

F-2718

STATE OF MINNESOTA
DEPARTMENT OF COMMERCE
REGISTRATION DIVISION
(651) 539-1629

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: May 20, 2015

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UNIFORM FRANCHISE REGISTRATION APPLICATION

State of Minnesota
Dept. of Commerce
MAY 19 2015
Rec'd \$ 100

File No. F-2718

State: MINNESOTA Fee: \$100.00

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®, Plato's Closet® and Style Encore® which are subjects of separate Disclosure Documents)

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 Telephone: (763) 520-8422
Manager of Franchise Legal Compliance Fax: (763) 520-8410
Winmark Corporation
605 Highway 169 N., Suite 400
Minneapolis, Minnesota 55441
E-mail: tharmon@winmarkcorporation.com

May 18, 2015

Mr. Dan Sexton
Commerce Analyst
Minnesota Department of Commerce
85-7th Place East, Suite 500
St. Paul, Minnesota 55101-2198

Re: Amendment to Franchise Registration
Winmark Corporation
Once Upon A Child® Franchise Program
File No.: F-2718

Dear Mr. Sexton:

Winmark Corporation (“Franchisor”) is an established, publicly-traded company (Nasdaq: WINA). As the result of the repurchase by Franchisor of 875,000 shares of its stock at \$84.72 per share that occurred on or about May 14, 2015, pursuant to a self-tender offer filed with the Securities Exchange Commission (SEC), Franchisor currently has a significant negative net worth. Franchisor has revised its FDD to disclose the share repurchase and its resulting significant negative net worth in a risk factor on the State Cover Page and in Item 1. In addition, Franchisor has referenced in Item 21 and included in Exhibit C unaudited pro forma consolidated financial data which indicates that Franchisor’s net worth would have been (\$52,520,000) on December 27, 2014, if the share repurchase had occurred in 2014, and (\$46,315,300) on March 28, 2015, if the share repurchase had occurred in the first quarter of 2015.

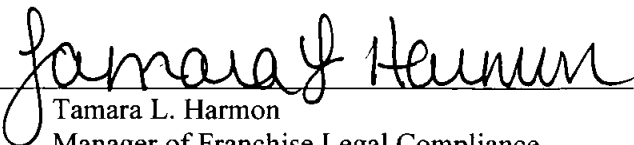
Enclosed please find the following materials in connection with the application for post-effective amendment of franchise registration by the above-named franchisor:

1. A check in the amount of \$100.00 in payment of the filing fee;
2. Uniform Franchise Registration Application facing page and Certification;
3. One blacklined copy of the revised Once Upon A Child® Franchise Disclosure Document. The blacklined copy indicates the changes made to the FDD previously filed with your office; and
4. A CD-Rom containing a blacklined copy of the Once Upon A Child® Franchise Disclosure Document.

As stated above, the changes to the Disclosure Document are in the Cover Pages, Item 1, Item 21 and the Financial Statements. If you have any questions or comments regarding the enclosed materials, please do not hesitate to contact me at 763/520-8422 or tharmon@winmarkcorporation.com.

Best Regards,

WINMARK CORPORATION

By 
Tamara L. Harmon
Manager of Franchise Legal Compliance

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