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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 by:

SDO - 2 - 02

MR. PLANT, INC.; LAWRENCE R. MCCARTHY;
their agents and employees,

ENTRY OF FINDINGS OF FACT AND
CONCLUSIONS OF LAW AND FINAL ORDER TO
CEASE AND DESIST

Respondents.

Case No. 01-10-407

THE STATE OF WASHINGTON TO: Mr. Plant, Inc.
1106 2nd Street
Encinitas, CA 92024

Lawrence R. McCarthy
Mr. Plant, Inc.
1106 2nd Street
Encinitas, CA 92024

On November 19, 2001, the Securities Administrator of the State of Washington issued Summary Order to Cease and Desist SDO-96-01 hereinafter referred to as "Summary Order."

The Summary Order, together with a Notice of Opportunity to Defend and Opportunity for Hearing (hereinafter referred to as "Notice of Opportunity for Hearing") and an Application for Adjudicative Hearing (hereinafter referred to as "Application for Hearing") thereon, were served via certified mail on Respondents Lawrence R. McCarthy and Mr. Plant on December 1, 2001. The Notice of Opportunity for Hearing advised Respondents that they had twenty days from the date they received the notice to file a written application for an administrative hearing on the Summary Order.

ENTRY OF FINDINGS OF FACT AND CONCLUSIONS OF
LAW AND FINAL ORDER TO CEASE AND DESIST

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

1 Each of the Respondents declined to request an administrative hearing within twenty days of its receipt of the
2 Summary Order and Notice of Opportunity for Hearing, either on the Application for Hearing provided or otherwise.

3 The Securities Administrator therefore adopts as final the findings of fact and conclusions of law as set forth in
4 the Summary Order.

5 The Securities Administrator makes the following findings of fact and conclusions of law:

6 **FINDINGS OF FACT**

7 **I. Respondents**

8 1. **MR. PLANT, INC.** (“Mr. Plant”) was a California corporation until its suspension by the state of
9 California. Mr. Plant has a place of business at 1106 2nd Street, Encinitas, CA 92024. Mr. Plant offers franchises
10 that specialize in providing sales and maintenance of interior plants.

11 2. **LAWRENCE R. MCCARTHY** (“McCarthy”) was the President of Mr. Plant at all times relevant
12 to the matters set forth herein.

13 **II. Nature of the Offer**

14 3. Respondents Mr. Plant and McCarthy caused to be placed on the Internet, at
15 <http://www.mrplant.com/>, (“mrplant.com”) an advertisement for a Mr. Plant franchise opportunity. On October
16 10, 2001, a Washington resident submitted a request for franchise opportunity information over the Internet on
17 mrplant.com. On that same date, McCarthy responded to the request for information by sending an e-mail to the
18 Washington resident. The e-mail contains a short description of the franchise opportunity, including a hyperlink to
19 an Internet “slide show” at <http://www.mrplant.com/slshow01.php>. The “slide show” contains information about
20 the franchise opportunity, including but not limited to the representations that the franchise had “unlimited earning
21 potential” and that a franchisee could receive “checks monthly.”

22 4. On October 16, 2001, the Washington resident responded to McCarthy via e-mail and requested
23 more information about the franchise opportunity. On October 23, 2001, the Washington resident received an
24 information packet in the mail from Mr. Plant and McCarthy.

II. Violation of RCW 19.100.020

The offer and/or sale of the franchise is in violation of RCW 19.100.020 because no registration for such offer and/or sale is on file with the Securities Administrator of the State of Washington.

III. Violation of RCW 19.100.170

The offer and/or sale of the franchise is in violation of RCW 19.100.170 because as set forth in paragraph 6 of the Tentative Findings of Fact, Respondents failed to provide the Washington resident with a Uniform Franchise Offering Circular (UFOC) disclosure document containing complete material information regarding the franchise opportunity.

FINAL ORDER

Based on the foregoing, NOW, THEREFORE, IT IS HEREBY ORDERED that Respondents Mr. Plant and Lawrence R. McCarthy, their agents and employees, each cease and desist from offering and/or selling franchises in any manner in violation of RCW 19.100.020, the section of the Franchise Investment Protection Act requiring registration.

It is further ORDERED that Respondents Mr. Plant and Lawrence R. McCarthy, their agents and employees, each cease and desist from violation of RCW 19.100.170, the anti-fraud section of the Franchise Investment Protection Act.

This Order is entered pursuant to RCW 19.100.248 and is subject to the provisions of Chapter 34.05 RCW.

WILLFUL VIOLATION OF THIS ORDER IS A CRIMINAL OFFENSE.

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DATED this 8th day of January, 2002.



DEBORAH R. BORTNER
Securities Administrator

Approved by:

Presented by:

Michael E. Stevenson
Chief of Enforcement

Chad Standifer
Staff Attorney