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DOUGLAS F. GANGLER
Attorney General



KATHERINE WINFREE
Chief Deputy Attorney General

JOHN B. HOWARD, J.R.
Deputy Attorney General

STATE OF MARYLAND
OFFICE OF THE ATTORNEY GENERAL

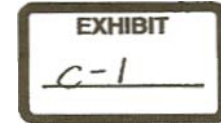
TELECOPIER No.

WRITER'S DIRECT DIAL No.

410-576-6365
mlubin@oag.md.us

January 2, 2007

Harry M. Rifkin, Esquire
Cohan & West, P.C.
201 North Charles Street
Suite 2404
Baltimore, MD 21201



Re: The Coffee Beanery, Ltd./Maryland File 2005-0244

Dear Mr. Rifkin:

You have asked about the September 12, 2006 Consent Order (the "Consent Order") entered in the above referenced proceeding against the Coffee Beanery, Ltd. ("Coffee Beanery") and Kevin Shaw ("Shaw"). You state that you represent WW, LLC, a Maryland limited liability company that entered into a franchise agreement with Coffee Beanery to operate a Coffee Beanery Café franchise in Annapolis, Maryland. You also represent two individuals affiliated with WW, U.C. who operated that franchise.

You note that, under the Consent Order, Coffee Beanery agreed to make a form of "rescission offer" to WW, LLC, and another Maryland franchisee of Coffee Beanery. The form of rescission offer that Coffee Beanery was to make to your clients was attached as an exhibit to the Consent Order. You note that your clients chose not to return the rescission offer form, but notified Coffee Beanery that they were neither accepting or rejecting the offer but were pursuing their private claims for rescission and damages.

You seek confirmation that the Consent Order did not waive any rights your clients have under the Maryland Franchise Law to pursue their private action against Coffee Beanery. The Consent Order resolved the pending administrative action this Office brought against Coffee Beanery and Shaw. That action was initiated by a February 1, 2006 Amended Order to Show Cause ("Order to Show Cause"), authorized under Section 14-201(a) of the Maryland Franchise Law, in which the Securities Division alleged that Coffee Beanery and Shaw violated the disclosure and antifraud provisions of the Maryland Franchise Law.

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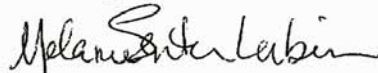
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The Consent Order does not affect any private cause of action your clients may have against Coffee Beanery or Shaw under Section 14-227 of the Maryland Franchise Law or other applicable law. The form of rescission offer that is attached to the Consent Order states that the offer of rescission is made in settlement of the administrative proceeding that the Division has brought under the Maryland Franchise Law and further provides that if a franchisee does not accept the offer of rescission, that franchisee does not waive any rights the franchisee has under the Maryland Franchise Law.

Your clients were not a party to the administrative action this office brought to initiate this proceeding, and they were not involved in settlement discussions that led to the Consent Order. If your clients determined that the form of rescission offer described in the Consent Order was not appropriate to resolve their dispute with Coffee Beanery, they were not obligated to accept that offer. The resolution of this proceeding by the Securities Commissioner does not limit your clients' right to pursue a private cause of action under the Maryland Franchise law.

I trust that this letter has been responsive to your inquiry.

Sincerely,



Melanie Senter Lubin
Securities Commissioner.

cc: Hugh J. Marbury, Esquire
Bret Lowell, Esquire