

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
BEFORE THE SECRETARY OF THE COMMONWEALTH

PROTHONOTARY
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Department of State

Commonwealth of Pennsylvania,
Bureau of Charitable Organizations

Docket No. 0030-98-16

v.

File No. 16-98-07462

CMRK, Inc.,
Respondent

CONSENT AGREEMENT AND ORDER

The Commonwealth of Pennsylvania, Bureau of Corporations and Charitable Organizations ("Bureau"), and CMRK, Inc., ("Respondent") stipulate as follows in settlement of the above-captioned case.

JURISDICTION

1. This matter is before the Secretary of the Commonwealth ("Secretary") pursuant to the Solicitation of Funds for Charitable Purposes Act, Act of December 19, 1990, P.L. 1200, No. 202, *as amended* ("Act"), 10 P.S. §§ 162.1 *et. seq.*

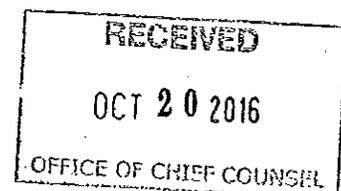
2. At all relevant and material times, Respondent acted as a professional solicitor as defined by the Act.

3. At all relevant and material times, Respondent did not hold a registration to act as a professional solicitor in the Commonwealth of Pennsylvania.

4. Subsequently, Respondent has renewed its registration to act as professional solicitor in the Commonwealth of Pennsylvania, registration number 102176.

STIPULATED FACTS

5. Respondent admits that the following allegations are true:



- a. Respondent's last known address on file with the Bureau is 15 Railroad Drive, Northborough, MA 01532.
- b. Respondent is a professional solicitor as defined by the Act.
- c. Respondent operates clothing bins throughout the Commonwealth and acts as a professional solicitor for the charitable organization, Mothers Against Drunk Driving – Pennsylvania State Office (MADD).
- d. Respondent has been contracted to act as a professional solicitor in this Commonwealth, on behalf of MADD since May 1, 2011.
- e. Although required beginning in 2011, Respondent did not register with the Bureau until 2014.
- f. Respondent's initial registration was prompted by an Order of the Secretary issued on or about March 3, 2014, directing Respondent to cease and desist from providing professional services for charitable organizations soliciting charitable contributions in Pennsylvania until such time when Respondent was duly registered with the Bureau and obtained approvals for all its contracts with organizations soliciting in Pennsylvania. *See EXHIBIT A.*
- g. Prior to Bureau approval of Respondent's contract with MADD, Respondent continued to act as a professional solicitor, in violation of the Cease and Desist Order.
- h. Respondent's initial registration with the Bureau was approved on April 2, 2014, with an expiration date of April 1, 2015.

i. Subsequent to Respondent's initial registration as a professional solicitor and filing of an approved contract with the Bureau, the March 3, 2014, Cease and Desist Order was lifted. *See* **EXHIBIT A**.

j. As a result of Respondent's failure to register with the Bureau and failure to comply with the Cease and Desist Order, prosecutorial action was initiated.

k. Respondent entered into a Consent Agreement with the Bureau in April 2015, in which Respondent admitted and agreed to violations of the Act as follows:

- i. 10 P.S. § 162.15(a)(1), by and through 10 P.S. § 162.9(a), by acting as a professional solicitor since August 1, 2011 in the absence of an approved registration.
- ii. 10 P.S. § 162.15(a)(1), by and through 10 P.S. § 162.9(e), by failing to file Respondent's contracts with charitable organizations prior to acting as a professional solicitor on behalf of the charitable organization.
- iii. 10 P.S. § 162.15(a)(1), in that Respondent continued to act as a professional solicitor before its contract to act as such on behalf of MADD was approved, in violation of an Order issued by the Secretary of the Commonwealth.

l. The Secretary, by Order issued on or about May 27, 2015, approved the Consent Agreement and adopted the terms of the proposed order set forth therein, requiring Respondent to remit payment of a seven thousand dollar (\$7,000) Administrative Fine.

m. A true and correct copy of the Consent Agreement and Order is attached and incorporated as **EXHIBIT A**.

n. In March 2016, a clothing bin operated by Respondent was observed in Chambersburg, Pennsylvania by Bureau Charities Investigator Andrew McCole.

o. Following confirmation that Respondent's registration was expired, a letter request for registration materials was mailed via certified mail on March 29, 2016.

p. A true and correct copy of the letter is attached and incorporated as **EXHIBIT B**.

q. On March 30, 2016, an Investigative Subpoena was issued to Respondent requesting information related to solicitation activities in this Commonwealth, including the location and number of clothing bins operated by Respondent in Pennsylvania.

r. A true and correct copy of the Investigative Subpoena is attached and incorporated as **EXHIBIT C**.

s. The Bureau received Respondent's response to the Investigative Subpoena on April 13, 2016.

t. Per the response, Respondent operates seventy-three (73) clothing bins, in fifty (50) different locations in Pennsylvania, on behalf of MADD.

u. A true and correct copy of Respondent's Subpoena Response is attached and incorporated as **EXHIBIT D**.

v. Respondent, also included copies of registration materials, which were submitted to the Registration and Compliance Division on the Bureau simultaneously with the Investigative Subpoena response.

w. Similar to Respondent's initial registration, Respondent's registration was prompted by the Bureau's action.

x. Due to the incorrect submission of Professional Fundraising Counsel registration documents, Respondent did not become registered as a Professional Solicitor until May 17, 2016.

y. Respondent continued to act as a Professional Solicitor after its registration expired on April 2, 2015 through May 16, 2016, when Respondent's registration renewal was approved.

z. This is Respondent's second violation of the Act.

AGREED VIOLATIONS

6. Respondent admits and agrees that by engaging in the aforementioned activities, Respondent committed the violations 1 through 50 of the Act at:

a. 10 P.S. § 162.15(a)(1), by and through 10 P.S. § 162.9(a), by acting as a Professional Solicitor from April 2, 2015 through May 16, 2016, in the absence of an approved registration, specifically;

i. Respondent, acting as a professional solicitor on behalf of MADD, operated seventy-three (73) clothing bins in fifty (50) different locations in the Commonwealth, in the absence of an approved registration.

PROPOSED ORDER

7. The participants, intending to be legally bound, consent to issuance of the following Order in settlement of this matter:

a. Respondent violated the Act at 10 P.S. § 162.15(a)(1), by and through 10 P.S. § 162.9(a), by acting as a professional solicitor from April 2, 2015 through May 16, 2016, in the absence of an approved registration, specifically;

- i. Respondent, acting as a professional solicitor on behalf of MADD, operated seventy-three (73) clothing bins in fifty (50) different locations in the Commonwealth, in the absence of an approved registration.

ADMINISTRATIVE FINE

b. An **ADMINISTRATIVE FINE** of twenty thousand dollars (\$20,000.00) is levied upon Respondent.

c. Respondent shall remit the sum of twenty thousand dollars (\$20,000.00) in the following manner:

- i. A payment in the amount of seven thousand five hundred dollars (\$7,500) shall be submitted with this executed Consent Agreement;
- ii. Thereafter, Respondent shall tender payment in the amount of two thousand five hundred dollars (\$2,500) on or before the first (1st) of each month for five (5) consecutive months beginning with payment on or before November 1, 2016, and continuing payments through March 1, 2017.

d. Each payment shall be paid by certified check, cashier's check, attorney's check, or U.S. Postal money order made payable to the "Commonwealth of Pennsylvania" and shall be valid for a period of at least ninety (90) days.

e. The payment to be returned with the executed Consent Agreement and the executed Consent Agreement shall be returned to the Prosecuting Attorney identified below.

f. The five (5) consecutive monthly payments, each in the amount of two thousand five hundred dollars (\$2,500), and made payable to the "Commonwealth of Pennsylvania" shall be sent to:

Martha Brown, Assistant Counsel
Pennsylvania Department of State
Office of Chief Counsel
306 North Office Building
Harrisburg, PA 17120

g. If Respondent fails to make a payment as required by the terms of this Consent Agreement and Order, Respondent's registration as a Professional Solicitor in the Commonwealth of Pennsylvania shall be SUPSPENDED and Respondent shall CEASE and DESIST from all manner of solicitation activities in this Commonwealth, until such time as the REMAINING BALANCE of the administrative fine has been PAID IN FULL.

CASE SETTLED AND DISCONTINUED

8. This case shall be deemed settled and discontinued upon the Secretary issuing an Order adopting this Consent Agreement and the Respondent's successful completion of the requirements of this Order. However, nothing in this Consent Agreement and Order shall preclude the Prosecuting Attorney for the Bureau from filing charges or the Secretary from imposing disciplinary or corrective measures for violations or facts not contained in this Consent Agreement and Order.

