

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

IN THE MATTER OF: EPIC COMMERCE, LLC,)
BANKCARD EMPIRE,)
ULTIMATE BUSINESS SOLUTIONS)
THIER OFFICERS, DIRECTORS,) File No. 0800438
EMPLOYEES, AGENTS, AFFILIATES,)
SUCCESSORS AND ASSIGNS)

ORDER TO CEASE AND DESIST

TO THE RESPONDENT: Bankcard Empire
C/O Nancy Naysan, Esq.
2701 E. Osborn Road, Suite 100
Phoenix, AZ 85016

WHEREAS, the record of the above captioned matter has been reviewed by the Secretary of State or his duly authorized representative;

WHEREAS, the rulings of the Hearing Officer on the admission of evidence and all motions are deemed to be proper and are hereby concurred with by the Secretary of State;

WHEREAS, the proposed Findings of Facts and Conclusions of Law and Recommendation of the Hearing officer, Jon K. Ellis, in the above-captioned matter have been read and examined;

WHEREAS, the following proposed Findings of Fact are correct and are adopted by the Secretary of State as follows:

1. The pleadings and Exhibits have been offered and received from the Department and a proper record of all proceedings has been made and preserved as required by law.
2. The Hearing Officer has ruled on all motions and objections timely made and submitted.

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3. The Hearing Officer and the Secretary of State Securities Department have jurisdiction over the parties herein and subject matter dealt with herein, due and proper notice having been previously given as required by statute in this Matter.
4. The Respondent Bankcard Empire is a purported business entity, with a last known address of 2701 East Osborn Road, Suite 100, Phoenix, Arizona 85016.
5. On or about April 18, 2008, the Respondent Bankcard Empire, by and through its officers, directors, employees, agent, affiliates, successors and assigns, offered and sold to at least one resident of the State of Illinois, an opportunity to purchase supplies, equipment or services purportedly sufficient to enable the Illinois resident to start a business, including but not limited to, radio advertisement, a professional website and ID, a "call blasts media", business cards, a "media package", a "Program" which consist of "an offering of products and services to referrals and clients provided by" the Illinois resident to the Respondent as well as "marketing materials, web site integration, reporting and other associated tools to facilitate the Program"; said products and services would purportedly enable said referrals and clients to accept major credit cards and process other forms of non-cash payment transactions; the Respondent would then pay commissions to the Illinois resident; said business opportunity would be provided to the Illinois resident in return for total payments of \$30,000.00.
6. The Respondent Bankcard Empire, by and through its officers, directors, employees, agent, affiliates, successors and assigns, represented to the Illinois resident, either directly or indirectly, that it would provide a marketing plan.
7. Section 5-5.10(a) of the Illinois Business Opportunity Sales Law of 1995, [815 ILCS 602 5-1 et seq.] (the "Act") provides, inter alia, that a business opportunity is a contract or agreement, between a seller and a purchaser, express or implied, orally or in writing, wherein it is agreed that the seller or a person recommended by the seller shall provide to the purchaser any product, equipment, supplies or services enabling the purchaser to start a business when the purchaser is required to make a

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payment to the seller or a person recommended by the seller and the seller represents directly or indirectly, orally or in writing, that the seller will provide a marketing plan.

8. The above-referenced promotion, solicitation or offer constitutes an offer and/or sale of a business opportunity as those terms are defined pursuant to Sections 5-5.10 and 5-5.20 of the Act.
9. Section 5-25 of the Act provides, inter alia, that it is unlawful for any person to offer or sell any business opportunity in the State of Illinois unless that business opportunity is registered under the Act or is exempt from registration under Section 5-10 of the Act.
10. Section 5-95(b)(1) of the Act provides, inter alia, that no person shall, either directly or indirectly, offer or sell any business opportunity without registration under this Act unless the person offering or selling the opportunity is exempt under the Act.
11. Section 5-95(b)(2) of the Act provides, inter alia, that no person shall fail to file with the Secretary of State any report, document or answer required to be filed under the provisions of this Act or any rule made by the Secretary of State pursuant to the Act.
12. At all times relevant, the Respondent Bankcard Empire, by and through its officers, directors, employees, agent, affiliates, successors and assigns, failed to obtain or file for registration the above-referenced business opportunity prior to any offer or sale in the State of Illinois.
13. By virtue of the foregoing, the Respondent Bankcard Empire, by and through its officers, directors, employees, agent, affiliates, successors and assigns, has violated sections 5-25 and 5-95(b)(1) and (2) of the Act.
14. Section 5-65 of the Act provides, inter alia, that whenever it appears to the Secretary of State that any person has engaged or is about to engage in any act or practice constituting a violation of the Act, the Secretary of State may issue an Order directing such person to cease and desist from engaging in any act or

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practice constituting a violation of any provision of the Act.

15. Section 5-65 of the Act provides, inter alia, that the Secretary of State, after finding that any provision of the Act has been violated, may impose a fine as provided by rule or order against a violator not to exceed \$10,000.00 per violation and may issue an order of public censure against the violator and charge the costs of the investigation and reasonable expenses.
16. The entry of an Order to Cease and Desist is proper in this case, given the conduct of the Respondent as described in Secretary of State Exhibits No. 1-13.

WHEREAS, the following proposed Conclusions of Law are correct and are adopted by the Secretary of State as follows:

1. The actions, representations, and/or omissions of the Respondent made in connection with the failure to offer or sell business opportunities in the State of Illinois in accordance with the provisions of the Act are violations of Sections 5-25 and 5-95(b) of the Act. The actions, representations, and/or omissions of the Respondent made in connection with the failure to file required documents with the Secretary of State are violations of Sections 5-25 and 5-95 of the Act.
2. By virtue of the foregoing, the Respondent Bankcard Empire, by and through its officers, directors, employees, agent, affiliates, successors and assigns, is subject to an Cease and Desist Order in the State of Illinois, and/or granting such other relief as may be authorized under the Act.
3. Because of the Findings of Fact of this Report and Recommendation, and the pleadings and Exhibits admitted as Secretary of State Exhibits Nos. 1-13, as well as the fact that the Respondent failed to answer the Notice of Hearing or appear at the hearing, the entry of a written Cease and Desist Order pursuant to Section 15-65(1.5) of the Act that requires the Respondent to cease and desist from offering or selling, directly or indirectly, any business opportunity in the State of Illinois is proper in this Matter.

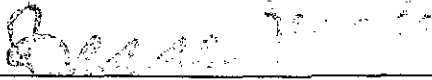
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NOW THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Respondent Bankcard Empire, by and through its officers, directors, employees, agent, affiliates, successors and assigns, shall cease and desist from offering or selling business opportunities in the state of Illinois.

ENTERED: This 3rd day of February, 2009



Jesse White
Secretary of State
State of Illinois

NOTICE: Failure to comply with the terms of this Order shall be a violation of Section 5-115(a) of the Business Opportunity Law of 1995 [815 ILCS 602] (the ("Act")). Any person or entity that fails to comply with the terms of this Order of the Secretary of State, having knowledge of the existence of this Order, shall be guilty of a Class 3 felony.

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

Attorney for the Secretary of State:
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