ADMINISTRATIVE PROCEEDING
BEFORE THE
SECURITIES COMMISSIONER OF MARYLAND

In the Matter of:	*	
MYDOJO MARTIAL ARTS AND FITNESS LIMITED LIABILITY COMPANY, d.b.a. MYDOJO MARTIAL ARTS,	* * *	
and	*	Case Number 2025-0259
VINCENT HOLMES,	*	
Respondents,	*	

* * * * * * * * * * * * *

SUMMARY ORDER TO CEASE AND DESIST
AND ORDER TO SHOW CAUSE

WHEREAS, the Securities Division of the Office of the Attorney General of Maryland (the "Securities Division") initiated an investigation into the franchise-related activities of MyDojo Martial Arts and Fitness Limited Liability Company, d.b.a. MyDojo Martial Arts, and Vincent Holmes (collectively "Respondents") under the authority granted under the Maryland Franchise Registration and Disclosure Law, MD. BUS. REG. CODE ANN. §§14-201 et seq. (2024 Repl. Vol.) (the "Maryland Franchise Law"); and

WHEREAS, as a result of that investigation, the Maryland Securities Commissioner (the "Securities Commissioner") has found grounds to allege that Respondents violated and may continue to violate the registration, disclosure, and anti-fraud provisions of the Maryland Franchise Law in relation to offers to sell and sales of MyDojo Martial Arts franchises; and

WHEREAS, the Securities Commissioner has determined that immediate action against Respondents is in the public interest;

NOW, THEREFORE, pursuant to section 14-210 of the Maryland Franchise Law, it is hereby:

ORDERED, that Respondents immediately cease and desist from the offer to sell or sale of any MyDojo Martial Arts franchise in or from Maryland and to any Maryland residents, pending a hearing in this matter or until such time as the Securities Commissioner modifies or rescinds this Order; and

IT IS FURTHER ORDERED, that each Respondent show cause why a final order should not be entered against that person, ordering that person to permanently cease and desist from offering or selling MyDojo Martial Arts franchises in violation of the Maryland Franchise Law.

The Securities Commissioner alleges the following as a basis for this Order:

I. JURISDICTION

1. The Securities Commissioner has jurisdiction in this proceeding and over Respondents pursuant to sections 14-210(a), 14-203(a) and 14-203(b) of the Maryland Franchise Law.

II. STATEMENT OF FACTS

A. Respondents

2. MyDojo Martial Arts and Fitness Limited Liability Company ("MyDojo") is a Maryland limited liability company doing business as MyDojo Martial Arts with a principal business address of 16701 Melford Blvd, Suite 400, Bowie, MD 20715.

3. MyDojo specializes in martial arts training suitable for all ages, focusing on overall fitness for the entire family, under the name "MyDojo Martial Arts."

4. MyDojo also offers and sells licenses for a MyDojo Martial Arts studio that offers martial

arts training.

5. The Internet website www.mydojomartialarts.com ("MyDojo website") has promoted the sale of MyDojo Martial Arts businesses to individuals that are "interested in running [their] own studio alongside MyDojo."

6. The MyDojo website stated that MyDojo had eight locations in five states.

7. The MyDojo website stated that there were two MyDojo outlets located in Maryland (Lansdowne and Upper Marlboro).

8. Vincent Holmes ("Holmes") represents himself as the CEO and owner of MyDojo.

9. Upon information and belief, Holmes is a martial arts coach who is (or, during the time periods relevant to the activities described in Part B "Offer and Sale of Unregistered Franchise in Maryland" below, was) a resident of Maryland.

10. As of as of December 1, 2025, there is a registration pending with the U.S. Patent and Trademark Office for the "MYDOJO" trademark by Studio Sites, Inc, a New York corporation with a principal business address of 178 Columbus Avenue #237190, New York, NY 10023.

11. The previous owner of the "MYDOJO" trademark was MyDojo Marketing, LLC, a Texas limited liability company with a principal business address of 1600 Keystone Drive Friendswood, TX 77546. Holmes is listed on the Texas Comptroller website as the registered agent for MyDojo Marketing, LLC with a mailing address of 1600 Keystone Drive Friendswood, TX 77546.

12. According to the U.S. Patent and Trademark Office, the "MYDOJO" trademark was registered on May 16, 2017 and cancelled on December 1, 2023 because the registrant did not file required documentation.

