

1 **BRYAN CAVE LLP**  
Jonathan Solish (SBN: 67609)  
2 Keith D. Klein (SBN: 184846)  
R. Andrew Chereck (SBN: 234693)  
3 120 Broadway Suite 300  
Santa Monica, California 90401  
4 Telephone: (310) 576-2100  
Facsimile: (310) 576-2200  
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6 Attorneys for Respondent,  
PLAY N TRADE FRANCHISE, INC.

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8 **BEFORE THE DEPARTMENT OF CORPORATIONS**  
9 **OF THE STATE OF CALIFORNIA**

10 In the Matter of THE CALIFORNIA  
11 CORPORATIONS COMMISSIONER,  
12 Complainant,  
13 vs.  
14 PLAY N TRADE FRANCHISE, INC.,  
15 Respondent.

**DECLARATION OF GABRIEL  
WILLEY**

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17 I, Gabriel Willey, declare as follows:

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19 1. I have personal knowledge of all of the facts set forth in this Declaration and if  
20 called upon as a witness, I could and would competently testify to all of the facts set forth  
21 in this Declaration.  
22 2. I have been the Manager – Legal Services of Play N Trade Franchise, Inc. (“Play N  
23 Trade”) since April 28, 2008.  
24 3. One of my primary responsibilities at Play N Trade is documenting Play N Trade’s  
25 consent to transfers of franchises and monitoring the collection of transfer fees.  
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1 4. In or about July 2009, franchisee Moge, Inc., operating a Play N Trade® store in  
2 Pasadena, California, sold its store and assigned its Franchise Agreement to Miguel  
3 Alfredo Garcia (the “Pasadena Store Transfer”).

4 5. Play N Trade neither collected a transfer fee nor required Miguel Alfredo Garcia to  
5 sign a new Franchise Agreement in connection with the Pasadena Store Transfer.

6 6. In or about June 2009, franchise SOPH, LLC, operating a Play N Trade ® store in  
7 Riverside, California, sold its store and assigned its Franchise Agreement to Edwin Davis  
8 without obtaining Play N Trade’s consent (the “Riverside Store Transfer”).

9 7. Play N Trade has not charged or collected, and has no plans to charge or collect, a  
10 transfer fee as a result of the Pasadena Store Transfer or the Riverside Store Transfer.

11 I declare under penalty of perjury under the laws of the State of California that the  
12 foregoing declaration is true and correct and was executed on this \_\_\_ day of November,  
13 2009 in San Clemente, California.

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16 Gabriel Willey  
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