ACKNOWLEDGEMENT OF NOTICE AND WAIVER OF HEARING

9. Respondent waives the filing of an Order to Show Cause in this matter. Respondent knowingly and voluntarily waives the right to an administrative hearing in this matter, and to the following rights related to the hearing: to be represented by counsel at the hearing; to present witnesses and testimony in defense or in mitigation of any sanction that may be imposed for a

violation; to cross-examine witnesses and to challenge evidence presented by the Bureau; to present legal arguments by means of a brief; and to take an appeal from any final adverse decision.

AGREEMENT NOT BINDING ON OTHER PARTIES

10. This Consent Agreement is between the Bureau and Respondent only. It does not bind any other administrative or governmental entity of the Commonwealth of Pennsylvania, including any other bureau within the Department of State. Except as otherwise noted, this Agreement is to have no legal effect if (a) the Office of General Counsel expresses an objection to the Agreement's form or legality and/or (b) unless and until the Secretary issues the stipulated Order.

EFFECT OF SECRETARY'S REJECTION

11. Should the Secretary not approve this Consent Agreement, presentation to and consideration of this Consent Agreement and other documents and matters by the Secretary shall not prejudice the Secretary from further participation in the adjudication of this matter. This paragraph is binding on the participants even if the Secretary does not approve this Consent Agreement.

ENTIRE AGREEMENT

12. This Agreement contains the whole agreement between the parties; provided, however, that the captions printed in the various provisions of this agreement are for ease of reading only and are not to be interpreted as forming any part of this agreement. There are no other terms, obligations, covenants, representations, statements or conditions, or otherwise, of any kind whatsoever, concerning this Agreement.

AGREEMENT DOES NOT PREVENT REFERRAL TO OTHER AGENCIES

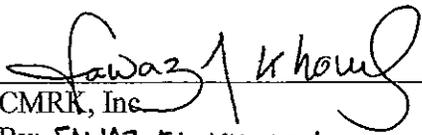
13. The parties acknowledge that other federal, state, and/or local agencies may have jurisdiction over the activities of, or representations made by, Respondent and its officers, directors, agents, employees or independent contractors. Nothing in this Consent Agreement or the Order based upon this Consent Agreement shall preclude representatives of the Bureau from referring any information or data produced as a result of this matter to any federal, state, or local agency or governmental unit having jurisdiction over the activities of Respondent or any officer, director, agent, employee or independent contractor of the Respondent.

VERIFICATION OF FACTS AND STATEMENTS

14. Respondent verifies that the facts and statements set forth in this Agreement are true and correct to the best of Respondent's knowledge, information and belief. Respondent understands that statements in this Agreement are made subject to the criminal penalties of 18 Pa.C.S. § 4904 relating to unsworn falsification to authorities.



Caroline/A. Bailey
Prosecuting Attorney
Department of State
DATED: 11/8/2016



CMRK, Inc
By: FAWAZ EL KHOURY
Title: PRESIDENT
Respondent
DATED: 10-17-16

N/A
Counsel for Respondent
DATED:

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
BEFORE THE SECRETARY OF THE COMMONWEALTH

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Department of State

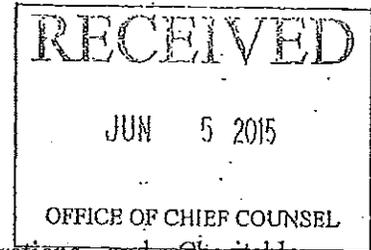
Commonwealth of Pennsylvania,
Bureau of Charitable Organizations

Docket No. 0008-98-15

v.

File No. 14-98-12033

CMRK, Inc.,
Respondent



CONSENT AGREEMENT AND ORDER

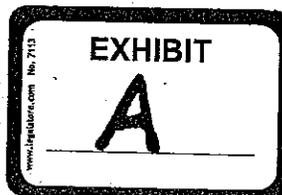
The Commonwealth of Pennsylvania, Bureau of Corporations and Charitable Organizations ("Bureau"), and CMRK, Inc., ("Respondent") stipulate as follows in settlement of the above-captioned case.

JURISDICTION

1. This matter is before the Secretary of the Commonwealth ("Secretary") pursuant to the Solicitation of Funds for Charitable Purposes Act, Act of December 19, 1990, P.L. 1200, No. 202, *as amended* ("Act"), 10 P.S. §§ 162.1 *et. seq.*
2. At all relevant and material times, Respondent acted as a professional solicitor as defined by the Act.
3. At all relevant and material times, Respondent did not hold a registration to act as a professional solicitor in the Commonwealth of Pennsylvania.
4. Subsequently, Respondent has obtained a registration to act as professional solicitor in the Commonwealth of Pennsylvania, registration number 102176.

STIPULATED FACTS

5. Respondent admits that the following allegations are true:



a. Respondent's last known address on file with the Bureau is 15 Railroad Drive, Northborough, MA 01532.

b. Respondent is a professional solicitor as defined by the Act.

a. On or about December 20, 2013, Respondent was notified by the Bureau that as a professional solicitor it may be required to register pursuant to the Act and that it had thirty (30) days to respond by providing information and documentation to the Bureau so that a final determination regarding registration may be made.

b. A true and correct copy of the December 20, 2013 letter is attached and incorporated as EXHIBIT A.

c. Respondent failed to respond to the Bureau's request in the December 20, 2013 letter.

d. As a result, on or about March 3, 2014, the Secretary issued an Order directing Respondent to cease and desist from providing professional services for charitable organizations soliciting charitable contributions in Pennsylvania until such time as Respondent has duly registered with the Bureau and obtains approval for all its contracts with organizations soliciting in Pennsylvania.

e. A true and correct copy of the March 3, 2014 Order is attached and incorporated as EXHIBIT B.

f. On or about March 12, 2014, Respondent appealed the March 3, 2014 letter.

g. Subsequently, on or about March 17, 2014, Respondent withdrew its appeal of the March 3, 2014 Order.

h. On or about March 19, 2014, Respondent completed the Registration Statement for Professional Solicitor-Form-BCO-155.

i. In response to question number thirteen (13) on the BCO-155 Form, Respondent stated that it has been acting as a professional solicitor since August 1, 2011 with respect to soliciting contributions from Pennsylvania residents on behalf of a charitable organization.

j. In response to question number ten (10) on the BCO-155 Form, Respondent answered, "No" to the following question, "Are all contracts with charitable organizations on file with, and approved by, the Bureau as required by Section 162.9(f) of the Solicitation of Funds for Charitable Purposes Act."

k. Respondent became registered with the Bureau on April 2, 2014.

l. Respondent operates clothing bins throughout the Commonwealth and acts as a professional solicitor for the charitable organization, Mothers Against Drunk Driving-Pennsylvania State Office (MADD).

m. Respondent has been contracted to act as professional solicitor on behalf of MADD since May 1, 2011.

n. Respondent's contract with MADD to act a professional solicitor was not approved by the Bureau until July 7, 2014.

o. Respondent continued to act as a professional solicitor before its contract to act as such on behalf of MADD was approved, in violation of the March 3, 2014 Cease and Desist Order.

p. On or about July 8, 2014, as a result of registering as a professional solicitor and filing an approved contract with the Bureau, the March 3, 2014 Order was lifted.

q. A true and correct copy of the July 8, 2014 Order Lifting Cease and Desist Order is attached and incorporated as EXHIBIT C.

AGREED VIOLATIONS

6. Respondent admits and agrees that by engaging in the aforementioned activities, Respondent committed the following violations of the Act at:

a. 10 P.S. § 162.15(a)(1), by and through 10 P.S. § 162.9(a), by acting as a professional solicitor since August 1, 2011 in the absence of an approved registration.

b. 10 P.S. § 162.15(a)(1), by and through 10 P.S. § 162.9(e), by failing to file Respondent's contracts with charitable organizations prior to acting as a professional solicitor on behalf of the charitable organization.

c. 10 P.S. § 162.15(a)(1), in that Respondent continued to act as a professional solicitor before its contract to act as such on behalf of MADD was approved, in violation of an Order issued by the Secretary of the Commonwealth.

PROPOSED ORDER

7. The participants, intending to be legally bound, consent to issuance of the following Order in settlement of this matter:

a. Respondent violated the Act at 10 P.S. § 162.15(a)(1), by and through 10 P.S. § 162.9(a), by acting as a professional solicitor since August 1, 2011 in the absence of an approved registration.

b. Respondent violated the Act at 10 P.S. § 162.15(a)(1), by and through 10 P.S. § 162.9(e), by failing to file Respondent's contracts with charitable organizations prior to acting as a professional solicitor on behalf of the charitable organization.

c. Respondent violated the Act at 10 P.S. § 162.15(a)(1), in that Respondent continued to act as a professional solicitor before its contract to act as such on behalf of MADD was approved; in violation of an Order issued by the Secretary of the Commonwealth.

