STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

IN THE MATTER OF: USA CARD SERVICES, ITS OFFICERS, DIRECTORS, EMPLOYEES, AGENTS, AFFILIATES, SUCCESSORS AND ASSIGNS,	)	File No. 0800036

SUMMARY ORDER TO CEASE AND DESIST

TO THE RESPONDENT: USA Card Services
4455 LBJ Freeway, Suite 501
Dallas, Texas 75244

On information and belief, I, Jesse White, Secretary of State, for the State of Illinois, through my designated representative, having been fully apprised in the premises by the staff of the Illinois Securities Department, Office of the Secretary of State, herein find:

1. That the Respondent, USA Card Services, is a purported business entity with last known addresses of 4455 LBJ Freeway, Suite 501, Dallas, Texas 75244;

2. That on or about March 17, 2006, Respondent USA Card Services, by and through its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, offered and/or sold to JW, an Illinois resident, an opportunity to purchase supplies, equipment or services purportedly sufficient to enable JW to start a business which included, but was not limited to, providing an unlimited page website and customized logo, shopping cart software, domain name registration, email accounts, website hosting, training tutorials, shipping and tax software, as well as assistance in advertising;

3. That the aforesaid services were provided to JW on the condition that JW enter into a leasing/financing agreement with a financing company for a laptop computer and associated software for a monthly lease amount of $133.99 for 48 months for total payments in the amount of 6335.52;

4. That upon JW entering into the aforesaid leasing/financing agreement, the aforesaid financing company paid USA Card Services for the aforesaid laptop

computer and associated software in the amount of $3,509.18;

5. That Respondent USA Card Services, by and through its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, represented to JW, either directly or indirectly, that it would provide a marketing plan;

6. That 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 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 guarantees that the purchaser will derive income from the business which exceeds the price paid to the seller and that the seller will provide a marketing plan;

7. That 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;

8. That 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;

9. That 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;

10. That at all times relevant, Respondent USA Card Services, by and through its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, failed to obtain or file for registration of the above-referenced

business opportunity prior to any offer or sale in the State of Illinois;

11. That by virtue of the foregoing, Respondent USA Card Services, by and through its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, has violated Sections 5-25 and 5-95(b)(1) of the Act;

12. That 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 practice constituting a violation of any provision of the Act;

13. That based upon the foregoing, the Secretary of State hereby deems it necessary, in order to prevent Respondent USA Card Services, by and through its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, from engaging in any act or practice in violation of the Act, to enter a Summary Order to Cease and Desist pursuant to the authority provided under Section 5-65 of the Act; and

14. That based upon the foregoing, the Secretary of State has determined that the issuance of a Summary Order to Cease and Desist is in the public interest and is consistent with the purposes of the Act.

NOW THEREFORE, IT IS HEREBY ORDERED THAT: pursuant to the authority granted by Section 5-65 of the Act, Respondent USA Card Services, by and through its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, is to **CEASE and DESIST** from offering and/or selling business opportunities in the State of Illinois or to residents of the State of Illinois until further order of the Secretary of State.

NOTICE is hereby given that the Respondents may request a hearing on this matter by transmitting such request in writing to Securities Director, Illinois Securities Department, 300 West Jefferson, Suite 300A, Springfield, Illinois 62702. Such request must be made within thirty (30) days of the entry of this Summary Order to Cease and Desist. Upon receipt of a

request for hearing, a hearing will be scheduled. Request for hearing will not stop the effectiveness of this Summary Order to Cease and Desist.

FAILURE BY ANY RESPONDENT TO REQUEST A HEARING WITHIN THIRTY (30) DAYS AFTER ENTRY OF THIS SUMMARY ORDER TO CEASE AND DESIST SHALL CONSTITUTE AN ADMISSION OF ANY FACTS ALLEGED HEREIN AND CONSTITUTES SUFFICIENT BASIS TO MAKE THE CEASE AND DESIST ORDER FINAL.

ENTERED: This 10th day of March, 2008

JESSE WHITE
Secretary of State
State of Illinois

Attorney for the Secretary of State:
Johan Schripsema
Illinois Securities Department
350 Seright, Suite C
Harrisburg, Illinois 62946
(618) 253-2007