

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  
Washington by:

BCD Restaurants, Inc., Hee Sook Lee, their agents  
and employees,

Respondents.

Order Number S-09-106-09-CO01

CONSENT ORDER

INTRODUCTION

Pursuant to the Franchise Investment Protection Act of Washington, RCW 19.100, the Securities Division of the Department of Financial Institutions (the "Securities Division") and Respondents, BCD Restaurants, Inc. and Hee Sook Lee, do hereby enter into this Consent Order in settlement of the matters alleged herein.

Respondents neither admit nor deny the Findings of Fact and Conclusions of Law stated below.

FINDINGS OF FACT

1. BCD Restaurants, Inc. ("BCD") is a California corporation with a principal place of business in Los Angeles, California.
2. Hee Sook Lee ("Mrs. Lee") is the President and founder of BCD and owns all outstanding shares of BCD. BCD, which does business as BCD Tofu House, operates a chain of restaurants which specializes in the preparation and sale of Korean-style tofu and related menu items and beverages (the "restaurant opportunity"). BCD and Mrs. Lee own a number of trademark registrations relating to the operation of the restaurants, including but not limited to, that of BCD Tofu House.

CONSENT ORDER

1

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





1 IT IS FURTHER AGREED that BCD Restaurants, Inc. and Hee Sook Lee shall, in consideration of the  
2 foregoing, waive their right to a hearing in this matter and judicial review of this Consent Order.

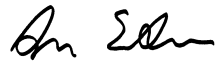
3 IT IS FURTHER AGREED that the Securities Division has jurisdiction to enter this Consent Order.

4 SIGNED this 10th day of February, 2010.

5 BCD Restaurants, Inc. by:

6  
7 /s/ \_\_\_\_\_  
Hee Sook Lee, President, and individually

8  
9 SIGNED and ENTERED with the SECURITIES DIVISION this 22nd day of February, 2010 by:

10  
11 

12 \_\_\_\_\_  
13 Suzanne Sarason  
14 Chief of Enforcement

15 Presented by:

16 

17  
18 \_\_\_\_\_  
19 Brad Ferber  
20 Financial Legal Examiner

21  
22 Reviewed by:

23  
24  
25 CONSENT ORDER

26 4

27  
DEPARTMENT OF FINANCIAL INSTITUTIONS  
Securities Division  
PO Box 9033  
Olympia, WA 98507-9033  
360-902-8760

1 *Martin Cordell*

2  
3 Martin Cordell  
4 Financial Legal Examiner Supervisor