ADMINISTRATIVE FINE

d. An ADMINISTRATIVE FINE of seven thousand dollars (\$7,000.00) is levied upon Respondent. Respondent shall tender the full sum of seven thousand dollars (\$7,000.00), with this executed Consent Agreement which shall be paid by certified check, cashier's check, attorney's check, or U.S. Postal money order made payable to the "Commonwealth of Pennsylvania."

CASE SETTLED AND DISCONTINUED

8. This case shall be deemed settled and discontinued upon the Secretary issuing an Order adopting this Consent Agreement and the Respondent's successful completion of the requirements of this Order. However, nothing in this Consent Agreement and Order shall preclude the Prosecuting Attorney for the Bureau from filing charges or the Secretary from imposing disciplinary or corrective measures for violations or facts not contained in this Consent Agreement and Order.

ACKNOWLEDGEMENT OF NOTICE AND WAIVER OF HEARING

9. Respondent waives the filing of an Order to Show Cause in this matter. Respondent knowingly and voluntarily waives the right to an administrative hearing in this

matter, and to the following rights related to the hearing: to be represented by counsel at the hearing; to present witnesses and testimony in defense or in mitigation of any sanction that may be imposed for a violation; to cross-examine witnesses and to challenge evidence presented by the Bureau; to present legal arguments by means of a brief; and to take an appeal from any final adverse decision.

AGREEMENT NOT BINDING ON OTHER PARTIES

10. This Consent Agreement is between the Bureau and Respondent only. It does not bind any other administrative or governmental entity of the Commonwealth of Pennsylvania, including any other bureau within the Department of State. Except as otherwise noted, this Agreement is to have no legal effect if (a) the Office of General Counsel expresses an objection to the Agreement's form or legality and/or (b) unless and until the Secretary issues the stipulated Order.

EFFECT OF SECRETARY'S REJECTION

11. Should the Secretary not approve this Consent Agreement, presentation to and consideration of this Consent Agreement and other documents and matters by the Secretary shall not prejudice the Secretary from further participation in the adjudication of this matter. This paragraph is binding on the participants even if the Secretary does not approve this Consent Agreement.

ENTIRE AGREEMENT

12. This Agreement contains the whole agreement between the parties; provided, however, that the captions printed in the various provisions of this agreement are for ease of reading only and are not to be interpreted as forming any part of this agreement. There are no

other terms, obligations, covenants, representations, statements or conditions, or otherwise, of any kind whatsoever, concerning this Agreement.

AGREEMENT DOES NOT PREVENT REFERRAL TO OTHER AGENCIES

13. The parties acknowledge that other federal, state, and/or local agencies may have jurisdiction over the activities of, or representations made by, Respondent and its officers, directors, agents, employees or independent contractors. Nothing in this Consent Agreement or the Order based upon this Consent Agreement shall preclude representatives of the Bureau from referring any information or data produced as a result of this matter to any federal, state, or local agency or governmental unit having jurisdiction over the activities of Respondent or any officer, director, agent, employee or independent contractor of the Respondent.

VERIFICATION OF FACTS AND STATEMENTS

14. Respondent verifies that the facts and statements set forth in this Agreement are true and correct to the best of Respondent's knowledge, information and belief. Respondent understands that statements in this Agreement are made subject to the criminal penalties of 18 Pa.C.S. § 4904 relating to unsworn falsification to authorities.

Trese M. Evancho
T'rese M. Evancho

Prosecuting Attorney
Department of State
DATED: 4/14/2015

Fawaz El Khoury
CMRK, Inc.

By: Fawaz El Khoury
Title: President
Respondent
DATED: 4/2/15

Counsel for Respondent

DATED:



COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

OFFICE OF THE
SECRETARY OF THE COMMONWEALTH

December 20, 2013

BUREAU OF CHARITABLE ORGANIZATIONS
SPECIAL INVESTIGATIONS UNIT
212 NORTH OFFICE BUILDING
HARRISBURG, PA 17120
717-787-0700
1-800-732-0999

CERTIFIED MAIL #9171 9690 0935 0023 9141 69

Fawaz El Khoury
CMRK, Inc.
15 Railroad Drive
Northborough, MA 01532

9171 9690 0935 0023 9141 69

RE: 2013-98-00199

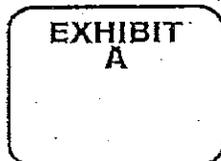
Dear Sir or Madam:

The Pennsylvania Bureau of Charitable Organizations (Bureau) has received evidence that your company has provided or currently is providing fund raising services to charitable organizations. Please be advised your activities may require registration as a professional solicitor or professional fundraising counsel under the Pennsylvania's Solicitation of Funds for Charitable Purposes Act (Act), 10 P. S. § 162.1 *et seq.* You can obtain further information and a registration packet by visiting the Bureau's website at <http://www.dos.state.pa.us/char>. If you do not have access to the Internet, you may request a registration packet by calling (717) 787-0700.

However, the Bureau needs the following information concerning the operations of your organization before a final determination regarding registration can be made:

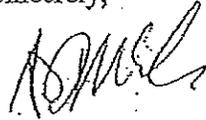
1. A copy of the form application and form agreement;
2. A list of Pennsylvania-based charities, or charities that are soliciting in Pennsylvania, for which your organization has an agreement/contract or provides services to without an agreement, including the name, address and telephone number;
3. Copies of any literature supplied to prospective charities
4. An explanation of the services provided by your organization and sample of these services;
5. All current and expired contracts your company has with respect to solicitations sent into Pennsylvania;

Please supply the requested information within thirty (30) days of the date of this letter. If you fail to respond by January 20, 2014, a CEASE AND DESIST ORDER may be issued.



Please contact me directly at (717) 705-0108 if you have any questions regarding this matter. I look forward to your prompt cooperation and thank you in advance for your time and attention to this important matter.

Sincerely,

A handwritten signature in black ink, appearing to read "ADM", written over a light blue horizontal line.

Andrew D. McCole
Special Investigator



COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
HARRISBURG, PENNSYLVANIA
17120

SECRETARY OF THE COMMONWEALTH
CERTIFIED MAIL
FIRST CLASS MAIL

9171 9690 0935 0023 9147 87

IN THE MATTER OF: CMRK, INC.

ORDER

AND NOW, THIS 3RD DAY OF MARCH 2014, THE SECRETARY OF THE COMMONWEALTH, HAVING FOUND THAT CMRK, INC., 15 RAILROAD DRIVE, NORTHBOROUGH, MA 01532, IS NOT CURRENTLY REGISTERED AS A PROFESSIONAL SOLICITOR OR A PROFESSIONAL FUNDRAISING COUNSEL AND HAS FAILED TO PROVIDE PROOF TO THE BUREAU REGARDING THE PROFESSIONAL SERVICES IT PROVIDES FOR CHARITABLE ORGANIZATIONS SOLICITING CONTRIBUTIONS IN PENNSYLVANIA; IN ACCORDANCE WITH THE PENNSYLVANIA SOLICITATION OF FUNDS FOR CHARITABLE PURPOSES ACT, 10 P.S. § 162.1 *ET SEQ.*, HEREBY ORDERS CMRK, INC. TO CEASE AND DESIST FROM PROVIDING PROFESSIONAL SERVICES FOR CHARITABLE ORGANIZATIONS SOLICITING CONTRIBUTIONS IN PENNSYLVANIA UNTIL SUCH TIME AS CMRK, INC. HAS DULY REGISTERED WITH THE BUREAU AND OBTAINS APPROVAL FOR ALL IT'S CONTRACTS WITH ORGANIZATIONS SOLICITING IN PENNSYLVANIA OR PROVIDED INFORMATION THAT IT IS EXCLUDED OR EXEMPT FROM REGISTRATION. ADDITIONALLY, CMRK, INC, MAY BE SUBJECT TO ADMINISTRATIVE FINES OF UP TO \$1,000 PER VIOLATION AND \$100 FOR EACH DAY THE VIOLATION CONTINUES. THIS ORDER SHALL TAKE EFFECT IMMEDIATELY

BY ORDER:
DEPARTMENT OF STATE

Carol Aichele
SECRETARY OF THE COMMONWEALTH

THIS ORDER MAY BE APPEALED BY REQUESTING A HEARING, IN WRITING, WITHIN TEN DAYS OF THE DATE OF THIS ORDER IN ACCORDANCE WITH 2 PA. C. S. § 501 *ET SEQ.* THE REQUEST MUST BE SENT TO: THE BUREAU OF CHARITABLE ORGANIZATIONS, 212 NORTH OFFICE BUILDING, HARRISBURG, PA 17120-0103.

EXHIBIT
B



COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

IN THE MATTER OF: CMRK, INC.

ORDER LIFTING CEASE AND DESIST ORDER

THE CEASE AND DESIST ORDERS ISSUED BY THE SECRETARY OF THE COMMONWEALTH AGAINST CMRK, INC ON MARCH 3, 2014 IS HEREBY LIFTED. THIS ORDER IS EFFECTIVE AS OF JULY 8, 2014.

