT IS FURTHER AGREED AND ORDERED that Respondents Rick Del Sontro and ZGrowth  
10 Partners, LLC shall each cease and desist from offering or selling franchises in violation of RCW  
11 19.100.140, the franchise broker registration section of the Franchise Investment Protection Act of the state  
12 of Washington.

13 IT IS FURTHER AGREED AND ORDERED that Respondents Rick Del Sontro and ZGrowth  
14 Partners, LLC shall be liable for and shall pay investigative costs of \$2,000 prior to the entry of this Consent  
15 Order.

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

17 IT IS FURTHER AGREED that Rick Del Sontro and ZGrowth Partners, LLC enter into this  
18 Consent Order freely and voluntarily and with full understanding of its terms and significance.

19 IT IS FURTHER AGREED that in consideration of the foregoing, Rick Del Sontro and ZGrowth  
20 Partners, LLC each waive their right to a hearing and to judicial review of this matter.

1 Signed this 29th day of September, 2023.

2  
3 Signed by:

4 ZGrowth Partners, LLC

5 /s/  
6 Rick Del Sontro  
7 CEO

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9 Signed by:

10 /s/  
11 Rick Del Sontro, Individually

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SIGNED and ENTERED this 3rd day of October, 2023.



/s/  
William M. Beatty  
Securities Administrator

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

Presented by:  
/s/  
Robert Kondrat  
Financial Legal Examiner