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

**TO:** John E. Coyle, President  
UnityPay, Inc. and Unity Card Inc.  
4631 N. Van Ness Boulevard  
Fresno, California 93704  
and  
8525 N. Cedar Avenue, Suite 102  
Fresno, California 93720

**DESIST AND REFRAIN ORDER**  
**(For violations of sections 25110 and 25401 of the Corporations Code)**

The California Corporations Commissioner finds that:

1. UnityPay, Inc. is a Nevada corporation incorporated on December 8, 2006, which represented its principal place of business as 4631 N. Van Ness Boulevard, Fresno, California 93704. Unity Card Inc. is a California corporation incorporated on May 26, 2006 and had a registered address of 8525 N. Cedar Avenue, Suite 102, Fresno, California 93720. Unity Card Inc. represented in offering materials that its principal place of business was at 4631 N. Van Ness Boulevard, Fresno, California 93704
2. John E. Coyle was represented to be the president and CEO of UnityPay, Inc. and Unity Card Inc. His personal residence was also at 4631 N. Van Ness Boulevard, Fresno, California 93704 until it was sold as a result of actions to collect tax liens by the Internal Revenue Service.
3. Beginning in or about 2006 John E. Coyle (“Coyle”) offered and sold stock and investment contracts entitled “Senior Convertible Promissory Bridge Note” in UnityPay, Inc. and Unity Card Inc. According to the private placement memorandum, Unity Pay, Inc and Unity Card Inc. were in the business of making and selling kiosks to nonprofit organizations that would distribute gift cards to

1 the public. The gift cards were redeemable for goods and services from third party retailers. The  
2 nonprofit organizations were reportedly able to purchase the gift cards at less than face value from  
3 UnityPay, Inc. and Unity Card Inc. and would make a profit by selling the cards for face value  
4 through the kiosks in order to raise funds for their organization. Coyle represented in the offering  
5 materials that he had previously owned and operated a company called Scrip Advantage, Inc. which  
6 sold gift cards to non-profit organizations for resale so they could raise money.

7 4. It was not disclosed to the investors in UnityPay, Inc. and Unity Card Inc. that Coyle filed  
8 for bankruptcy in December of 2006. He also did not disclose that Coyle's prior company, Scrip  
9 Advantage, Inc., had failed to deliver the gift cards to the nonprofit organizations after they had paid  
10 for them, resulting in the loss of millions of dollars to the nonprofit organizations. It was also not  
11 disclosed that several law suits by nonprofit organizations and others had been filed against Scrip  
12 Advantage, Inc. and Coyle for breach of contract and fraud. Coyle also failed to disclose that he  
13 personally was the subject of federal and state tax liens and failed to provide investors with stock  
14 certificates in UnityPay, Inc or Unity Card Inc.

15 5. The Department of Corporations has not issued any permit, license or other form of  
16 authorization, approval or qualification to allow any person to offer and sell securities, including  
17 stock or investment contracts entitled "Senior Convertible Promissory Bridge Note" in UnityPay, Inc  
18 or Unity Card Inc.

19 Based upon the foregoing findings, the California Corporations Commissioner is of the  
20 opinion that stock and investment contracts entitled "Senior Convertible Promissory Bridge Note" in  
21 UnityPay, Inc. and Unity Card Inc. constitute securities, which are subject to qualification under the  
22 California Corporate Securities Law of 1968, and that these securities have been and are being  
23 offered and sold without being qualified or exempt.

24 The California Corporations Commissioner is of the further opinion that the securities in the  
25 form of stock and investment contracts entitled "Senior Convertible Promissory Bridge Note" in  
26 UnityPay, Inc or Unity Card Inc. have been offered and sold in this state by means of written and oral  
27 communications, which include untrue statements or omissions of material facts, in violation of  
28 section 25401 of the California Corporate Securities Law of 1968.

1 Pursuant to Corporations Code section 25532, John E. Coyle, UnityPay, Inc. and Unity Card  
2 Inc. are hereby ordered to desist and refrain from the further offer or sale in the State of California of  
3 securities, including but not limited to stock and investment contracts entitled “Senior Convertible  
4 Promissory Bridge Note” in UnityPay, Inc. or Unity Card Inc. unless and until qualification has been  
5 made under the California Corporate Securities Law or unless exempt.

6 Pursuant to Corporations Code section 25532, John E. Coyle, UnityPay, Inc. and Unity Card  
7 Inc. are hereby further ordered to desist and refrain from the further offer or sale in the State of  
8 California of securities, including but not limited to stock or investment contracts entitled “Senior  
9 Convertible Promissory Bridge Note” in UnityPay, Inc or Unity Card Inc., by means of any written or  
10 oral communication which includes untrue statements or omission of material fact.

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

13 Dated: October 18, 2007

14 Los Angeles, California

15 PRESTON DuFAUCHARD  
16 California Corporations Commissioner

17  
18 By \_\_\_\_\_  
19 ALAN S. WEINGER  
20 Lead Corporations Counsel  
21 Enforcement Division  
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