

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

IN THE MATTER OF: AMERICAN CASH FLOW CORPORATION,)
ITS OFFICERS, DIRECTORS,)
EMPLOYEES, AGENTS, AFFILIATES,) File No. 0300685
SUCCESSORS AND ASSIGNS)
_____)

ORDER TO VACATE

TO THE RESPONDENT: American Cash Flow Corporation
255 South Orange Ave.
Suite 600
Orlando, Florida 32801

WHEREAS, the Illinois Securities Department issued a Summary Order to Cease and Desist (hereinafter, "Summary Order") on this matter dated September 26, 2003;

WHEREAS, the Illinois Securities Department issued a Notice of Hearing on this matter dated October 21, 2003;

WHEREAS, additional facts obtained by the Illinois Securities Department negate the basis for a Summary Order; and

WHEREAS, the Enforcement Division has recommended that the Summary Order be vacated.

NOW THEREFORE IT IS HEREBY ORDERED: That the Summary Order to Cease and Desist entered on September 26, 2003, in this matter is hereby vacated.

Dated this _____ day of _____, 2004

JESSE WHITE
Secretary of State
State of Illinois

Attorney for the Secretary of State:
Johan Schripsema
Illinois Securities Department

ORDER TO VACATE
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520 South Second Street, Suite 200
Springfield, Illinois 62701
Telephone: (217) 524-1688

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

-----)
IN THE MATTER OF: AMERICAN CASH FLOW CORPORATION,)
ITS OFFICERS, DIRECTORS,)
EMPLOYEES, AGENTS, AFFILIATES,) File No. 0300685
SUCCESSORS AND ASSIGNS)
-----)

NOTICE OF HEARING

TO THE RESPONDENT: American Cash Flow Corporation
255 South Orange Ave.
Suite 600
Orlando, Florida 32801

You are hereby notified that pursuant to Section 5-65 of the Illinois Business Opportunities Sales Law of 1995, [815 ILCS 602/5-1 et seq.] (the "Act") and 14 Ill. Adm. Code 130, Subpart K, a public hearing will be held at 520 South Second Street, Suite 200, Springfield, Illinois 62701, on the 17th day of December, 2003 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 to Cease and Desist should be entered against American Cash Flow, 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:

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1. That the Respondent, American Cash Flow Corporation, is a purported business entity with a last known address of 255 South Orange Ave., Suite 600, Orlando, Florida 32801;
2. That on or about June 16, 2003, and June 29, 2003, American Cash Flow Corporation, by and through its officers, directors, employees, agents, affiliates, successors and assigns, offered and/or sold to at least one (1) 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 through which the resident would purchase for a total of \$6,990 and received a three day training course as well as assistance in setting up a web site, sufficient to start a business brokering debtor notes;
3. That American Cash Flow Corporation, by and through its officers, directors, employees, agents, affiliates, successors and assigns, represented, directly or indirectly, to the Illinois resident that they would provide the Illinois resident with certain products, equipment and/or services enabling the Illinois resident to start a business following a required payment to American Cash Flow Corporation of more than \$500.00;
4. That American Cash Flow Corporation, its officers, directors, employees, agents, affiliates, successors and assigns, represented to the Illinois resident, either directly or indirectly, that they would provide a marketing plan;
5. 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 where the purchaser is required to make a payment to the seller of more than \$500.00 and the seller represents either directly or indirectly, that the seller, or a person recommended by the seller, will provide a marketing plan, provide or

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assist the purchaser in finding outlets or accounts for the purchaser's products or services, and/or guarantees that the purchaser will derive income from the business which exceeds the price paid to the seller;

6. That the above-referenced promotion, solicitation or offer constitutes an offer of a business opportunity as those terms are defined pursuant to Sections 5-5.10 and 5-5.20 of the Act;
7. 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;
8. That at all times relevant, American Cash Flow Corporation, 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;
9. That by virtue of the foregoing, American Cash Flow Corporation, its officers, directors, employees, agents, affiliates, successors and assigns, have violated Section 5-25 of the Act;
10. 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;
11. That by virtue of the foregoing, the Respondent, American Cash Flow Corporation, is subject to an order to cease and desist offering or selling business opportunities 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.

