



March 29, 2019

VIA ONLINE FILING www.wdfi.org

Mary Wells
Operations Program Associate
Wisconsin Department of Financial Institutions
Division of Securities
201 W. Washington Ave., Suite 300
Madison, WI 53703

RE: Coverall North America, Inc. (“Coverall”) Janitorial Franchise Disclosure Document

File No. 158-411 Issuance Date: March 29, 2019 Effective Date: March 29, 2019

Dear Mrs. Wells:

Attached please find our 2019 Wisconsin Renewal Janitorial Franchise Disclosure Document and application for your records. We filed online with the Wisconsin Department of Financial Institutions on March 29, 2019. We have enclosed the following documents:

- 1) Application Facing Page and Certification Page;
- 2) Auditor’s Consent Letter;
- 3) Audited Financials as of December 31, 2018;
- 4) Supplemental Information Page/Franchisor’s Cost & Source of Funds;
- 5) Uniform Consent to Service of Process and Corporate Acknowledgement;
- 6) Franchise Seller Disclosure Forms; and
- 7) Proposed Franchise Disclosure Document (clean version).

For your convenience, below is a summary of substantive changes we have made since October 15, 2018:

Summary of Change	Item # /Section	Comments
	Cover Page	Issuance Date: March 29, 2019
Franchise Sellers	2 & Exhibit D	Updated Franchise Sellers.
Updated Litigation	3	Updated litigation - Pending: added <i>Bille</i> & updated <i>Rivas & E. Richardson</i> . Concluded: added <i>R. Richardson</i>
Franchise Agreement	11	Updated specific references to the Franchise Agreement i.e. page # or paragraph #
Trademarks	13	Updated trademarks - Removed <i>Making Your World A Cleaner Place & Innovation Accountability Integrity</i> . Added: <i>Coverall (Class 35)</i> .

Coverall North America, Inc. - Legal Department
350 SW 12th Avenue
Deerfield Beach, FL 33442

Tel 561.922.2500
Toll-Free 800.537.3371
Fax 561.922.2409

www.coverall.com



Summary of Change	Item # /Section	Comments
Package Fulfillment	19	Added a chart to show Intial Volume Fulfillment for all New Sales for 2018.
Financial Statements	21 & Exh. B	Included audited financials as of the twelve months ended December 31, 2018.
Exhibit A.1 - Janitorial Franchise Agreement		
Dispute Resolution/Arbitration	25B	Revised to include arbitration also on a collective basis.
Exhibit A to A.1 - Starter Kit		
Equipment Updates	Exh. A to A.1	Updated equipment necessary per package size.
Exhibit A.3 - Confidentiality/ Non-Solicitation Agreement		
	Exh. A.3	Added language acknowledging that Coverall is an intended third party and shall have the right to enforce the provisions of the Agreement. Removed Coverall as a party to the Agreement.
Exhibit A.4 - Franchisee's Employee Confidentiality / Non-Competition Agreement		
Third-party Beneficiary	Exh. A.4	Added language acknowledging that Coverall is an intended third party and shall have the right to enforce the provisions of the Agreement
Exhibit E		
Support Centers	Exh. E	Updated addresses.
Disclosure Receipts		
Receipt	TOC & Date	Updated with new issuance date: March 29, 2019.

If you have any questions, please do not hesitate to contact me at 1-800-537-3371, extension 2535.
 Thank you for your assistance.

Sincerely,

Caitlin Cautero
 Corporate Paralegal

CC/ms

Enclosures

UNIFORM FRANCHISE REGISTRATION APPLICATIONFILE NO. 158-411State: WISCONSINFEE: \$400.00

APPLICATION FOR: (Check only one)

 INITIAL REGISTRATION OF AN OFFER AND SALE OF FRANCHISES RENEWAL APPLICATION OR ANNUAL REPORT PRE-EFFECTIVE AMENDMENT POST-EFFECTIVE MATERIAL AMENDMENT

1. Name of Franchisor: Coverall North America, Inc.
2. Name under which the Franchisor is doing or intends to do business: Coverall Health-Based Cleaning System; Coverall North America, Inc.; Coverall of Milwaukee, Coverall of Madison.
3. Franchisor's principal business address: 350 SW 12th Avenue, Deerfield Beach, FL. 33442.
4. Name and address of Franchisor's agent in the State of Wisconsin authorized to receive process: Commissioner of Securities, P.O. Box 1768, 111 West Wilson Street, Madison, WI 53701 and Phillip Leslie Wharton, Chief Legal Officer, 350 SW 12th Avenue, Deerfield Beach, FL. 33442.
5. The states in which this application is or will be shortly on file: California, Illinois, Indiana, New York, Maryland, Virginia, Wisconsin.
6. Name, address and telephone number of person to whom communications regarding this application should be directed:

Phillip Leslie Wharton
Chief Legal Officer
Coverall Health-Based Cleaning System
350 SW 12th Avenue
Deerfield Beach, FL. 33442
1-800-537-3371, ext. 530

Shelley Taulman
Compliance Director/Senior Attorney
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