BY ORDER:
DEPARTMENT OF STATE
BUREAU OF CHARITABLE ORGANIZATIONS

Carol Aichele
SECRETARY OF THE COMMONWEALTH

EXHIBIT
C



IN THE MATTER OF
CMRK, INC.
File No. 14-98-12033

ORDER

AND NOW, this 27TH day of May, 2015, the foregoing Consent Agreement is hereby approved and the terms set forth in paragraph 7 are hereby adopted and incorporated herein as the Order of the Secretary of the Commonwealth, now issued in resolution of this matter.

THIS ORDER shall take effect immediately.

BY ORDER:

Pedro A. Cortés

Pedro A. Cortés
Acting Secretary of the Commonwealth

For the Commonwealth:

T'rese M. Evancho, Esquire
2601 North Third Street
P. O. Box 69521
Harrisburg, PA 17106-9521

For Respondent:

Andrea Mobilia, Esq.
Attorney at Law
22 Eddington Street
Middleton, MA 01949

CMRK, Inc.
15 Railroad Drive
Northborough, MA 01532



COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

OFFICE OF THE
SECRETARY OF THE COMMONWEALTH

BUREAU OF CHARITABLE ORGANIZATIONS
SPECIAL INVESTIGATIONS UNIT
212 NORTH OFFICE BUILDING
HARRISBURG, PA 17120
717-787-0700
1-800-732-0999

March 29, 2016

CERTIFIED MAIL

Fawaz El Khoury
CMRK, Inc.
615 Railroad Drive
Northborough, MA 01532

9171 9690 0935 0047 4700 85

RE: 2016-98-00050 *AM 3/30/16*

The Pennsylvania Bureau of Charitable Organizations has received information that your company has conducted solicitation campaigns in Pennsylvania on behalf of charitable organizations without being registered and not having approved contracts on file.

Pursuant to Section 162.9(e) of the Act, a professional solicitor must file with the Bureau a copy of the written contract between the charitable organization and the professional solicitor, a written solicitation notice (Form BCO-170) and \$250 fee, no less than 10 working days prior to the commencement of any solicitation activity. Solicitation or services pursuant to a contract not approved by the Bureau is a violation of the Act.

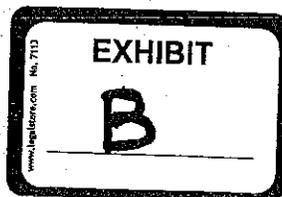
Pursuant to Section 8(d) of the Act, a professional fundraising counsel must file with the Bureau a copy of the written contract between the charitable organization and the professional fundraising counsel, a written solicitation notice (Form BCO-150) and \$250 fee no less than 10 working days prior to the performance of any counsel service. Services pursuant to a contract not approved by the Bureau are in violation of the Act.

Consequently, please submit Pennsylvania registration documents, located at our website <http://www.dos.state.pa.us/char/site/default.asp>, copies of any and all current and expired contracts your company has or has had with charitable organizations operating in Pennsylvania, within 30 days from the date of this letter to my attention 212 North Office Building, Harrisburg, PA 17120. If you fail to respond by April 29, 2016, a CEASE AND DESIST ORDER will be issued.

I look forward to your prompt cooperation and thank you in advance for your time and attention to this important matter.

Sincerely,

Andrew D. McCole
Special Investigator





Commonwealth of Pennsylvania
Department of State
Bureau of Enforcement and Investigations
212 North Office Building
Harrisburg, Pennsylvania 17120
Telephone: (717) 787-0700

INVESTIGATIVE SUBPOENA

CERTIFIED MAIL

9171 9690 0935 0047 4700 92

To: Fawaz El Khoury
CMRK, Inc.
615 Railroad Drive
Northborough, MA 01532

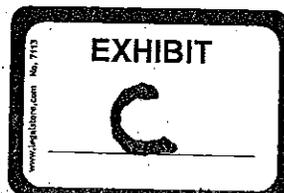
Re: 2016-98-00050 *PA 7/20/16*

GREETINGS:

In accordance with the Pennsylvania Solicitation of Funds for Charitable Purposes Act, 10 P.S. § 162.1 *et seq.*:

You are hereby commanded, setting aside all manner of business and excuses whatsoever, to produce and tender to Special Investigator Andrew D. McCole by April 30, 2016 the identified documents, which are relevant to the above matter presently under investigation and undetermined before the Bureau of Enforcement and Investigations:

1. The date your company first started providing professional fundraising services to St. Vincent de Paul of Baltimore soliciting contributions in Pennsylvania;
2. All current professional fundraising contracts your company has with St. Vincent de Paul of Baltimore, which are presently soliciting contributions in Pennsylvania;
3. All expired professional fundraising contracts your company has had with St. Vincent de Paul of Baltimore;



4. Location of every clothing bin your company has in regards to soliciting for St. Vincent de Paul of Baltimore;
5. All current professional fundraising contracts your company has with any Pennsylvania based non-profit or any non-profit that is soliciting in Pennsylvania, and the location of every clothing bin;
6. All expired professional fundraising contracts your company has had with any Pennsylvania based non-profit or any non-profit soliciting in Pennsylvania and the location of every clothing bin; and
7. Description of the clothing bin, including a picture, and the wording on the clothing bin for every Pennsylvania non-profit or non-profit soliciting in Pennsylvania your company currently has contract with, or has had a contract with.

And this you are not to omit under penalty, which may ensue.

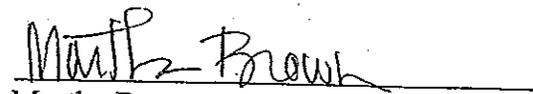
If your organization is unable to provide the information or documentation identified in this subpoena, please provide a written explanation as to why the organization is unable to provide the material.

Failure to comply with this subpoena may result in a Cease and Desist Order and a referral of this matter to the Bureau's Prosecuting Attorney for appropriate legal action.

WITNESS my hand and the official seal of the Secretary of the Commonwealth this 30th day of March 2016.




Thomas J. Weayer
Executive Deputy Secretary


Martha Brown
Counsel

CMRK, INC

15 RAILROAD DRIVE
NORTHBOROUGH, MA. 01532 USA
508-351-9000 / FAX 508-351-9001

RECEIVED
2016 APR 13 PM 12:43
DEPARTMENT OF STATE

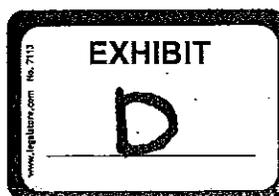
RE: 2016-98-00050

Upon receiving the Investigative Subpoena issued by the Pennsylvania Bureau of Enforcement and Investigations, it was brought to our attention that one or more of our collection bins located within the State of Pennsylvania was incorrectly labeled with the St. Vincent DePaul of Baltimore logo. This was an error on our part, and under no circumstances do we solicit for clothing donations on behalf of St. Vincent DePaul of Baltimore within the State of Pennsylvania.

Our supervisor who oversees operations within Pennsylvania, Maryland, and Virginia on behalf of CMRK, Inc. (Mr. Justin Campbell) was notified of this error on April 4, 2016. Over the course of three days, Mr. Campbell had his employees physically check each and every bin that CMRK, Inc. has placed within the State of Pennsylvania to A) discover which bins may have been affected by this error, and B) to rectify the issue by replacing any erroneous collection bins with containers displaying the correct signage (MADD of Pennsylvania).

After examining every collection bin, it was determined that one bin located at Chambersburg Crossing, Norland Ave, Chambersburg, PA was incorrectly labeled with the St. Vincent DePaul of Baltimore logo. The bin in question was immediately removed, and replaced with a container displaying the correct signage (MADD of Pennsylvania).

As per your request, I have attached a list of every address where CMRK, Inc. has placed a collection bin(s) on behalf of MADD of Pennsylvania. I have also enclosed a copy of Professional Fundraising Counsel Form BCO-150, and a reissued copy of our Professional Solicitor Bond with an expiration date of March 12, 2017. The original copy of this bond was invoiced on December



14, 2015, and sent to Pennsylvania Bureau of Charitable Organizations on January 12, 2016
(proof of renewal also attached).

Please feel free to contact me with any further questions regarding this matter.

Sincerely,

A handwritten signature in black ink, appearing to be 'DP' or 'Danielle Purchase', written in a cursive style.

Danielle Purchase
Director of Administration
CMRK, Inc.
15 Railroad Drive
Northborough, MA 01532
Dpurchase.cmrk@aol.com
508-351-1695

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
BUREAU OF CHARITABLE ORGANIZATIONS
207 NORTH OFFICE BUILDING
HARRISBURG, PA 17120

(717) 783-1720
1-800-732-0999 (WITHIN PA)
FAX (717) 783-6014

REGISTRATION STATEMENT FOR
PROFESSIONAL FUNDRAISING COUNSEL - FORM - BCO-150

INITIAL RENEWAL
(CHECK ONE ABOVE)

CERTIFICATE # 102176
(RENEWAL APPLICANTS ONLY)

FEE REMITTED \$250.00

1. Business name and address of the principal place of business of applicant:

CMRK, Inc.

