

STATE OF MINNESOTA
DEPARTMENT OF COMMERCE
REGISTRATION DIVISION
(651) 296-6328

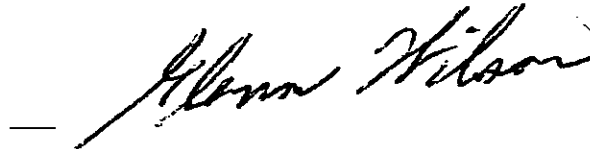
IN THE MATTER OF THE REGISTRATION OF:
RICH DAD'S DISTRICT F/A
By RICH DAD'S CASHFLOW FRANCHISE LLC

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.



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

Date: March 10, 2009
dlw

JUL 21 2008

Rec'd \$ 400

UNIFORM FRANCHISE REGISTRATION APPLICATION
(MINNESOTA) (District Offering)

F-6044

(Insert file number of previous filings of Applicant, if any)

FEE: \$400

(Enclosed when application is initially filed)

APPLICATION FOR (Check only one):

(District)

- REGISTRATION OF AN OFFER AND SALE OF FRANCHISES
- REGISTRATION RENEWAL STATEMENT OR ANNUAL REPORT

AMENDMENT NUMBER _____ TO APPLICATION
 _____ POST-EFFECTIVE FILED UNDER SECTION _____
 _____ PRE-EFFECTIVE DATED _____

1. Name of Franchisor (or if Applicant is subfranchisor, the name of the subfranchisor):

Rich Dad's CASHFLOW Franchise, LLC

Name under which the Franchisor is doing or intends to do business:

Rich Dad's Franchise DISTRICT #A

2. Franchisor's principal business address:

4330 Civic Center Plaza, Suite 101, Scottsdale, Arizona 85251

Name and address of Franchisor's agent in the State of Minnesota authorized to receive process:

Commissioner of Commerce, 85 Seventh Place East, #500, St. Paul, Minnesota 55101

3. Name, address and telephone number of subfranchisors, if any, for this state.

None

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

James A. Ullman, Esq.
Greenberg Traurig
2375 East Camelback, Suite 700, Phoenix, Arizona 85016
(602) 445-8210

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eff. 3-10-09
page 6-30-09
none

James A. Ullman
Tel. 602.445.8210
Fax 602.445.8629
UllmanJ@gtlaw.com
109025.012900

March 6, 2009

Via Federal Express

Ms. Ann Hagestad
Commerce Analyst III
Insurance Product Filing & Securities Registration
Market Assurance Division
Department of Commerce
85 Seventh Place East, #500
St. Paul, Minnesota 55101

Re: Rich Dad's CASHFLOW Franchise, LLC, (district offering) File #F-6044

Dear Ann:

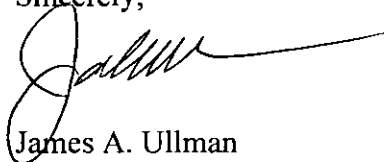
In response to your March 5, 2009 email, enclosed for filing are two copies of the revised Franchise Disclosure Document, one of which has been red-lined to show changes.

Also enclosed is the accountant's consent for the new audit.

If you have any questions or need additional information to finalize this application for registration, please do not hesitate to contact me.

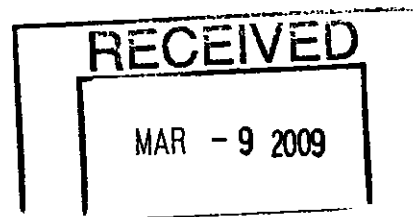
Thank you.

Sincerely,



James A. Ullman

JAU/dld
Enclosures (FDD 328653138v1)



- ALBANY
- AMSTERDAM
- ATLANTA
- AUSTIN
- BERLIN*
- BOSTON
- BRUSSELS*
- CHICAGO
- DALLAS
- DELAWARE
- DENVER
- FORT LAUDERDALE
- HUSTON
- LAS VEGAS
- LONDON*
- LOS ANGELES
- MIAMI
- MILAN*
- NEW JERSEY
- NEW YORK
- ORANGE COUNTY
- ORLANDO
- PALM BEACH COUNTY
- PHILADELPHIA
- PHOENIX
- ROME*
- SACRAMENTO
- SHANGHAI
- SILICON VALLEY
- TALLAHASSEE
- TAMPA
- TOKYO*
- TYSONS CORNER
- WASHINGTON, D.C.

PHX 328,657,774v1

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