B. Offer and Sale of Unregistered Franchise in Maryland

13. "Prisca O," a resident of Maryland, entered into the following license agreements with MyDojo (each, a "License Agreement") for the right to own and operate a business of martial arts schools under the name "MyDojo Martial Arts":

a) on or around April 26, 2023 for the right to own and operate a MyDojo Martial Arts business located in Baltimore, MD;

b) on or around September 22, 2023 for the right to own and operate a MyDojo Martial Arts business located at 9025 S Texas 6, Houston, TX 77083;

c) on or around October 4, 2023 for the right to own and operate a MyDojo Martial Arts business located at 327 Montrose Ave, Laurel, MD 20707; and

d) on or around October 12, 2023 for the right to own and operate a MyDojo Martial Arts business located at 2970 Belcrest Center Dr, Hyattsville, MD 20782.

14. Each License Agreement was signed by Holmes, as CEO of MyDojo.

15. Each License Agreement was for a MyDojo Martial Arts licensed outlet to be located inside an L.A. Fitness health club.

16. Under each License Agreement, Prisca O agreed to pay MyDojo an initial license fee of $50,000 and an ongoing royalty to MyDojo of 35% per month.

17. Under each License Agreement, Prisca O agreed to pay Fitness International, LLC 5% of the overall monthly gross.

18. Fitness International, LLC or its subsidiary owns and operates the L.A. Fitness and other health club brands.

19. The License Agreements granted Prisca O the right to use certain trade names, service marks, trademarks, and logos, including the mark "MyDojo Martial Arts."

20. Under the License Agreements, MyDojo was to provide quality control of the MyDojo Martial Arts business (including by periodic inspections of the facilities).

21. Under the License Agreements, MyDojo was responsible for personnel, including managing the instructors, paying the salaries, wages, and other benefits due to the employees, and maintaining the liability and workers compensation insurance for each licensed facility.

22. Under the License Agreements, MyDojo was also responsible for providing setup and launch support during the 45-day pre-enrollment period and ongoing marketing support, including online sales funnel website and landing page creation, integrated lead technology, and continued technological progression to add to the curriculum, member management system, and overall daily operations.

23. Under the License Agreements, MyDojo was responsible for paying the rent of the licensed facility to L.A. Fitness if monthly gross revenues were below $20,000.

24. Under the License Agreements, Prisca O (the licensee) was responsible for paying the rent of the licensed facility to L.A. Fitness if monthly gross revenues were $20,000 or greater.

25. The License Agreements were not signed by L.A. Fitness.

26. Upon information and belief, MyDojo managed all aspects of the relationship with L.A. Fitness with respect to the licensed facility space(s).

27. Prior to entering into the License Agreements, Prisca O had frequent contact with Holmes to discuss the business model of MyDojo.

28. Prior to entering into the License Agreements, MyDojo represented to Prisca O that 65% of open MyDojo Martial Arts outlets earned $20,000 of profit monthly.

29. Prior to entering into the License Agreements, MyDojo represented to Prisca O that an open MyDojo Martial Arts outlet in Dallas was successful.

30. Under the License Agreements, Prisca O agreed to operate her MyDojo Martial Arts outlets in conformity with quality standards and specifications that MyDojo required.

31. Prisca O received operational specifications through weekly virtual meetings held by

MyDojo and from MyDojo via email and text message, including pricing specifications, merchandise sales and interior design scheme.

32. Between April and October 2023, Prisca O wired to MyDojo $200,000 for license fees related to the MyDojo Martial Arts License Agreements.

33. The bank accounts where Prisca O wired funds included (1) a Bank of America account linked to customer MYDOJO MARTIAL ARTS LLC with address at 16701 Melford Blvd., Ste. 400, Bowie, MD 20721 and (2) a Navy Federal Credit Union linked to a company address 16701 Melford Blvd., Ste. 400, Bowie, MD 20721.

34. MyDojo did not provide Prisca O with the training or support it agreed to provide under the License Agreements.

35. Prisca O never opened any of the MyDojo Martial Arts outlets described in her License Agreements.

36. Each License Agreement that Prisca O signed to operate MyDojo Martial Arts outlets constitutes a "franchise" under the Maryland Franchise Law.