Notice of Hearing

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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.

Dated this day of , 2003.

Jesse White
Secretary of State
State of Illinois

Attorney for the Secretary of State:
Johan Schripsema
Illinois Securities Department
Lincoln Tower, Suite 200
520 South Second Street
Springfield, Illinois 62701
Telephone: (217) 524-1688
Enforcement Fax: (217) 782-8876

Hearing Officer:
Jon K. Ellis
Attorney at Law

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1035 South 2nd Street
Springfield, Illinois 62704

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

IN THE MATTER OF: AMERICAN CASH FLOW CORPORATION,)
ITS OFFICERS, DIRECTORS,)
EMPLOYEES, AGENTS, AFFILIATES,) File No. 0300685
SUCCESSORS AND ASSIGNS AND)
)

SUMMARY ORDER TO CEASE AND DESIST

TO THE RESPONDENT: American Cash Flow Corporation
255 South Orange Ave.
Suite 600
Orlando, Florida 32801

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, American Cash Flow Corporation, is a purported business entity with a last known address of 255 South Orange Ave., Suite 600, Orlando, Florida 32801;
2. That on or about June 16, 2003, and June 29, 2003, American Cash Flow Corporation, by and through its officers, directors, employees, agents, affiliates, successors and assigns, offered and/or sold to at least one (1) 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 through which the resident would purchase for a total of \$6,990 and received a three day training course as well as assistance in setting up a web site, sufficient to start a business brokering debtor notes;

Summary Order to Cease and Desist

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3. That American Cash Flow Corporation, by and through its officers, directors, employees, agents, affiliates, successors and assigns, represented, directly or indirectly, to the Illinois resident that they would provide the Illinois resident with certain products, equipment and/or services enabling the Illinois resident to start a business following a required payment to American Cash Flow Corporation of more than \$500.00;
4. That American Cash Flow Corporation, its officers, directors, employees, agents, affiliates, successors and assigns, represented to the Illinois resident, either directly or indirectly, that they would provide a marketing plan;
5. 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 where the purchaser is required to make a payment to the seller of more than \$500.00 and the seller represents either directly or indirectly, that the seller, or a person recommended by the seller, will provide a marketing plan, provide or assist the purchaser in finding outlets or accounts for the purchaser's products or services, and/or guarantees that the purchaser will derive income from the business which exceeds the price paid to the seller;
6. That the above-referenced promotion, solicitation or offer constitutes an offer of a business opportunity as those terms are defined pursuant to Sections 5-5.10 and 5-5.20 of the Act;
7. 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

Summary Order to Cease and Desist

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the Act or is exempt from registration under Section 5-10 of the Act;

8. That at all times relevant, American Cash Flow Corporation, 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;
9. That by virtue of the foregoing, American Cash Flow Corporation, its officers, directors, employees, agents, affiliates, successors and assigns, have violated Section 5-25 of the Act;
10. That, as of the date of this Summary Order, American Cash Flow Corporation, its officers, directors, employees, agents, affiliates, successors and assigns, have not registered the above-referenced business opportunity in accordance with the provisions of the Act;
11. 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;
12. That based upon the foregoing, the Secretary of State hereby deems it necessary, in order to prevent American Cash Flow Corporation, 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
13. 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.

Summary Order to Cease and Desist

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NOW THEREFORE, IT IS HEREBY ORDERED THAT: pursuant to the authority granted by Section 5-65 of the Act, American Cash Flow Corporation, its officers, directors, employees, agents, affiliates, successors and assigns, are 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 the Securities Director, Illinois Securities Department, 520 South Second Street, Suite 200, Springfield, Illinois 62701. 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 _____ day of _____, 2003

JESSE WHITE
Secretary of State
State of Illinois

Attorney for the Secretary of State:
Johan Schripsema
Illinois Securities Department

Summary Order to Cease and Desist
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