FULL BUSINESS NAME

co

15 Railroad Drive	Northborough	MA	01532
STREET AND NUMBER	CITY	STATE	ZIP CODE
Worcester	508-351-9000	N/A	
COUNTY	TELEPHONE #	800 TELEPHONE #	

2. Any other names under which you conduct business:

3. Form of organization:

a. Corporation (State of Incorporation and Date) MA formed 6/1/1999 c. Individual
b. Partnership d. Other _____

4. If principal place of business is located outside Pennsylvania, do you have any offices in Pennsylvania?
Yes No If "Yes", attach address(es) and telephone number(s).

5. If "Yes" to any of the following you must register as a professional solicitor:

- (A) Will you at any time solicit contributions? Yes No
- (B) Will you have sole control and approval over the content and volume of any solicitations that are conducted by a charitable organization? Yes No
- (C) Will you at any time have custody or control of contributions? Yes No
- (D) Will your compensation be related to the amount of contributions received? Yes No

6. Attach a list of the names and residence addresses of all principals of the applicant, including officers, directors and owners.
An applicant formed as an individual is required to list his/her self as a principal.

7. Provide the name of all persons in charge of any counsel services. This includes those that provide counsel services and those that supervise.

The person who supervises solicitation activities in Pennsylvania is Justin Campbell, residential address: 1044 Arion

Park Road, Apt 123, Baltimore, MD 21229

8. If you answer "Yes" to any of the following, attach a list of related individuals with names and relationship. Are any owners, directors, officers or employees of the applicant related by blood, marriage or adoption to:

(A) Any other directors, officers, owners or employees of the applicant? Yes No

(B) Any officer, director, trustee or employee of any charitable organization under contract with applicant? Yes No

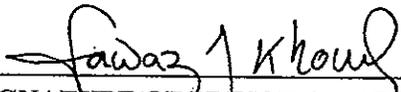
(C) Any supplier or vendor providing goods or services directly or indirectly to any charitable organization under contract with applicant? Yes No

9. Are all contracts with charitable organizations soliciting contributions from Pennsylvania residents on file with, and approved by, the Bureau as required by Section 162.8 (d) of the Solicitation of Funds for Charitable Purposes Act? Yes No Not Applicable . If "No", attach copies. File only those contracts regarding your providing of services with respect to a charitable organization's solicitation of contributions from Pennsylvania residents. Renewal registrants, should not re-file contracts previously filed and approved by the Bureau.

~~Item 10 need only be completed by initial registrants~~

10. Date organization first acted as a professional fundraising counsel with respect to a charitable organization's solicitation of contributions from Pennsylvania residents: 08 / 01 / 11 (If not applicable, please state such).

I certify that the information provided in this registration, including all statements and documentation is true and correct. I understand that the falsification of any statement or documentation is subject to criminal penalties for unsworn falsifications pursuant to 18 Pa. C.S. Sec. 4904.



SIGNATURE OF PRINCIPAL OFFICER OF
THE PROFESSIONAL FUNDRAISING COUNSEL

DATE 4-12-16

Fawaz El Khoury, President

TYPE OR PRINT NAME AND TITLE OF
PRINCIPAL OFFICER

CHECKLIST

- Registration Statement signed.
- Any attachments to Registration Statement.
- Any contracts not previously filed and approved.
- \$250 registration fee by check or money order made payable to the Commonwealth of Pennsylvania.

Officers, Directors, and Shareholders of CMRK, Inc.

Fawaz El Khoury
10 Eli Whitney Street
Westborough, MA 01581

President, Treasurer, Secretary, Sole Director, Sole Shareholder of the Registrant CMRK, Inc.

Commonwealth of Pennsylvania



Department of State Bureau of Corporations and Charitable Organizations

Certificate of Registration

No. 102176

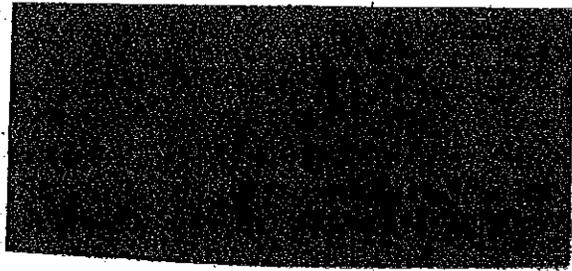
*This is to certify that **CMRK, Inc.** is registered as a Professional Solicitor with the Department of State, Bureau of Corporations and Charitable Organizations under The Solicitation of Funds for Charitable Purposes Act, 10 P.S. § 162.1 et seq., and is authorized to solicit contributions on behalf of charitable organizations provided that written contracts with the charitable organizations have been filed with, and approved by the Bureau. This professional solicitors bond expires 3/12/2016 and must be renewed by that date to maintain a valid registration.*

This certificate is not to be used as identification, nor does it constitute an endorsement.

Pedro A. Contes

Acting Secretary of the Commonwealth

THIS CERTIFICATE EXPIRES: 4/1/2015



January 12, 2016

Fawaz El Khoury
15 Railroad Dr
Northborough, MA 01532

RE: \$25,000.00 PA Professional Solicitor

Fawaz El:

I appreciate your continued trust in myself and SuretyBonds.com for all of your bonding needs!

<u>Bond Number</u>	<u>Expiration Date</u>	<u>Renew?</u>
10010026H	3/12/17	YES

The bond referenced above has been successfully renewed through the next term and is continuous until canceled. This means your bond will remain in full force and effect until the surety company notifies the obligee of cancellation due to nonpayment or some other cause. No further action is required of you at this time.

Our Commitment to You

SuretyBonds.com works with more than 25 of the nation's largest surety companies to ensure you receive the best pricing available for your bond. I will begin quoting any renewals for you 90 days before your bond's expiration date.

To ensure fast and accurate service, please notify us of any changes in:

- ownership
- mailing/business address
- email address
- phone number

With this information I can notify you of any changes in your bonding requirements and ensure you receive any future renewal notices without delay.

As always, feel free to call me at 1 (800) 308-4358 *any* time you have a question or need help with your current or future bonding needs.

Sincerely,

Matt Bocklage
Surety Bond Account Manager

Surety Bonds.com
3514 Interstate 70 Drive SE
Columbia MO 65201
Phone: (800) 308-4358

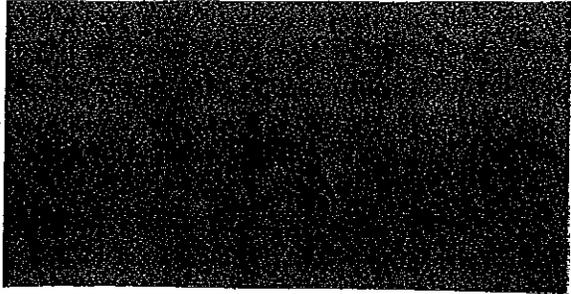
INVOICE



CMRK, INC
Fawaz El Khoury
15 Railroad Dr
Northborough MA 01532

Invoice #:	31409
Date:	December 14, 2015
Balance Due (USD):	\$0.00
PO #:	MB

Item	Description	Unit Cost (\$)	Quantity	Price (\$)
Renewal	Pennsylvania - Professional Solicitor (expires on 3/12/17)	250.00	1	250.00
Subtotal:				250.00
Total:				250.00
Amount Paid:				-250.00
Balance Due (USD):				\$0.00
Invoices shall be paid 30 days before the expiration of your surety bond to avoid any lapse in coverage.				



April 8, 2016

Fawaz El Khoury
 15 Railroad Dr
 Northborough, MA 01532

RE: \$25,000.00 PA Professional Solicitor

Fawaz El:

I appreciate your continued trust in myself and SuretyBonds.com for all of your bonding needs!

<u>Bond Number</u>	<u>Expiration Date</u>	<u>Renew?</u>
10010026H	3/12/17	YES

The bond referenced above has been successfully renewed. You must file the original bond with the obligee to remain in good standing with compliance requirements.

Your Renewal Bond Instructions

- Review entire document to ensure all fields are filled out fully and accurately.
- Principal(s) must sign and date where indicated.
- Properly signed and sealed document must be physically filed with obligee requiring the bond.

Our Commitment to You

SuretyBonds.com works with more than 25 of the nation's largest surety companies to ensure you receive the best pricing available for your bond. I will begin quoting any renewals for you 90 days before your bond's expiration date.

To ensure fast and accurate service, please notify us of any changes in:

- ownership
- email address
- mailing/business address
- phone number

With this information I can notify you of any changes in your bonding requirements and ensure you receive any future renewal notices without delay.

As always, feel free to call me at 1 (800) 308-4358 *any* time you have a question or need help with your current or future bonding needs.

