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STATE OF CALIFORNIA
BUSINESS, TRANSPORTATION AND HOUSING AGENCY
DEPARTMENT OF CORPORATIONS

TO: Miro Zecevic, CEO
Cash Now-USA.Com, Inc.
2005 Easton Road
Doylestown, PA 18901

David G. McClean, Marketing Director
Cash Now-USA.Com, Inc.
3100 Steeles Avenue East, Suite 201
Toronto, Ontario L3R 8T9 Canada

Victor Graham, Business Consultant
Cash Now-USA.Com, Inc.
3100 Steeles Avenue East, Suite 201
Toronto, Ontario L3R 8T9 Canada

DESIST AND REFRAIN ORDER

(For violations of sections 25110 and 25401 of the Corporations Code)

The California Corporations Commissioner finds that:

1. Cash Now-USA.Com, Inc. is a Delaware corporation with its head office located at 3100 Steeles Avenue East, Suite 201, Toronto, Ontario, L3R 8T9, Canada. Cash Now-USA.Com, Inc. formerly maintained a US regional office at 8260 Greensboro Drive, Suite 550, McClean, Virginia 22102. As of January 26, 2004, its US regional office has been moved to 2005 Easton Road, Doylestown, PA 18901. Cash Now-USA.Com, Inc. is affiliated with other companies including Cash Now, Inc., CashNow.com, LLC, and Cash Now Plus.com, LLC, all of which operate from the same addresses.

1 2. Cash Now-USA.Com, Inc. maintains websites at www.cashnow.com, www.cashnow-
2 usa.com and www.cashnowamerica.com.

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4 3. Miro Zecevic is the CEO of Cash Now-USA.Com, Inc. David G. McClean is the
5 marketing director of Cash Now-USA.Com, Inc. and has also used the titles Senior Consultant and
6 Senior Business Development Consultant. His email address is davidm@cashnow.com. Victor
7 Graham is a Business Consultant for Cash Now-USA.Com, Inc. His email address is
8 victor@cashnow.com.

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10 4. Cash Now-USA.Com, Inc. has been and currently is offering securities to residents of the
11 state of California in issuer transactions from its websites and through related communications. The
12 securities are in the form of promissory notes yielding purported monthly income payments at the
13 rate of 12% to 24% per year from the factoring of its franchisees' receivables which are in the form
14 of payday loans. The investments are explained at a company website page titled "Investment Info"
15 at www.cashnow.com/cn_ininfo.shtml. They were further explained by David G. McClean in an
16 email to a prospective California investor in October of 2003 as follows:

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18 "Basically if you invest 25 thousand dollars we will give you 20% per annum. Anything over
19 100 thousand dollars we would give you 22%. Anything above that would be [sic] have to be
20 discussed. We provide you with 12 post dated checks all at once. The terms for your
21 investment would mature in one year, at that point you could decide whether to leave it with
22 Cash Now or pull out your investment. All of our investments are registered with the
23 government and we provide you with a promissory note."

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25 5. Although Cash Now-USA.Com, Inc., Miro Zecevic, David G. McClean and Victor
26 Graham represent that the investments "are registered with the government," in fact they are not
27 registered with the California Corporations Commissioner. The Department of Corporations has not
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1 issued a permit or other form of qualification authorizing any person to offer and sell these securities
2 in this state.

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4 6. Cash Now-USA.Com, Inc., Miro Zecevic, David G. McClean and Victor Graham also
5 omit to inform prospective investors that administrative action has previously been taken against
6 Cash Now-USA.Com, Inc. and its affiliates by three states, Washington, Wisconsin and Illinois, for
7 unlawful offers of securities and franchises.

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9 Based upon the foregoing findings, the California Corporations Commissioner is of the
10 opinion that the promissory note investments relating to the factorings of receivables of Cash Now
11 franchisees are securities that are subject to qualification under the California Corporate Securities
12 Law of 1968 and are being and have been offered without being qualified in violation of
13 Corporations Code section 25110. Pursuant to section 25532 of the Corporate Securities Law of
14 1968, Cash Now-USA.Com, Inc., Miro Zecevic, David G. McClean and Victor Graham are hereby
15 ordered to desist and refrain from the further offer or sale in the State of California of the securities
16 unless and until qualification has been made under the law.

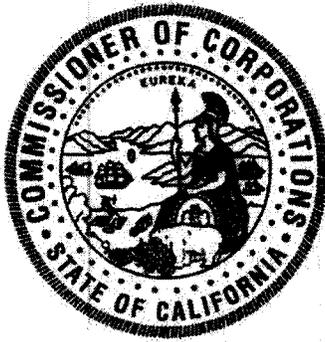
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18 Further, the California Corporations Commissioner is of the opinion that the securities were
19 offered or sold in this state by means of written communications which included an untrue statement
20 of a material fact and omitted to state material facts necessary in order to make the statements made,
21 in the light of the circumstances under which they were made, not misleading, in violation of section
22 25401 of the Corporate Securities Law of 1968. Pursuant to section 25532 of the Corporate
23 Securities Law of 1968, Cash Now-USA.Com, Inc., Miro Zecevic, David G. McClean and Victor
24 Graham are hereby ordered to desist and refrain from offering or selling or buying or offering to buy
25 any security in the State of California, including but not limited to the promissory notes relating to
26 factoring of their franchisees' accounts receivables, by means of any written or oral communication
27 which includes an untrue statement of a material fact or omits to state a material fact necessary in
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1 order to make the statements made, in the light of the circumstances under which they were made, not
2 misleading.

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4 This Order is necessary, in the public interest, for the protection of investors and consistent
5 with the purposes, policies, and provisions of the Corporate Securities Law of 1968.

6 Dated: March 4, 2004
7 Sacramento, California

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9 WILLIAM P. WOOD
10 California Corporations Commissioner



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12 By VIRGINIA JO DURLAP
13 Deputy Commissioner
14 Enforcement and Legal Services
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