

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
DEPARTMENT OF BUSINESS REGULATION  
DIVISION OF SECURITIES  
1511 PONTIAC AVENUE  
CRANSTON, RI 02920

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IN THE MATTER OF

TMA Franchising, Inc. d.b.a  
The Mosquito Authority

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CONSENT AGREEMENT

I.

The Securities Division ("Division") of the Rhode Island Department of Business Regulation ("Department") enters into this Consent Agreement ("Agreement") to resolve violations of § 19-28.1-5 and § 19-28.1-8 of the Rhode Island Franchise Investment Act (the "Act") of the Rhode Island General Laws by TMA Franchising, Inc. d.b.a The Mosquito Authority (TMA). The Division has determined to resolve this matter after investigation, but without instituting administrative proceedings, by entering into this Agreement.

II.

It is hereby agreed by and between the Division and TMA that:

1. TMA, a North Carolina corporation, is a franchisor with a principal place of business at 342 6<sup>th</sup> Street NW Hickory, North Carolina 28601.
2. From March 12, 2012 through the date of this Agreement TMA was not registered to offer franchises in the State of Rhode Island.
3. It is the position of the Division that TMA sold two franchises in Rhode Island

on March 12, 2012 located at 4 Hesspar Drive, Westerly, Rhode Island 02891 and on August 30, 2012 located at PO Box 75 Exeter, Rhode Island 02822, in violation of § 19-28.1-5 of the act.

4. At all times relevant to this Agreement, it has been unlawful for a franchisor to offer or sell a franchise in Rhode Island without being registered or exempt from registration under the Act.

5. In connection with the offer and sale of the franchise, TMA failed to provide the purchaser with a disclosure document or offering circular in violation of § 19-28.1-8 of the Act.

6. TMA cooperated fully during the Division's inquiry into this matter.

### III

Based on the foregoing, the Division finds that the following is in the public interest, appropriate for the protection of investors and consistent with the purposes intended by the policy and provisions of the Act.

Accordingly, it is hereby further agreed that:

1. TMA shall immediately undertake to comply fully with §19-28.1-5 and § 19-28.1-8 the Rhode Island Franchise Investment Act.


2. TMA will submit an Initial franchise application in compliance with §19.28.1-9 of the Act.

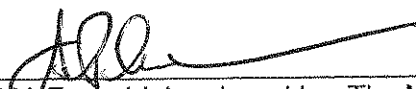
3. TMA shall provide an Offer of Rescission to the Rhode Island franchisees in October 2013 and furnish the Department evidence of the offers of rescission and responses thereto within 35 days.

4. TMA, upon signing this Agreement, will pay an administrative penalty in the amount of five thousand dollars (\$ 5, 000.00) to the Department which includes back fees owed.

5. Additional violations of Section § 19-28.1-5 and § 19-28.1-8 of the Rhode Island Franchise Investment Act may be grounds for substantial penalties such as such as revocation or suspension, administrative penalties up to ten thousand (\$ 10,000.00) per violation and the imposition of criminal and civil sanctions.

Dated as of the 7<sup>th</sup> day of OCT, 2013.

  
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Maria L. D'Alessandro, Esq.  
Deputy Director Securities,  
Commercial Licensing and  
Racing and Athletics

  
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TMA Franchising, Inc. d.b.a The Mosquito  
Authority

By: JOSEPH OSBORNS

Its: PRESIDENT