



March 17, 2011

TAMARA L HARMON  
WINMARK CORPORATION  
605 HIGHWAY 169 NORTH SUITE 400  
MINNEAPOLIS, MN 55441

Re: F-2718  
WINMARK CORPORATION  
ONCE UPON A CHILD

Dear Ms. Harmon:

The Annual Report has been reviewed and is in compliance with Minnesota Statute Chapter 80C and Minnesota Rules Chapter 2860.

This means that there continues to be an effective registration statement on file and that the franchisor may offer and sell the above-referenced franchise in Minnesota.

The franchisor is not required to escrow franchise fees, post a Franchise Surety Bond or defer receipt of franchise fees during this registration period.

As a reminder, the next annual report is due within 120 days after the franchisor's fiscal year end, which is December 31, 2011.

Sincerely,

MIKE ROTHMAN  
Commissioner

By:

Daniel Sexton  
Commerce Analyst Supervisor  
Registration Division  
(651) 296-4520

MR:DES:dlw

F-2718

STATE OF MINNESOTA  
DEPARTMENT OF COMMERCE  
REGISTRATION DIVISION  
(651) 296-4520

IN THE MATTER OF THE REGISTRATION OF:  
ONCE UPON A CHILD

By WINMARK CORPORATION

ORDER AMENDING  
REGISTRATION

WHEREAS, an application to amend the registration and  
amendment fee have been filed,

IT IS HEREBY ORDERED that the registration dated  
February 25, 1993, is amended as of the date set forth below.



MIKE ROTHMAN  
Commissioner  
Department of Commerce  
85 7th Place East, Suite 500  
St Paul, MN 55101

Date: March 17, 2011

UNIFORM FRANCHISE REGISTRATION APPLICATION

State of Minnesota  
Dept. of Commerce

File No. F-2718

MAR 16 2011

Rec'd \$ 300

State: MINNESOTA

Fee: \$300.00

APPLICATION FOR (Check one only):

INITIAL REGISTRATION OF AN OFFER OR SALE OF FRANCHISES

RENEWAL APPLICATION OR ANNUAL REPORT

PRE-EFFECTIVE AMENDMENT

POST-EFFECTIVE MATERIAL AMENDMENT

1. Full legal name of Franchisor:

Winmark Corporation

2. Name of the franchise offering:

Once Upon A Child® (The Company also does business under Play It Again Sports®, Music Go Round® and Plato's Closet® which are subjects of separate Offering Circulars)

3. Franchisor's principal business address:

605 Highway 169 N., Suite 400  
Minneapolis, Minnesota 55441

4. Name and address of Franchisor's agent in this State authorized to receive service of process:

Any Officer or Director  
Winmark Corporation  
605 Highway 169 N., Suite 400  
Minneapolis, MN 55441

5. The states in which this application is or will be shortly on file:

California, Hawaii, Illinois, Indiana, Maryland, Minnesota, New York, North Dakota, Rhode Island, South Dakota, Virginia, Washington and Wisconsin

6. Name, address, telephone and facsimile numbers, and e-mail address of person to whom communications regarding this application should be directed:

Tamara L. Harmon  
Manager of Franchise Legal Compliance  
Winmark Corporation  
605 Highway 169 N., Suite 400  
Minneapolis, Minnesota 55441  
E-mail: tharmon@winmarkcorporation.com

Telephone: (763) 520-8422  
Fax: (763) 520-8410

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A/R Amund  
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