37. MyDojo has never been registered to offer or sell franchises under the Maryland Franchise Law.

38. MyDojo never gave Prisca O a franchise offering prospectus, known as a franchise disclosure document ("FDD"), as required under the Maryland Franchise Law.

COUNT ONE
AGAINST MYDOJO
(Violation of an order of the Securities Commissioner)

WHEREAS, sections 14-208 and 14-212 of the Maryland Franchise Law grant the Securities Commissioner the authority to issue subpoenas in connection with investigations of potential violations of the Maryland Franchise Law; and

WHEREAS, MyDojo is the subject of a Subpoena Duces Tecum of the Securities Commissioner (the "Subpoena") in furtherance of an investigation regarding potential violations of the Maryland Franchise Law and authorized under section 14-212 of the Maryland Franchise Law; and

WHEREAS, pursuant to the Subpoena, the Maryland Securities Commissioner ordered MyDojo to deliver to the Securities Commissioner specified documents and information regarding potential violations of the Maryland Franchise Law; and

WHEREAS, the Subpoena was initially served on or around August 12, 2025 on (i) MyDojo Martial Arts and Fitness Liability Company, d.b.a. MyDojo Martial Arts, c/o Ashley Boyd, at 1911 Southwood Ct, Bowie, Maryland, 20721 and (ii) MyDojo Martial Arts and Fitness Limited Liability Company, d.b.a. MyDojo Martial Arts, at 16701 Melford Blvd., Suite 400, Bowie, MD 20715, with a response deadline of September 12, 2025; and

WHEREAS, after corresponding with Ashley Boyd of MyDojo regarding a change of address, the Subpoena was subsequently served again on or around September 16, 2025 on MyDojo Martial Arts and Fitness Liability Company, d.b.a. MyDojo Martial Arts, c/o Ashley Boyd, at 15606 Poppy Fields Pl., Conroe, TX 77302, with a new response deadline of October 14, 2025; and

WHEREAS, no response has been received by the Securities Commission as of the date of this Order, in violation of the Subpoena; and

WHEREAS, section 14-210 provides that if the Commissioner finds that a person has violated an order passed under the Maryland Franchise Law, the Commissioner may order the person to cease and desist from the offer or sale of the franchise;

NOW, THEREFORE, IT IS HEREBY ORDERED that Respondent MyDojo show cause why a final order should not be issued against it directing MyDojo to permanently cease and desist from engaging in activities that violate an order of the Securities Commissioner.

COUNT TWO
AGAINST ALL RESPONDENTS
(Violation of Registration Provisions)

WHEREAS, section 14-228 of the Maryland Franchise Law makes it unlawful for any person to offer to sell, through advertisement or otherwise, or sell a franchise in Maryland or to a Maryland resident unless the offering has been registered with the Securities Commissioner before the person offers to sell, through advertisement or otherwise, or sells the franchise in Maryland; and

WHEREAS, Respondents advertised, offered to sell franchises, and sold at least one franchise in Maryland without registering the offering with the Securities Commissioner;

NOW, THEREFORE, IT IS HEREBY ORDERED that Respondents immediately cease and desist from offering and selling franchises in Maryland in violation of the registration provisions of section 14-228 of the Maryland Franchise Law; and

IT IS FURTHER ORDERED that Respondents show cause why a final order should not be issued against each of them directing them to permanently cease and desist from engaging in activities that violate the registration provision of section 14-228 of the Maryland Franchise Law.

COUNT THREE
AGAINST ALL RESPONDENTS
(Violation of Disclosure Provisions)

WHEREAS, section 14-223 of the Maryland Franchise Law makes it unlawful for any person to offer to sell or sell a franchise in Maryland or to a Maryland resident without first giving a prospective franchisee a copy of the offering prospectus and a copy of each proposed agreement that relates to the sale of the franchise at the earlier of: (1) 14 calendar days before the execution by the prospective franchisee of any binding agreement with the franchisor; (2) 14 calendar days before payment of any consideration that relates to the franchise relationship; or (3) a reasonable request by a prospective franchisee to receive a copy of the offering prospectus; and

WHEREAS, under section 14-216(a) and COMAR 02.02.08.04, the "offering prospectus" that a franchisor must give to a prospective franchisee is the FDD that must be registered by the Securities Division and that must contain 23 separate items of disclosure; and

WHEREAS, Respondents offered to sell and sold a franchise from Maryland to a prospective Maryland franchisee without giving a prospective Maryland franchisee the FDD required under the Maryland Franchise Law at any time before the Maryland franchisee paid consideration or signed a binding contract related to the franchise;

NOW, THEREFORE, IT IS HEREBY ORDERED that Respondents immediately cease and desist from the offer and sale of franchises in violation of the disclosure provisions of section 14-223 of the Maryland Franchise; and

IT IS FURTHER ORDERED that Respondents show cause why a final order should not be issued against each of them directing them to permanently cease and desist from the offer and sale of franchises in violation of the disclosure provisions of section 14-223 of the Maryland Franchise Law.

