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June 24, 2013

DEPARTMENT OF CORPORATIONS
RECEIVED LOS ANGELES OFFICE

JUN 26 2013

Mr Christopher Myers
California Corporation Commissioner
Department of Corporations
71 Stevenson Street, Suite 2100
San Francisco, CA 94105

ATTN Responses to Comment Letter dated June 14, 2013 and for InShape MD Franchising, LLC , File No 995-4511

Dear Mr Myers

Please find enclosed responses to your comment letter dated June 14, 2013 for InShape MD Franchising, LLC Please also be advised, that additional changes have been made to the FDD due to a change of officers

Enclosed are

Uniform Registration Application
Supplemental Information
Certification
Uniform Consent to Service of Process
Sales Agent Disclosure Form
Consent of Independent Accountants
Financial Records Authorization
Notice of Exemption for Internet Advertising
Declaration Affidavit
Blacklined FDD & Agreements
Clean FDD & Agreements
CD-ROM of above documents

Please also note that the Franchisor's fiscal year end is December 31 of each year and that the Franchisor acknowledges that when effective, the registration will expire 110 days from the Franchisor's next fiscal year-end

If additional information is needed please contact us at 1-800-773-6626

Bes Regards,

Kim Simpson

Kim Simpson

Business Development Centers, Inc
in association with the Law Offices of Louis Manganiello, Esq ,
222 W Reedy Fork Rd, Seneca, SC 29678
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INSHAPEMD FRANCHISING, LLC
RESPONSES TO COMMENTS 6/14/13

Comment 1: In the transmittal letter to all future applications and your response, please state the fiscal year-end of the franchisor and acknowledge that when effective, the registration will expire 110 days from the Franchisor's next fiscal year-end

Response 1: The transmittal letter contains the required language

Comment 2: Please provide a signed declaration indicating that no offers or sales occurred in California after the Franchisor's previous franchise registration expired on April 22, 2013, and the date of this filing

Response 2: A signed declaration is included

Comment 3: Please resubmit a copy of the Uniform Franchise Registration Application and check the item marked "Initial Registration or an Offer and Sale of Franchises"

Response 3: Uniform Application is included

Comment 4: Please have the Accountant provide the Department with an Auditor's Opinion for the Franchisor's FYE 12/31/2012. Currently, the Auditor's Opinion states that it is for the Franchisor's FYE 12/31/2011

Response 4: The revised auditor's opinion is provided in Exhibit A

Comment 5: Under Item 1 and in the CA Addendum, please explain the impact(s) and associated franchisee obligation(s) triggered by California's requirement that a licensed physician be employed by or has a practice in conjunction with an InShapeMD franchised business

Response 5: Item 1 is amended

Comment 6: Under Item 17 row (t), please use the model FTC language
a "Only the terms of the franchise agreement are binding (subject to state law). Any representations or promises outside of the disclosure document and franchise agreement may not be enforceable."

Response 6: Item 17 is amended

Comment 7: On the California Addendum Disclosure Page, you may remove the deferral of fees. Indeed, the Franchisor's working capital demonstrates its present financial ability to meet its obligations to franchisees stated in the UFDD and Franchise Agreement, without relying on the proposed franchisee's funds

Response 7: The California Addendum is amended

Comment 8: On the California Addendum Disclosure Page, please include the following risk factor
a "You will not receive an exclusive territory. You may face competition from other franchisees, from outlets that we own, or from other channels of distribution or competitive brands that we control."

Response 8: The California Addendum is amended

Comment 9: In the Receipt, please disclose the name, principal business address, and telephone number of each franchise seller offering the franchise

Response 9: The Receipt is amended

JUN 26 2013

Form A – Uniform Franchise Registration Application

UNIFORM FRANCHISE REGISTRATION APPLICATION

File No. 995-4511
**(Insert file number of immediately
preceding filing of Applicant)**

State: California

Fee: \$675

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. **Full legal name of Franchisor: InShape MD Franchising, LLC.**
2. **Name of the franchise offering: InShape MD Weight Loss Clinic**
3. **Franchisor's principal business address: 4070 Buford Highway, #4
Duluth, Georgia 30096; Phone: (866) 639-5550**
4. **Name and address of Franchisor's agent in this State authorized to receive service
of process:**

**State of California Corporations Commissioner
1515 K Street, Suite 200
Sacramento, CA 95814**
5. **The states in which this application is or will be shortly on file:**

**California, Connecticut, Florida, Illinois, Indiana, Kentucky, Maryland, Michigan,
Minnesota, Nebraska, North Carolina, North Dakota, New York, Rhode Island, South
Carolina, South Dakota, Texas, Utah, Virginia, Washington, Wisconsin**

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