THE SECURITIES ACT)	Order No. 5724
)	
Section 148(1))	June 23, 2008

Franchise Services of North America Inc.

WHEREAS:

- (A) The securities of Franchise Services of North America Inc. (the "Company") are subject to a cease trade order dated February 20, 2008 made by The Manitoba Securities Commission (the "Commission") under section 148(1) of *The Securities Act* (Manitoba) (the "Act") (the "Cease Trade Order") ordering that trading in the securities of the Company cease until further ordered by the Commission;
- **(B)** The Company has applied to the Commission for a revocation of the Cease Trade Order pursuant to section 148(1) of the Act;
- (C) The Company has represented to the Commission that:
 - 1. The Company was incorporated under the *Canadian Business Corporations Act* on August 27, 1998.
 - 2. The Company is a reporting issuer in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, and Nova Scotia.
 - 3. The Company's authorized capital includes an unlimited number of common shares ("Common Shares") and an unlimited number of preferred shares of which 62,820,426 Common Shares were issued and outstanding as at February 25, 2008.
 - 4. The Common Shares are listed on the TSX Venture Exchange.
 - 5. The Cease Trade Order was issued against the Company because the Company failed to file its annual audited financial statements for the year ended September 30, 2007 by January 28, 2008 as required under the Act.
 - 6. The Company is also subject to cease trade orders issued by the British Columbia Securities Commission ("BCSC"), the Alberta Securities Commission ("ASC") and the Ontario Securities Commission ("OSC") and has concurrently applied to the BCSC, ASC and OSC for revocations of these cease trade orders.
 - 7. The Company has now filed its annual audited financial statements for the year ended September 30, 2007, its interim unaudited financial statements for the periods ended December 31, 2007 and March 31, 2008 and related management's discussion and analysis and certifications with the Commission.

- 8. The Company has paid all outstanding filing fees, is up to date in its continuous disclosure obligations, and is not in default of any of the provisions of the Act or the regulations made under the Act.
- (D) In view of the forgoing, I am of the opinion that that it would not be prejudicial to the public interest to revoke the Cease Trade Order.

I HEREBY ORDER pursuant to a delegation to me by the Commission under subsection 4(1) of the Act of the powers in that behalf:

1. **THAT** pursuant to section 148(1) of the Act, the Cease Trade Order is hereby revoked.

"R. B. Bouchard" DIRECTOR