Sincerely,

Matt Bocklage
 Surety Bond Account Manager

3514 I-70 Drive SE • COLUMBIA, MO 65201
 phone 800.308.4358 • fax 573.303.0131
 WWW.SURETYBONDS.COM

(Rev.1-03)

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
BUREAU OF CHARITABLE ORGANIZATIONS
207 NORTH OFFICE BUILDING
HARRISBURG, PA 17120

(717) 783-1720
1-800-732-0999 (WITHIN PA)
FAX (717) 783-6014

Bond No. 10010026H

BOND - FORM BCO-160

BE IT KNOWN, That the applicant for registration,

CMRK, INC

NAME OF APPLICANT

a/an Corporation

INDIVIDUAL, ASSOCIATION, PARTNERSHIP OR CORPORATION

with business located at 15 Railroad Dr

STREET

Northborough

MUNICIPALITY

Worcester

MA

01532

COUNTY

STATE

ZIP CODE

as PRINCIPAL, and Hudson Insurance Company

NAME OF SURETY COMPANY

with principal office located at 100 William Street, 5th Floor

STREET

New York

New York

NY

10038

MUNICIPALITY

COUNTY

STATE

ZIP CODE

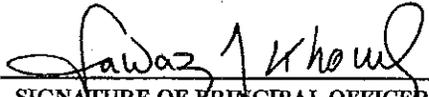
as SURETY, are held and firmly bound unto the Commonwealth of Pennsylvania for the use of the Secretary, Attorney General and any person having a cause of action against the principal as defined in the Pennsylvania Solicitation of Funds for Charitable Purposes Act, 10 P.S. §162.1 *et seq.*, in the sum of Twenty-five Thousand Dollars (\$25,000), lawful money of the United States of America, to be paid to the said Commonwealth, its certain attorney or assigns, to which payment well and truly to be made, we do hereby bind ourselves, jointly and severally, our heirs, executors, administrators, successors and assigns firmly by these presents.

BECOMES EFFECTIVE this 13th day of March, 2016
EXPIRES one year from date.

WHEREAS, the above bounded Principal desires to operate as a Professional Solicitor under the provisions of the Pennsylvania Solicitation of Funds for Charitable Purposes Act, 10 P.S. §162.1 *et seq.*, and the rules and regulations adopted pursuant thereto;

NOW THEREFORE, the condition of this obligation is such that if upon and after the issuance of such registration the above bounded Principal shall fully and faithfully observe the provisions of all the laws of this Commonwealth and the rules and regulations promulgated by the Bureau of Charitable Organizations, Commonwealth of Pennsylvania, as a Professional Solicitor, then this obligation shall be void; otherwise, it shall remain in full force, virtue and effect.

And the obligors, jointly and severally, for themselves, their heirs, executors, administrators, successors and assigns, do agree with the Commonwealth of Pennsylvania that upon violation of any provisions of the said Solicitation of Funds for Charitable Purposes Act, 10 P.S. § 162.1 *et seq.*, and the rules and regulations promulgated by the Bureau of Charitable Organizations, said Bond up to the full amount shall be due and payable.

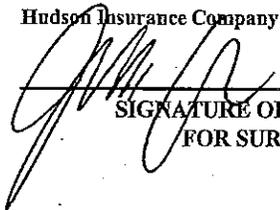


SIGNATURE OF PRINCIPAL OFFICER
FOR PROFESSIONAL SOLICITOR

DATE 4-12-16

FAWAZ EL KHOURY, PRESIDENT
TYPE OR PRINT NAME AND TITLE OF
PRINCIPAL OFFICER FOR PROFESSIONAL SOLICITOR

Hudson Insurance Company



SIGNATURE OF ATTORNEY-IN-FACT
FOR SURETY COMPANY

DATE 04/08/2016

Joshua Kayser

TYPE OR PRINT NAME OF ATTORNEY-IN-FACT
FOR SURETY COMPANY

(Certified Copy of Power-of-Attorney nominating, constituting and appointing said Attorney-in-Fact for said Surety Company must be attached hereto. Date of certification and date of execution of Bond must agree).



POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That HUDSON INSURANCE COMPANY, a corporation of the State of Delaware, with offices at 100 William Street, New York, New York, 10038, has made, constituted and appointed, and by these presents, does make, constitute and appoint

Joshua Kayser

of the State of MO

its true and lawful Attorney(s)-in-Fact, at New York, New York, each of them alone to have full power to act without the other or others, to make, execute and deliver on its behalf, as Surety, bonds and undertakings given for any and all purposes, also to execute and deliver on its behalf as aforesaid renewals, extensions, agreements, waivers, consents or stipulations relating to such bonds or undertakings provided, however, that no single bond or undertaking shall obligate said Company for any portion of the penal sum thereof in excess of the sum of

Twenty Five Thousand Dollars (\$25,000.00)

Such bonds and undertakings when duly executed by said Attorney(s)-in-Fact, shall be binding upon said Company as fully and to the same extent as if signed by the President of said Company under its corporate seal assisted by its Secretary.

In Witness Whereof, HUDSON INSURANCE COMPANY has caused these presents to be of its Executive Vice President thereunto duly authorized, on this 31st day of October, 2013 at New York, New York.



Dina Daskalakis
Corporate Secretary

STATE OF NEW YORK
COUNTY OF NEW YORK: SS

HUDSON INSURANCE COMPANY

By
Christopher T. Suarez
Executive Vice President

On the 31st day of October, 2013, before me personally came Christopher T. Suarez to me known, who being by me duly sworn did depose and say that he is an Executive Vice President of HUDSON INSURANCE COMPANY, the corporation described herein and which executed the above instrument, that he knows the seal of said Corporation, that the seal affixed to said instrument is such corporate seal, that it was so affixed by order of the Board of Directors of said Corporation, and that he signed his name thereto by like order.

(Notarial Seal)



ANN M. MURPHY
Notary Public, State of New York
No. 01N01607553
Qualified in Nassau County
Commission Expires December 10, 2017

CERTIFICATION

STATE OF NEW YORK
COUNTY OF NEW YORK

The undersigned Dina Daskalakis hereby certifies:

That the original resolution, of which the following is a true and correct copy, was duly adopted by unanimous written consent of the Board of Directors of Hudson Insurance Company dated July 27, 2007, and has not since been revoked, amended or modified.

RESOLVED, that the President, the Executive Vice Presidents, the Senior Vice Presidents and the Vice Presidents shall have the authority and discretion, to appoint such agent or agents, or attorney or attorneys-in-fact, for the purpose of carrying on this Company's surety business, and to empower such agent or agents, or attorney or attorneys-in-fact, to execute and deliver, under this Company's seal or otherwise, bonds obligations, and recognizances, whether made by this Company as surety thereon or otherwise, indemnity contracts, contracts and certificates, and any and all other contracts and undertakings made in the course of this Company's surety business, and renewals, extensions, agreements, waivers, consents or stipulations regarding indentures so made, and

FURTHER RESOLVED, that the signature of any such Officer of the Company and the Company's seal may be affixed by facsimile to any power of attorney or certification given for the execution of any bond, undertaking, recognizance, contract of indemnity or other written obligation in the nature thereof or related thereto, such signature and seal when so used whether heretofore or hereafter, being hereby adopted by the Company as the original signature of such officer and the original seal of the Company, to be valid and binding upon the Company with the same force and effect as though manually affixed.

THAT the above and foregoing is a full, true and correct copy of Power of Attorney issued by said Company, and of the whole of the original and that the said Power of Attorney is still in full force and effect and has not been revoked, and furthermore that the Resolution of the Board of Directors, set forth in the said Power of Attorney is now in force.

