

**STATE OF ILLINOIS  
SECRETARY OF STATE  
SECURITIES DEPARTMENT**

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IN THE MATTER OF: INTERNATIONAL CANDLE )  
CORPORATION, ITS OFFICERS AND DIRECTORS, ) FILE NO. 0500077  
AGENTS, AFFILIATES, EMPLOYEES, SUCCESSORS )  
AND ASSIGNS. )

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**ORDER TO CEASE AND DESIST**

TO THE RESPONDENT: International Candle Corporation  
245 First Street  
Cambridge, Massachusetts 02142

WHEREAS, a Summary Order to Cease and Desist (the "Summary Order") was issued by the Secretary of State on September 8, 2006, ordering International Candle Corporation, its partners, officers and directors, employees, agents, affiliates, successors and assigns (the "Respondent") to CEASE and DESIST from offering or selling any business opportunities in the State of Illinois in violation of the provisions of the Business Opportunity Sales Law of 1995 [815 ILCS 602 et seq.] (the "Act"), until the further the order of the Secretary of State.

WHEREAS, pursuant to Section 5-65(1) of the Act, the failure to request a hearing within thirty (30) calendar days after entry of the Summary Order shall be deemed to constitute a waiver of all rights by such person to a hearing and the cease and desist order as to such person shall become permanent.

WHEREAS, the Summary Order sent to the Respondent on September 8, 2006, by certified mail and was served on the Index Department on September 18, 2006.

WHEREAS, the Respondent has failed to request a hearing on the matters contained in the Summary Order within thirty (30) calendar days after entry of said Summary Order.

WHEREAS, the Secretary of State, by and through his duly authorized representative, has adopted the Findings of Fact contained in the Summary Order as the Secretary of State's Final Findings of Fact:

1. That International Candle Corporation (the "Respondent"), is a business entity which maintains its principal office at 245 First Street, Cambridge, Massachusetts 02142.

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2. That during the third quarter of 2004, the Respondent cold called at least one Illinois resident to offer its stocked candle display business opportunity.
3. That Respondent told one or more Illinois residents expressing interest in the business opportunity about the standard setup including a variety of scents, shape and sizes, and sent them promotional literature ("the Literature").
4. That the Literature in part provided:
  - a) Information about three packages "Part-Time Program", "Full Time Program" and "Pro-Time Program" all consisting of "Point of sale headers, Comprehensive training, Monthly newsletters, Unlimited access to support and Import pricing..."
  - b) The "Part-Time Program" included 15 displays, 1,300 Candle units and cost \$7,500.00; the "Full-Time Program" included 24 displays, 2,600 Candle units and cost \$14,000.00; the "Pro-Time Program" included 36 displays, 4,000 Candle units and cost \$19,500.00.
  - c) Purchaser Agreements.
5. That on October 24, 2004, the Respondent sold the "Part-Time Program" to an Illinois resident for seven thousand five hundred dollars (\$7,500.00).
6. That Section 5-5.10(a)(6) of Business Opportunity Sales Law of 1995, [815 ILCS 602 ET seq.] (The "Act") provides, inter alia, that a business opportunity is a contract or agreement, between a seller and purchaser, express or implied, orally or in writing, wherein it is agreed that the seller or a person recommended by the seller shall provide to the purchaser any product, equipment, supplies or services enabling the purchaser to start a business when the purchaser is required to make a payment to the seller or a person recommended by the seller and the seller represents directly or indirectly, orally or in writing, that; the seller or a person recommended by the seller will provide or assist the purchaser in finding locations, or assist the purchaser in finding outlets or account for the purchaser's products or services, or will provide a marketing plan.
7. That the Part-Time Program", described in paragraphs three, four and five (3, 4 & 5), constitutes a business opportunity as that term is defined in Section 5-5.10 of the Act.
8. That the activities described in paragraph two (2) constitute an offer as that term is defined under Section 5-5.20 of the Act.
9. That Section 5-25 of the Act provides, inter alia, that it is unlawful for any person to offer any business opportunity in this State unless the business opportunity is registered under the Act or is exempt under Section 5-10 of the Act.

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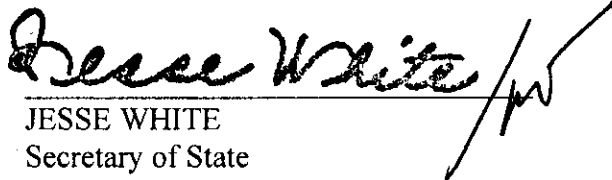
10. That at all relevant times, Respondent International Candle Corporation, its officers and directors, agents, employees, affiliates, successors and assigns, failed to register the business opportunity described in paragraphs three, four and five (3, 4 & 5) as required pursuant to Section 5-25 of the Act.
11. That, by virtue of the foregoing, the Respondent violated Section 5-25 of the Act.
12. That Section 5-65 of the Act provides, *inter alia*, that whenever it appears to the Secretary of State that any person has engaged in or is about to engage in any act or practice constituting a violation of any provision of this Law or any rule, regulation, or order under this Law, the Secretary of State may issue an order directing the person to CEASE and DESIST from continuing the act or practice.

WHEREAS, the Secretary of State, by and through his duly authorized representative, has adopted the Conclusion of Law contained in the Summary Order as the Secretary of State's Conclusion of Law:

The Respondent has violated Section 5-25 of the Act.

NOW THEREFORE, IT IS HEREBY ORDERED: That pursuant to Section 5-65 of the Act, the Respondent, International Candle Corporation, its partners, officers and directors, employees, agents, affiliates, successors and assigns, is hereby ordered to CEASE and DESIST from offering or selling any business opportunities in the State of Illinois in violation of the provisions of the Act.

ENTERED: This 12<sup>th</sup> day of December, 2006.

  
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JESSE WHITE  
Secretary of State  
State of Illinois

NOTICE: Pursuant to Section 5-115 of the Act, any person or entity who fails to comply with the terms of this Order of the Secretary of State, having knowledge of the existence of this Order, shall be guilty of a Class 3 felony.

This is a final order subject to administrative review pursuant to the Administrative Review Law, [735 ILCS 5/3-101 *et seq.*] and the Rules and Regulations of the Act (14 Ill. Admin. Code, Ch. I, Sec. 130.1123). Any action for judicial review must be commenced within thirty-five (35) days from the date a copy of this Order is served upon the party seeking review.