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STATE OF CALIFORNIA
BUSINESS, TRANSPORTATION AND HOUSING AGENCY
DEPARTMENT OF CORPORATIONS

TO: Pop Physique, LLC
Jennifer Doidge Williams
Deric L. Williams
3501 West Sunset Boulevard
Los Angeles, California 90026

and

3225 Descanso Drive
Los Angeles, California 90026

DESIST AND REFRAIN ORDER
(For violations of section 31110 of the California Corporations Code)

The California Corporations Commissioner finds that:

1. At all relevant times, Pop Physique, LLC (“Pop Physique”) is or was a California limited liability company formed on July 16, 2008. Pop Physique’s principal place of business is located at 3501 West Sunset Boulevard, Los Angeles, California, 90026. The company’s reported mailing address is 3225 Descanso Drive, Los Angeles, California, 90026. Pop Physique maintains a website at www.popphysique.com.

2. At all relevant times, Jennifer Doidge Williams was a co-founder, managing member and control person of Pop Physique.

3. At all relevant times, Deric L. Williams was a co-founder, managing member and control person of Pop Physique.

4. Since as early as August 2011, Pop Physique, Jennifer Doidge Williams and Deric L. Williams have offered and/or sold franchises to California residents pursuant to exclusive “license”

1 agreements. The agreements grant the right to establish and operate “boutique ballet barre based
2 fitness and class based group exercise studios” under Pop Physique’s distinctive name and trademarks.

3 5. As of May 2012, the Pop Physique website advertised that eight Pop Physique studios were
4 open in California cities with an additional three studios “coming soon.”
5

6 6. The agreements offered and sold by Pop Physique constitute franchises within the meaning
7 of California Corporations Code section 31005. In exchange for payment of a \$15,000 “license fee”
8 and 5% monthly “gross royalties,” Pop Physique will supply its “partners” with an exclusive territory,
9 rights to use its trademark name and logo, initial training for teacher and staff, detailed sales and
10 marketing plans, and support in real estate selection, marketing, design, opening and build-out.
11 Further, the “licensee” is required to procure prior agreement for all promotions and price adjustments
12 offered to customers and only sell Pop Physique merchandize or carry brands consistent with the Pop
13 Physique image.
14

15 7. The offer and sale of Pop Physique franchises in California have not been registered under
16 the Franchise Investment Law and are not exempted under Chapter 1, beginning with California
17 Corporations Code section 31100, of that law.
18

19 8. California Corporations Code section 31402 provides in relevant part:

20 If, in the opinion of the commissioner, the offer of any franchise is subject
21 to registration under this law and it is being, or it has been, offered for sale
22 without the offer first being registered, the commissioner may order the
23 franchisor or offeror of that franchise to desist and refrain from the further
24 offer or sale of that franchise unless and until the offer has been duly
25 registered under this law. If, after the order has been made, a request for a
26 hearing is filed in writing within 60 days from the date of service of the
27 order by the person on to whom the order was directed, a hearing shall be
28 held in accordance with Chapter 5 (commencing with Section 11500) of
Part 1 of Division 3 of Title 2 of the Government Code

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If that person fails to file a written request for hearing within 60 days of
the date of service of the order, the order shall be deemed a final order of

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the commissioner and shall not be subject to review by any court or agency, notwithstanding Section 31501.

Based on the foregoing findings, the California Corporations Commissioner is of the opinion that Pop Physique, LLC, Jennifer Doidge Williams, and Deric L. Williams have engaged in the offer and sale of franchises in this state that are subject to registration under the Franchise Investment Law without the offers first being registered, in violation of California Corporations Code section 31110. Pursuant to California Corporations Code section 31402, Pop Physique, LLC, Jennifer Doidge Williams, and Deric L. Williams are hereby ordered to desist and refrain from the further offer or sale of franchises unless and until the offers have been duly registered under the Franchise Investment Law or unless exempt.

This Order is necessary, in the public interest, for the protection of investors and consistent with the purposes, policies and provisions of the Franchise Investment Law.

Dated: May 29, 2012

JAN LYNN OWEN
California Corporations Commissioner

By _____
Alan S. Weinger
Deputy Commissioner
Enforcement Division