Witness the hand of the undersigned and the seal of said Corporation this 8TH day of APRIL, 2016



Form No. 108 2010 (v1)

Dina Daskalakis, Corporate Secretary



Commonwealth of Pennsylvania
Department of State
Bureau of Enforcement and Investigations
212 North Office Building
Harrisburg, Pennsylvania 17120
Telephone: (717) 787-0700

INVESTIGATIVE SUBPOENA

CERTIFIED MAIL

5171 9690 0935 0047 4700 92

To: Fawaz El Khoury
CMRK, Inc.
615 Railroad Drive
Northborough, MA 01532

Re: 2016-98-00050

GREETINGS:

In accordance with the Pennsylvania Solicitation of Funds for Charitable Purposes Act, 10 P.S. § 162.1 *et seq.*:

You are hereby commanded, setting aside all manner of business and excuses whatsoever, to produce and tender to Special Investigator Andrew D. McCole by April 30, 2016 the identified documents, which are relevant to the above matter presently under investigation and undetermined before the Bureau of Enforcement and Investigations:

1. The date your company first started providing professional fundraising services to St. Vincent de Paul of Baltimore soliciting contributions in Pennsylvania;
2. All current professional fundraising contracts your company has with St. Vincent de Paul of Baltimore, which are presently soliciting contributions in Pennsylvania;
3. All expired professional fundraising contracts your company has had with St. Vincent de Paul of Baltimore;

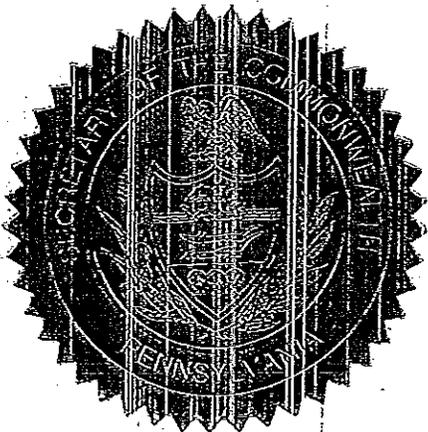
4. Location of every clothing bin your company has in regards to soliciting for St. Vincent de Paul of Baltimore;
5. All current professional fundraising contracts your company has with any Pennsylvania based non-profit or any non-profit that is soliciting in Pennsylvania, and the location of every clothing bin;
6. All expired professional fundraising contracts your company has had with any Pennsylvania based non-profit or nay non-profit soliciting in Pennsylvania and the location of every clothing bin; and
7. Description of the clothing bin, including a picture, and the wording on the clothing bin for every Pennsylvania non-profit or non-profit soliciting in Pennsylvania your company currently has contract with, or has had a contract with.

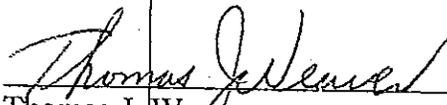
And this you are not to omit under penalty, which may ensue.

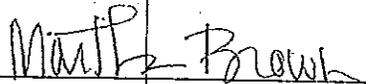
If your organization is unable to provide the information or documentation identified in this subpoena, please provide a written explanation as to why the organization is unable to provide the material.

Failure to comply with this subpoena may result in a Cease and Desist Order and a referral of this matter to the Bureau's Prosecuting Attorney for appropriate legal action

WITNESS my hand and the official seal of the Secretary of the Commonwealth
this 30th day of March 2016.




Thomas J. Weayer
Executive Deputy Secretary


Martha Brown
Counsel



COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

OFFICE OF THE
SECRETARY OF THE COMMONWEALTH

BUREAU OF CHARITABLE ORGANIZATIONS
SPECIAL INVESTIGATIONS UNIT
212 NORTH OFFICE BUILDING
HARRISBURG, PA 17120
717-787-0700
1-800-732-0999

March 29, 2016

CERTIFIED MAIL

9171 9690 0935 0047 4700 85

Fawaz El Khoury
CMRK, Inc.
615 Railroad Drive
Northborough, MA 01532

RE: 2016-98-00050

The Pennsylvania Bureau of Charitable Organizations has received information that your company has conducted solicitation campaigns in Pennsylvania on behalf of charitable organizations without being registered and not having approved contracts on file.

Pursuant to Section 162.9(e) of the Act, a professional solicitor must file with the Bureau a copy of the written contract between the charitable organization and the professional solicitor, a written solicitation notice (Form BCO-170) and \$250 fee, no less than 10 working days prior to the commencement of any solicitation activity. Solicitation or services pursuant to a contract not approved by the Bureau is a violation of the Act.

Pursuant to Section 8(d) of the Act, a professional fundraising counsel must file with the Bureau a copy of the written contract between the charitable organization and the professional fundraising counsel, a written solicitation notice (Form BCO-150) and \$250 fee no less than 10 working days prior to the performance of any counsel service. Services pursuant to a contract not approved by the Bureau are in violation of the Act.

Consequently, please submit Pennsylvania registration documents, located at our website <http://www.dos.state.pa.us/char/site/default.asp>, copies of any and all current and expired contracts your company has or has had with charitable organizations operating in Pennsylvania, within 30 days from the date of this letter to my attention 212 North Office Building, Harrisburg, PA 17120. If you fail to respond by April 29, 2016, a CEASE AND DESIST ORDER will be issued.

I look forward to your prompt cooperation and thank you in advance for your time and attention to this important matter.

Sincerely,

Andrew D. McCole
Special Investigator

Commonwealth of Pennsylvania



Department of State

Bureau of Corporations and Charitable Organizations

Certificate of Contract Registration

Contract No. 1

This is to certify that the contract commencing 5/1/2011 and terminating 5/1/2016 between the Charitable Organization Mothers Against Drunk Driving - Pennsylvania, State Office and the Professional Solicitor CMRK, Inc. has been filed with, and approved by, the Department of State, Bureau of Corporations and Charitable Organizations as required by The Solicitation of Funds for Charitable Purposes Act, 10 P.S. § 162.1 et seq.

Professional solicitor is authorized to solicit contributions on behalf of this charitable organization under the conditions and limitations set forth in the Act provided the charitable organization is registered or exempt from the registration. Please note that registration as a professional solicitor expires 4/1/2015 and bond Expires 3/12/2015 and may require renewal by said date in order to maintain valid registration if either registration or bond expires prior to contract termination date.

This certificate is not to be used as identification, nor does it constitute an endorsement.

A handwritten signature in cursive script, appearing to read "Carol A. Little".

Secretary of the Commonwealth

THIS CERTIFICATE EXPIRES: 5/1/2016

FIRST AMENDMENT TO LICENSING AGREEMENT

This First Amendment to the Licensing Agreement original dated May 1, 2011, is hereby made to be effective this 25th day of April, 2014 by and between CMRK, INC., a Massachusetts corporation, with its principal place of business 15 Railroad Drive, Northborough, Massachusetts 01532 (the "Company") and Mothers Against Drunk Driving, a District of Columbia non-profit corporation, 511 E. John Carpenter Freeway, Suite 700, Irving, Texas 75032 ("MADD").

WHEREAS, MADD is a duly qualified non-profit organization in good standing under the laws of the State of Tennessee and is a registered 501(c)(3) non-profit organization as defined by the United States Internal Revenue Code; and

WHEREAS, The charitable mission of Mothers Against Drunk Driving is to stop drunk driving, support the victims of this violent crime and prevent underage drinking; and

WHEREAS, the Company is experienced in the business of operating collection programs for clothing, shoes and various household goods by selling collected goods into various territories of the world; and

WHEREAS, the Company desires to support Mothers Against Drunk Driving and its charitable mission;

NOW THEREFORE, and in consideration of mutual promises and warranties set forth herein and below, the parties hereto agree to the First Amendment to the Licensing Agreement, as follows:

1. Collection of Goods. The parties hereby acknowledge that under the laws of the Commonwealth of Pennsylvania, the parties are required to agree to a guaranteed minimum percentage of the gross receipts from contributions that will be remitted by the professional solicitor to the charitable organization, and the percentage of the gross receipts which will be retained by the professional solicitor. The parties acknowledge that because the contributions will be in the form of donations of clothing and shoes, and not money, and the amount to be remitted by CMRK to MADD is an annual minimum license fee of \$10,000, the percentage of gross receipts remitted to the charity will vary. Notwithstanding the foregoing, CMRK hereby guarantees that a minimum of ten percent (10%) of the gross receipts from contributions will be remitted to MADD on a monthly basis.

CMRK, Inc.

73 PA. MADD Locations

- 1) Lawrence Park Center - 594 Lawrence Road Broomall, PA. 19008. 2 Bins
- 2) Wynnewood Shopping Center - 50 East Wynnewood road, Wynnewood, PA. 19096. 2 Bins
- 3) Bala-Cynwyd Shop Center - 408 East City Ave, Bala-Cynwyd, PA. 19014. 2 Bins
- 4- Andorra Shopping Center - 701 East Cathedral Rd Philadelphia, PA. 19128. 3 Bins
- 5- Flourtown Shopping Center - 1842 Bethlehem Pike Flourtown, PA. 19031. 2 Bins
- 6- Town Center of New Britain - 197 Francis Meyers Rd, Doylestown, PA. 18901. 2 Bins
- 7- Citgo - 1770 Southeastern Rd, Doylestown, PA. 18901. 1 Bin
- 8- Exxon - 5300 New Falls Rd, Levittown, PA. 19056. 1 Bin
- 9- S&P OIL Corp. - 7000 Bristol Pike, Levittown, PA. 19056. 1 Bin
- 10- S&P OIL Corp - 8029 Bristol Pike, Levittown, PA. 19056. 1 Bin
- 11- Willow Grove Shop Center - 144 Easton Road, Willow Grove, PA. 19090. 2 Bins
- 12- Langhorne Square Shopping - 1591 East Lincoln Hwy, Levittown, PA. 19056. 2 Bins
- 13- BP - 912 Street Road, South Hampton, PA. 18966. 1 Bin
- 14- SHELL - 8601 New Falls RD, Levittown, PA. 19054. 1 Bin
- 15- Lukoil - 720 EAST Lincoln Highway, Langhorne, PA. 19047. 1 Bin
- 16- LUKOIL - 12001 Roosevelt Blvd, Philadelphia, PA. 19154. 1 Bin
- 17- Northeast Shopping Center - 9173 Roosevelt Boulevard, Philadelphia, PA. 19114. 2 Bins
- 18- Columbus Crossing - 1851 S. Christopher Columbus Blvd, Philadelphia, PA. 5 Bins
- 19- Creekview Plaza - 425 Easton Road, Warrington, PA. 2 Bins
- 20- Monroe Marketplace - 330 Marketplace Blvd, Selinsgrove, PA. 17870. 3 Bins
- 21- Blue Mountain Commons - 2400 Linglestown Road, Harrisburg, PA. 17110. 2 Bins
- 22 Bumble Bee Hollow - 4201 Linglestown Road, Harrisburg, PA. 17112. 1 Bin
- 23 York Market Place - 2415 East Market St, York, Pa. 2 Bins
- 24 Exeter Commons - 4301 Perkimen Ave, Reading, Pa. 2 Bins
- 25 Smokes to Go - 3901 Jonestown Road, Harrisburg, PA. 17109. 1 Bin

