

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

IN THE MATTER OF: CASH NOW; a/k/a CASH NOW, INC.;
a/k/a WWW.CASHNOW.CA; a/k/a WWW.CASHNOWPLUS.COM;
their officers and directors, agents, employees, affiliates, successors
and assigns.) FILE NO. 0100628

AMENDED NOTICE OF HEARING

TO RESPONDENTS: Cash Now; Cash now, INC.;
WWW.CASHNOW.CA; WWW.CASHNOWPLUS.COM
c/o Miro Zecevic, President
3100 Steeles Avenue East
Suite 906
Data Mirror Technology Tower
Toronto, Ontario L3R 8T9 Canada

You are hereby notified that pursuant to Section 11.F of The Illinois Securities Law of 1953, as amended, Ch. 815 ILCS 5/1, et seq. (the "Act") and 14 Ill. Adm. Code 130, Subpart K, a public hearing will be held at 69 West Washington Street, Suite 1220, Chicago, Illinois 60602, on the 26th day of January 2005, at the hour of 10:00 a.m., or as soon thereafter as counsel may be heard, before James J. Athas, or another 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 a permanent Order of Prohibition should be entered against Cash Now; a/ka Cash Now, Inc.; a/k/a www.Cashnow.Ca; a/k/a www.Cashnowplus.com; their officers, agents, employees, and affiliates, the (collectively "Respondents"), and/or granting such other relief as may be authorized under the Act including, but not limited to, censure and the imposition of a monetary fine in the maximum amount of \$10,000 per violation, payable within ten (10) business days of the entry of the Order.

The grounds for such proposed action are as follows:

1. That Cash Now; Cash Now INC; www.Cashnow.Ca; and www.Cashnowplus.com, maintain a business address at, 3100 Steeles Avenue, Suite 906, Data Mirror Technology Tower, Toronto, Ontario L3R 8T9 Canada, ("Respondents").

Amended Notice of Hearing

-2-

2. That during July 2001, or thereabouts, Respondents placed advertisements in the Chicago Sun-Times, which stated: "PAYDAY LOAN BUSINESS grew 50% last year. Investors earn over 20% interest, View full offering online @ www.cashnow.ca/investors Call Toll Free 1-866-778=2998."
3. That subsequent to the placement of the foregoing advertisement, an inquiring Illinois resident downloaded the Limited Partnership Capital Proposal (the "Proposal") on Respondents's website www.cashnow.ca/investors as listed in the advertisement.
4. That the Limited Partnership Capital Agreement, incorporated in the Proposal, between Cash Now, INC., and the Capital Venture Investor ("Capital Venture Investor(s)" or "Capital Investor(s)") as Joint Venturers (the "Agreement") at Article 4.1 offered for sale a total of 50 Units at \$60,000.00 each.
5. That Article 4.2 of the Agreement identified "Ownership" as "a) Each Capital Venture Investor will own common stock of Cash Now equal to the number of units purchased. Units being purchased will be converted into ownership of equity up to a total of the 40% [the maximum percent of the Corporation being offered] to the Capital Investors. b) It is intended that when the Corporation will be trading publicly, the common stock of Cash Now will be converted into publicly traded stock."
6. That the activities described in paragraphs 2 through 5 above constitute the offer of stock, or a certificate of interest, or participation in a profit-sharing agreement, or an investment contract and therefore a security as those terms are defined in Sections 2.1 and 2.5a of the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act").
7. That Section 5 of the Act provides, *inter alia*, that all securities except those exempt under Section 3 or those offered or sold in transactions exempt under Section 4 shall be registered either by coordination or by qualification prior to their offer or sale in the State of Illinois.
8. That Respondents failed to file with the Secretary of State an application for registration of the investment opportunity described in paragraph 6 above as required by the Act and that as a result the security was not registered pursuant to Section 5 of the Act prior to its offer in the State of Illinois.
9. That Section 12.A of the Act provides, *inter alia*, that it shall be a violation for any person to offer or sell any security except in accordance with the provisions of the Act.
8. That on April 30, 2002, the Department issued a letter pursuant to Section 11.C of the Act (the "11.C Letter"), which informed Respondents that it had come to the Department's attention that Respondents had offered unregistered securities in to

Amended Notice of Hearing

-3-

Illinois residents. The Department requested that Respondents file an affidavit setting forth, among other things, the following information:

- a. The manner in which prospective investors' names were obtained;
 - b. The manner in which prospective investors were initially contacted;
 - c. The names, addresses, and telephone numbers of all Illinois residents to whom the Shares were offered;
 - d. The names, addresses, and telephone numbers of all Illinois residents to whom the Shares were sold, together with the number of Shares sold to each Illinois investor;
 - e. The names and addresses of all individuals acting on behalf of Respondents who offered or sold the Shares to Illinois residents; and
 - f. The commissions paid either directly or indirectly to those individuals.
 - g. If you rely on any exemption under the Act please state the section, subsection and basis therefor.
9. That Respondents acknowledged receipt of the mailing by a representative placing his signature on the PS form 3811 for Return Receipt, but failed to respond as required.
 10. That Section 12.D of the Act provides, inter alia, that it shall be a violation for any person to fail to file with the Secretary of State any application, report or document required to be filed under the provisions of the Act or any rule or regulation made by the Secretary of State pursuant to the Act.
 11. That by virtue of the foregoing, Respondents have violated Sections 12.A and 12.D of the Act.
 12. That Section 11.E(1) of the Act provides, inter alia, that if the Secretary of State shall find that the offer or sale of any securities in this State is in violation of Section 12 of the Act, the Secretary of State shall by written order prohibit the offer or sale of such securities.
 13. That by virtue of the foregoing, Respondents Cash Now; Cash Now INC; www.Cashnow.Ca; and www.Cashnowplus.com, each individually, and their agents, employees and affiliates are subject to an Order prohibiting them from offering or selling securities in the State of Illinois.
 14. That Section 11.E(4) provides, inter alia, that in addition to any other sanction or remedy contained in subsection E, the Secretary of State, after finding that any provision of the Act has been violated, may impose a fine as provided by rule,

Amended Notice of Hearing

-4-

regulation or order against the violator not to exceed \$10,000, and may issue an order of public censure against the violator.

15. That by virtue of the foregoing, Respondents Cash Now; Cash Now INC; www.Cashnow.Ca; and www.Cashnowplus.com, each individually, are subject to censure and fine.

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 within thirty (30) days of the receipt of this notice. A failure to file an answer within the prescribed time shall be construed as an admission of the allegations contained in the Notice of 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, unless any Respondents has upon due notice moved for and obtained a continuance.

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 Respondents constitutes service upon such Respondents.

Dated: This 7th day of December, 2004.



JESSE WHITE
Secretary of State
State of Illinois

Attorney for the Secretary of State:

Samuel F. Freiman
Illinois Securities Department
69 West Washington Street, Suite 1220
Chicago, Illinois 60602
312-793-3988

Amended Notice of Hearing

-5-

Hearing Officer:

James G. Athas
Attorney at Law
180 West Washington Street, Suite 710
Chicago, Illinois 60602
312-357-2870