COUNT FOUR
AGAINST ALL RESPONDENTS

(Misrepresentation in connection with the offer or sale of franchises)

WHEREAS, section 14-229 of the Maryland Franchise Law prohibits any person, in connection with the offer to sell or sale of a franchise, directly or indirectly, to employ a device, scheme or artifice to defraud; make any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or engage in any act, practice, or course of business which operates or would operate as a fraud or deceit on any person; and

WHEREAS, in connection with the offer and sale of a franchise, Respondents made material misrepresentations of fact and/or omissions of material fact about the MyDojo Martial Arts franchise offering, including omitting to disclose the material information a franchisor must include in its FDD required under the Maryland Franchise Law and omitting to disclose that MyDojo Martial Arts was not registered to offer and sell franchises in Maryland;

NOW, THEREFORE, IT IS HEREBY ORDERED that Respondents immediately cease and desist from the offer and sale of franchises in violation of the anti-fraud provisions of section 14-229 of the Maryland Franchise Law, and

IT IS FURTHER ORDERED that Respondents show cause why a final order should not be issued against each of them directing them to permanently cease and desist from the offer and sale of franchises in violation of the anti-fraud provisions of section 14-229 of the Maryland Franchise Law.

COUNT FIVE
AGAINST ALL RESPONDENTS
(Earnings Claims)

WHEREAS, section 14-229 of the Maryland Franchise Law and section 02.02.08.16D of the Code of Maryland Regulations ("COMAR") prohibit any person, in connection with the offer to sell or sale of a franchise, directly or indirectly, to make any oral or written statements concerning the potential earnings from operation of a franchise ("Earnings Claim") if that Earnings Claim has not been included in the franchisor's FDD; and

WHEREAS, Respondents made Earnings Claims about the MyDojo Martial Arts franchise offering in the form of a projection of earnings told to a prospective Maryland franchisee, but Respondents did not make the required disclosures about that Earnings Claim, or any Earnings Claim, in an FDD given to that prospective franchisee;

NOW, THEREFORE, IT IS HEREBY ORDERED that Respondents immediately cease and desist from the offer and sale of franchises in violation of the anti-fraud provisions of section 14-229 of the Maryland Franchise Law and COMAR 02.02.08.16D, and

IT IS FURTHER ORDERED that Respondents show cause why a final order should not be issued against each of them directing them to permanently cease and desist from the offer and sale of franchises in violation of the anti-fraud provisions of section 14-229 of the Maryland Franchise Law and COMAR 02.02.08.16D.

REQUIREMENT OF ANSWER AND NOTICE OF OPPORTUNITY FOR HEARING

IT IS FURTHER ORDERED, pursuant to section 14-210 of the Maryland Franchise Law and COMAR 02.02.06.06, that Respondents shall file with the Securities Commissioner a written Answer to this Order within fifteen days of service of the Order. The Answer shall admit or deny each factual allegation in the Order and shall set forth affirmative defenses, if any. A respondent without knowledge or information sufficient to form a belief as to the truth of an allegation shall so state.

The Answer also shall indicate whether a respondent requests a hearing. A hearing will be scheduled in this matter if one is requested in writing. A hearing to determine whether the Order should be vacated, modified, or entered as final will be scheduled in this matter if one is requested in writing. Failure by any respondent to file a written request for a hearing in this matter shall be deemed a waiver by that respondent of the right to such a hearing. Failure of any respondent to file an Answer, including a request for a hearing, shall result in entry of a final order directing that respondent to permanently cease and desist from violations of the Maryland Franchise Law.

SO ORDERED:

Commissioner's Signature on File
w/Original Documents

December 30, 2025

MELANIE SENTER LUBIN
SECURITIES COMMISSIONER