

STATE OF MINNESOTA
DEPARTMENT OF COMMERCE
REGISTRATION DIVISION
(651) 296-2211

IN THE MATTER OF THE REGISTRATION OF:
PALLADIUM FRANCHISE AGREEMENT
By K-SWISS INC

ORDER OF
REGISTRATION

WHEREAS, an application has been filed pursuant to Minn.
Stat. §80C.04; and

WHEREAS, the applicant has complied with the requirements
of registration,

NOW, THEREFORE, IT IS ORDERED, that the registration be
declared effective as of the date set forth below.



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

Date: June 15, 2011
dlw

UNIFORM FRANCHISE REGISTRATION APPLICATIONFile Number: F-6671
(Insert file number of immediately preceding
filing of Applicant)
Fee: \$400

State: Minnesota

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

State of Minnesota
Dept. of Commerce
JUN 03 2011
Rec'd \$ 400

1. Full legal name of Franchisor: **K-SWISS INC.**
2. Name of the franchise offering: **PALLADIUM**
3. Franchisor's principal business address:

**K-SWISS INC.
31248 OAK CREST DRIVE
WESTLAKE VILLAGE, CALIFORNIA 91361**

FYE
12/31/11
Eff 6/15/11
N

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

**MINNESOTA DEPARTMENT OF COMMERCE
COMMISSIONER OF COMMERCE
85 7TH PLACE EAST, SUITE 500
ST. PAUL, MINNESOTA 55101-2198**

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

CALIFORNIA, ILLINOIS, MINNESOTA

6. Name, address and telephone number of person to whom communications regarding this application should be directed.

**TIM PICKWELL, ESQ.
TIM PICKWELL & ASSOCIATES
11975 EL CAMINO REAL, SUITE 200
SAN DIEGO, CALIFORNIA 92130
DIRECT: 858-259-6475
TPickwell@PickwellLaw.com**

June 8, 2011

Tim Pickwell, Esq
Tim Pickwell & Assoc.
11975 El Camino Real, Suite 200
San Diego, California 92130

Re: F-6671, K-Swiss Inc.

Dear Mr. Pickwell,

The initial franchise registration application for the above-referenced applicant has been examined. Please correct or otherwise address the following deficiencies:

- √ 1. The Agent for Service of Process. Please remove Ann's name.

Include our new governing law language in both Minnesota addenda.

- √ 2. The following language must amend the Governing Law, Jurisdiction and Venue, and Choice of Forum sections of the Franchise Disclosure Document and agreement(s):

"Minnesota Statutes, Section 80C.21 and Minnesota Rule 2860.4400(J) prohibit the franchisor from requiring litigation to be conducted outside Minnesota, requiring waiver of a jury trial, or requiring the franchisee to consent to liquidated damages, termination penalties or judgment notes. In addition, nothing in the Franchise Disclosure Document or agreement(s) can abrogate or reduce any of franchisee's rights as provided for in Minnesota Statutes, Chapter 80C, or franchisee's rights to any procedure, forum, or remedies provided for by the laws of the jurisdiction."

- √ 3. The franchisee cannot waive any rights. See Minn. Rule 2860.4400J. The franchisee cannot consent to the franchisor obtaining injunctive relief. The franchisor may seek injunctive relief. Please amend accordingly.
- √ 4. The Limitations of Claims section must comply with Minnesota Statutes, Section 80C.17, Subd. 5. Please amend.

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