

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

IN THE MATTER OF: UNLIMITED CASH, INC. AND)
DOUGLAS NETWORK ENTERPRISES)
LLC, THEIR OFFICERS, DIRECTORS,)
EMPLOYEES, AGENTS,) File Number 0300797
AFFILIATES, SUCCESSORS)
AND ASSIGNS)

NOTICE OF HEARING

TO THE RESPONDENT: Unlimited Cash, Inc.
130 Lombard St.
Oxnard, California 93030

C/o Pamela J. Naughton
Sheppard, Mullin, Richter, and Hampton, LLP
San Diego, California 92130-3051

Douglas Network Enterprises
130 Lombard St.
Oxnard, California 93030

C/o Richard Watts
Milstone, Peterson, and Watts
2267 Lava Ridge Court, Suite 210
Roseville, California 95765

You are hereby notified that pursuant to Section 11.F of the Illinois Securities Law of 1953, [815 ILCS 5/1 et seq.] (the "Act") and 14 Ill. Adm. Code 130, Subpart K, a public hearing will be held at 300 W. Jefferson St., Suite 300A, Springfield, Illinois 62702, on the 17th day of January, 2007 at the hour of 10:00 a.m., or as soon thereafter as counsel may be heard, before Jon K. Ellis, or such other duly designated Hearing Officer of the Secretary of State. A copy of the Rules under the Act pertaining to contested cases is attached to this Notice.

Said hearing will be held to determine whether an Order of Prohibition should be entered against Unlimited Cash, Inc. and

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Douglas Network Enterprises, its officers, directors, employees, agents, affiliates, successors and assigns (the "Respondents") in the State of Illinois and granting such other relief as may be authorized under the Act including but not limited to imposition of a monetary fine in the maximum amount pursuant to Section 11 of the Act, payable within ten (10) days of the entry of the Order.

The grounds for such proposed action are as follows:

1. That Unlimited Cash, Inc. ("UCI") is a purported California corporation with a last known address of 130 Lombard St., Oxnard, California 93030.
2. That Douglas Network Enterprises ("DNE") is a purported California Corporation with a last known address of 130 Lombard St., Oxnard, California 93030.
3. That from on or about January 2002 through May 2005 UCI and DNE offered and sold investments in Money Voucher Machines and Ad Toppers to about 140 Illinois investors and raising over \$5 Million dollars from these Illinois investors.
4. Money Voucher Machines were devices that dispensed vouchers to be used for cash like Automatic Teller Machines. Ad Toppers were computer monitors to display advertisements and were placed on top of Money Vouchers Machines or other venues.
5. Money Voucher Machines and Ad Toppers were marketed and sold as an investment with a purchase agreement to buy Money Voucher Machines, Ad Toppers or both and a Servicing Agreement for the Money Voucher Machines and Ad Toppers.
6. In all cases, investors purchased Money Voucher Machines and/or Ad Toppers from UCI and also entered into a Servicing Agreement for their machines from DNE.
7. As part of the Servicing Agreement from DNE, investors were promised to receive a monthly payment from

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advertising revenue of at least \$54 per month per machine which represented a return on investment of 16%.

8. That the above-referenced sales of Money Voucher Machines and/or Ad Toppers together with the Servicing Agreements constituted an investment contract and therefore are securities as that term is defined pursuant to Section 2.1 of the Illinois Securities Law [815 ILCS 5/1 et seq.] (the "Act").
9. That Section 5 of the Act provides, inter alia, that all securities except those set forth under Section 2a, or those exempt under Section 3, or those offered and sold in transactions exempt under Section 4 of the Act shall be registered with the Secretary of State prior to their offer or sale in the State of Illinois.
10. That at all times relevant hereto, the investment contracts issued by UCI and DNE to investors were not registered with the Secretary of State pursuant to Section 5 of the Act prior to their offer or sale in the State of Illinois.
11. That Section 12.A of the Act provides, inter alia, that it shall be a violation of the Act for any person to offer or sell any securities except in accordance with the provisions of the Act.
12. That Section 12.D of the Act provides, inter alia, that it shall be a violation of the Act for any person to fail to file with the Secretary of State any document required to be filed under any provision of the Act.
13. That at all times relevant hereto, UCI and/or DNE failed to file an application for registration of the above referenced securities with the Secretary of State prior to their offer or sale in the State of Illinois.
14. That by virtue of the foregoing, UCI and DNE have violated Sections 12.A and 12.D of the Act.
15. That Section 11.E(2) of the Act provides, inter alia, that if the Secretary of State shall find that any

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person has violated subsection D of Section 12 of the Act, the Secretary of State may by written order prohibit the person from offering or selling any securities in this State.

16. That Section 11.E(4) of the Act provides, inter alia, that if the Secretary of State, after finding that any provision of the Act has been violated, may impose a fine as provided by rule, regulation or order not to exceed \$10,000.00 for each violation of the Act.
17. That by virtue of the foregoing, UCI and DNE are subject to a fine of up to \$10,000.00 per violation and an order which permanently prohibits the Respondent from offering or selling securities in the State of Illinois.

You are further notified that you are required pursuant to Section 130.1104 of the Rules and Regulations (14 Ill. Adm. Code 130) (the "Rules"), to file an answer to the allegations outlined above or a Special Appearance pursuant to Section 130.1107 of the Rules, or other responsive pleading within thirty days of the receipt of this notice. Your failure to do so within the prescribed time shall be deemed an admission of the allegations contained in the Notice of Hearing and waives your right to a hearing.

Furthermore, you may be represented by legal counsel; may present evidence; may cross-examine witnesses and otherwise participate. A failure to so appear shall constitute default.


A copy of the Rules, promulgated under the Act and pertaining to Hearings held by the Office of the Secretary of State, Securities Department, is included with this Notice.

Delivery of notice to the designated representative of any Respondent constitutes service upon such Respondents.

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Dated this 23rd day of October, 2006.

Jesse White 
Jesse White
Secretary of State
State of Illinois

Attorney for the Secretary of State:

David Finnigan
Senior Enforcement Attorney
Illinois Securities Department
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Hearing Officer:

Jon K. Ellis
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