- 26 Hollywood Dry Cleaners - 3701 Walnut Street, Harrisburg, PA. 17109. 1 Bin
- 27 Herra Market - 1406 River Road, Marietta, PA. 17547. 1 Bin
- 28 Mount Joy Sunoco - 2204 West Main St, Mount Joy, PA. 17552. 1 Bin
- 29 Moyer's Furniture - 1105 West Main Street, Mt. Joy, PA. 17552. 1 Bin
- 30 New City Mart - 150 Carlisle St, Gettysburg, PA. 17325. 1 Bin
- 31 Exxon - 960 Old Harrisburg Road, Gettysburg, PA. 17325. 1 Bin
- 32 Little Italy - 3585 Chambersburg Rd, Biglersville, PA, 17307. 1 Bin
- 33 Academy of Martial Arts - 1020 Orrstown Road, Shippensburg, PA. 17257. 1 Bin
- 34 American Heroes - 872 Harrisburg Pike, Carlisle, PA. 17013. 1 Bin
- 35 Stan's Beverage - 75 Ashland Ave, Carlisle, PA. 17013. 1 Bin
- 36 Chambersburg Crossing - 945 Norland Ave, Chambersburg, PA. 17201. 2 Bins
- 37 Wayne Ave Plaza - 933 Wayne Ave, Chambersburg, PA. 17201. 2 Bins
- 38 Evergreen Rest - 5510 Carlisle Pike, Mechanicsburg, PA. 17050. 1 Bin
- 39 Sunoco - 2044 W Main Street, Mt Joy, PA. 17552. 1 Bin
- 40 Discount Auto - 795 Leffler Ct, Columbia, PA. 17512. 1 Bin
- 41 West Manchester Diner - 930 Carlisle Road, York, PA. 17404. 1 Bin
- 42 West Market St Plaza - 1200 W Market St, York, PA. 17404. 2 Bins
- 43 Exxon - 1000 W Market Street, York, PA. 17404. 1 Bin
- 44 Route 30 Seafood - 6586 Lincoln Hwy W, Thomasville, PA. 17364. 1 Bin
- 45 Markle Tobacco - 7444 Lincoln Hwy, Abbottstown, PA. 17301. 1 Bin
- 46 Hogestown Grill & Deli - 6573 Carlisle Pike, Mechanicsburg, PA. 17050. 1 Bin
- 47 Wee Care Best - 1170 High Street, Hanover, PA. 17331. 1 Bin
- 48 The Landing Restaurant - 612 Fredrick Street, Hanover, PA. 17331. 1 Bin
- 49 Shell - 2633 Baltimore Pike, Hanover, PA. 17331. 1 Bin
- 50 Shell - 400 N Queen St, Littlestown, PA. 1 Bin

50 locations

73 bins



Smadd
Program

Warning!

Do not donate
to this bin
if you are
not a resident
of the
community.

Thank you
for your donation

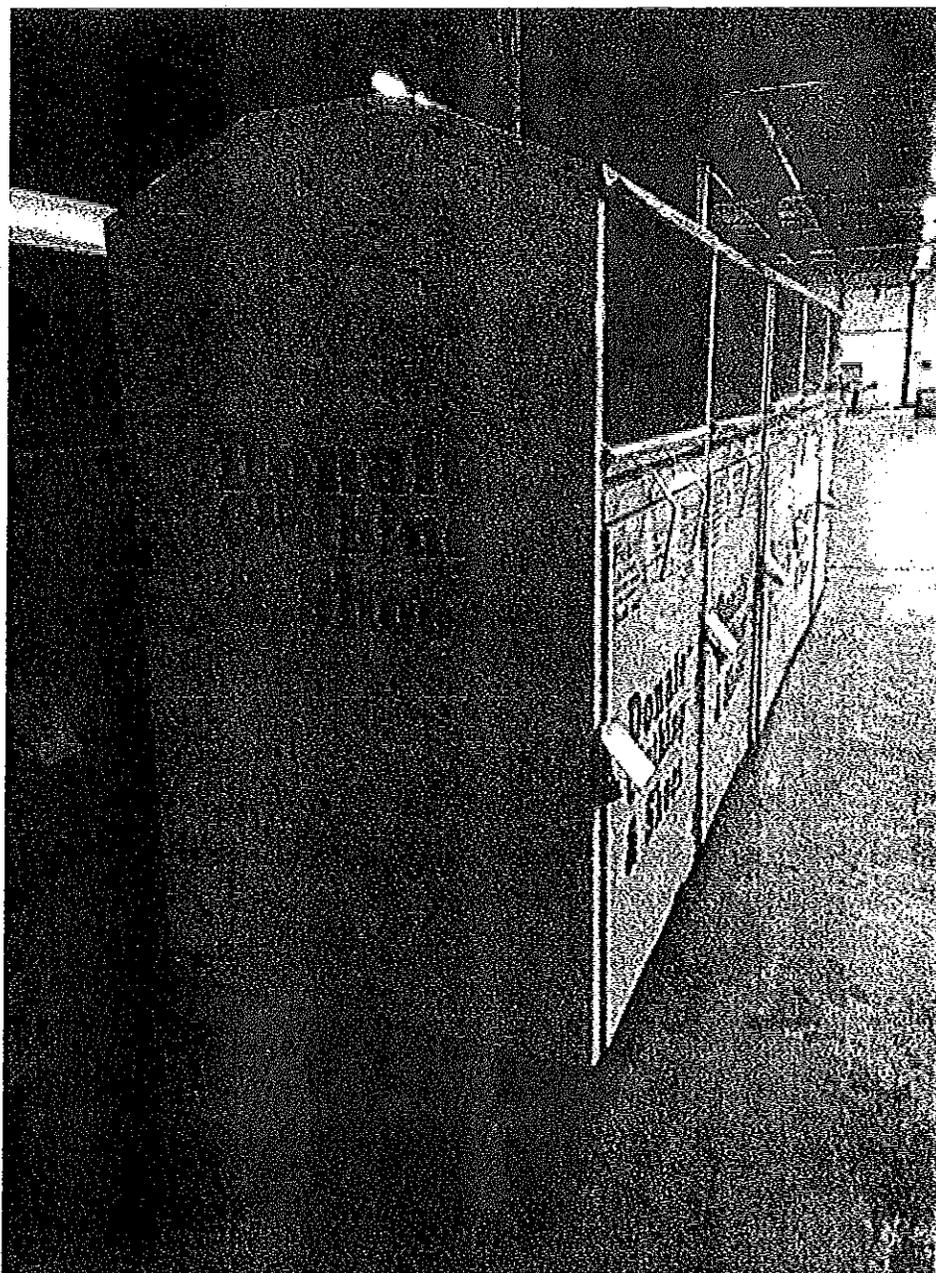
Please!

Do not leave
donated items
in the bin
if you are
not a resident
of the community.
Thank you!

**Donate
Clothing
& Shoes**

Warn!

Do not donate
to this bin
if you are
not a resident
of the
community.





IN THE MATTER OF
CMRK, INC.
File No. 16-98-07462

ORDER

AND NOW, this 29th day of NOVEMBER 2016, the foregoing Consent Agreement is hereby approved and the terms set forth in paragraph 7 are hereby adopted and incorporated herein as the Order of the Secretary of the Commonwealth, now issued in resolution of this matter.

THIS ORDER shall take effect immediately.

BY ORDER:

Handwritten signature of Pedro A. Cortés in cursive script.

Pedro A. Cortés
Secretary of the Commonwealth

For the Commonwealth:

Caroline A. Bailey, Esquire
306 North Office Building
401 North Street
Harrisburg, PA 17120

For Respondent:

Fawaz El Khoury, President
CMRK, Inc.
15 Railroad Drive
Northborough, MA 01532