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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:

Brainchild Brands, LLC and
Vincent P. Blumetti a.k.a. Vince Blumetti,

Respondents

Order No. S-18-2465-19-CO01

CONSENT ORDER

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Pursuant to the Franchise Investment Protection Act of Washington, RCW 19.100, the Securities Division and Respondents Brainchild Brands, LLC and Vincent P. Blumetti a.k.a. Vince Blumetti do hereby enter into this Consent Order in settlement of the matters alleged herein. Respondents Brainchild Brands, LLC and Vincent Blumetti neither admit nor deny the Findings of Fact or Conclusions of Law as stated below.

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FINDINGS OF FACT

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Respondents

1. Brainchild Brands, LLC (“Brainchild”) is a Georgia limited liability company formed on May 1, 2015 with its principal place of business in Chamblee, Georgia. Brainchild markets itself as a “franchise sales outsourcing firm.”

2. Vincent P. Blumetti (“Blumetti”), a Georgia resident, is the President and founder of Brainchild and holds himself out as a “contract franchise recruiter.” Blumetti also works as an independent contractor for Zoned In Marketing, Inc., d.b.a. Franchise Sales Force (“Franchise Sales Force”), a Michigan corporation that markets itself as a network of franchise consultants that assists franchisor clients with marketing efforts.

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CONSENT ORDER

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

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2 **Registration Status**

3 3. Respondents Brainchild and Blumetti are not currently registered as franchise brokers in the
4 state of Washington and have not previously been so registered. Respondents Brainchild and Blumetti filed a
5 franchise broker registration application with the Securities Division on May 22, 2018.

6 **Violation**

7 4. In 2016, Respondents Brainchild and Blumetti, working as an independent contractor of
8 Franchise Sales Force, assisted a New York based franchisor in the marketing of its pizza franchises (the
9 “franchise”). In or about September, 2016, Respondents communicated with a Washington resident (“the
10 resident”) via email and telephone regarding the offer of the franchise. Respondents provided the resident
11 with an application for the franchise, marketing materials and a franchise disclosure document. As a result of
12 the contacts and communications, the resident purchased the franchise in or about December, 2016.
13 Respondents Brainchild and Blumetti received and shared with Franchise Sales Force and its agents a
14 commission of \$12,000 or 40% of the initial franchise fee paid by the resident for the purchase of the franchise.

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

16 **CONCLUSIONS OF LAW**

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

19 2. The conduct of Respondents Brainchild and Blumetti as described in Paragraph 4 of the
20 Findings of Fact above constitutes the engagement, directly or indirectly, as a franchise broker in the
21 business of the offer or sale of franchises as defined in RCW 19.100.010(7).
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1 3. Respondents Brainchild and Blumetti each offered and sold said a franchise in violation of
2 RCW 19.100.140 because each was not registered as a franchise broker with the state of Washington at the
3 time of the offer and/or sale of a franchise to a Washington resident.

4 **CONSENT ORDER**

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

6 IT IS AGREED AND ORDERED that Respondents Brainchild Brands, LLC and Vincent P. Blumetti,
7 and their agents and employees shall each cease and desist from offering or selling franchises in violation of
8 RCW 19.100.140, the franchise broker registration section of the Franchise Investment Protection Act of the
9 state of Washington.

10 IT IS FURTHER AGREED AND ORDERED that Respondents Brainchild Brands, LLC and Vincent
11 P. Blumetti, shall be liable for and shall pay investigative costs of \$3,013 prior to the entry of this Consent
12 Order.

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

14 IT IS FURTHER AGREED that Respondents Brainchild Brands, LLC and Vincent P. Blumetti enter
15 into this Consent Order freely and voluntarily and with a full understanding of its terms and significance.

16 IT IS FURTHER AGREED that in consideration of the foregoing, Respondents Brainchild Brands,
17 LLC and Vincent P. Blumetti waive their right to a hearing and to judicial review of this matter.
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19 Signed this 29th day of January, 2019

20 Signed by:

21 By _____ /s/ _____
22 Vincent P. Blumetti, President, for Vincent P. Blumetti, Individually
23 Brainchild Brands, LLC

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SIGNED and ENTERED this 8th day of February, 2019



William M. Beatty
Securities Administrator

Approved by:

Presented by:



Suzanne Sarason
Chief of Enforcement

_____/s/
Martin Cordell
Financial Legal Examiner

Reviewed by:



Jack McClellan
Financial Legal Examiner Supervisor