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**STATE OF WASHINGTON  
DEPARTMENT OF FINANCIAL INSTITUTIONS  
SECURITIES DIVISION**

IN THE MATTER OF DETERMINING  
whether there has been a violation  
of the Securities Act of Washington by:

REPUBLIC CASH ADVANCE, INC.; QUICK CASH  
ADVANCE, INC.; QUICK CASH ADVANCE OF  
DADE COUNTY, LLC; QUICK CASH ADVANCE OF  
FT. LAUDERDALE, LLC; QUICK CASH ADVANCE  
OF MIAMI, LLC; CURTIS J. BILLUPS; BOB  
ROBERTS; JOHN CARL; JOHN P. SQUIRES;  
DONALD SAYNER; BOB LANNING; and NORM  
BENJAMIN,

Respondents.

SDO - 080 - 01

SUMMARY ORDER TO CEASE AND  
DESIST, REVOKING EXEMPTIONS,  
AND NOTICE OF INTENT TO IMPOSE  
FINES AND ORDER AFFIRMATIVE  
RELIEF

Case No. 01 - 08 - 324

13 THE STATE OF WASHINGTON TO: Republic Cash Advance, Inc.  
14 Quick Cash Advance, Inc.  
15 Quick Cash Advance of Dade County, LLC  
16 Quick Cash Advance of Ft. Lauderdale, LLC  
17 Quick Cash Advance of Miami, LLC  
18 Curtis J. Billups Bob Roberts John Carl  
19 John P. Squires Donald Sayner Bob Lanning  
20 Norm Benjamin

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**STATEMENT OF CHARGES**

26 Please take notice that the Securities Administrator of the State of Washington has reason to believe  
27 that Respondents, Republic Cash Advance, Inc.; Quick Cash Advance, Inc.; Quick Cash Advance of Dade  
County, LLC; Quick Cash Advance of Ft. Lauderdale, LLC; Quick Cash Advance of Miami, LLC; Curtis J.  
Billups; Bob Roberts; John Carl; John P. Squires; Donald Sayner; Bob Lanning; and Norm Benjamin have  
each violated the Securities Act of Washington and that their violations justify the entry of an order against  
each by the Securities Administrator under RCW 21.20.390 to cease and desist from such violations, and

SUMMARY ORDER TO CEASE AND DESIST,  
REVOKING EXEMPTIONS, AND NOTICE OF  
INTENT TO IMPOSE FINES AND ORDER  
AFFIRMATIVE RELIEF

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DEPARTMENT OF FINANCIAL INSTITUTIONS  
Securities Division  
PO Box 9033  
Olympia, WA 98507-9033  
360-902-8760

1 RCW 21.20.325 withdrawing the availability of exemptions under RCW 21.20.320. The Securities  
2 Administrator finds that delay in ordering the Respondents to cease and desist from such violations would  
3 be hazardous to investors and to the public, and that a Summary Order to Cease and Desist should be  
4 entered immediately. The Securities Administrator finds as follows:

## 5 **TENTATIVE FINDINGS OF FACT**

### 6 **I. RESPONDENTS**

7 1. Republic Cash Advance, Inc. ("RCA Inc.") is an active for-profit corporation incorporated July 20,  
8 1998 in Nevada. RCA Inc. is engaged in business as a check casher and seller. RCA Inc.'s primary place  
9 of business is located at 2155 East University Drive, Suite 209, Tempe, Arizona. RCA Inc. is not  
10 registered as a foreign corporation authorized to do business in Washington or Florida.

11 2. Quick Cash Advance, Inc. ("QCA Inc.") is an active for-profit corporation incorporated July 14, 2000  
12 in Florida. QCA Inc. is engaged in business as a check casher and seller. QCA Inc.'s primary place of  
13 business is located at 2155 East University Drive, Suite 211, Tempe, Arizona. QCA Inc. is not registered  
14 as a foreign corporation authorized to do business in Washington.

15 3. Quick Cash Advance of Dade County, LLC ("QCA Dade") is an active limited liability company  
16 authorized to do business May 14, 2001 in Florida. QCA Dade is engaged in business as a check casher  
17 and seller. QCA Inc. and Billups are the Managing Members of the LLC. QCA Dade's primary place of  
18 business is located at 2155 East University Drive, Suite 210, Tempe, Arizona.

19 4. Quick Cash Advance of Ft. Lauderdale, LLC ("QCA Ft. Lauderdale") is an active Florida limited  
20 liability company authorized to do business July 14, 2000. QCA Ft. Lauderdale is engaged in business as  
21 a check casher and seller. QCA Inc. and Billups are the Managing Members of the LLC. QCA Ft.  
22 Lauderdale's primary place of business is located at 2155 East University Drive, Suite 211, Tempe,  
23 Arizona.  
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1 5. Quick Cash Advance of Miami, LLC ("QCA Miami") is an active Florida limited liability company  
2 authorized to do business January 1, 2001. QCA Miami is engaged in business as a check casher and  
3 seller. QCA Inc. and Billups are the Managing Members of the LLC. QCA Miami's primary place of  
4 business is located at 2155 East University Drive, Suite 209, Tempe, Arizona.

5 6. Curtis J. Billups ("Billups") is the President and Chief Executive Officer of QCA Inc.; President,  
6 Secretary, and Treasurer of RCA Inc.; and Managing Member, with QCA Inc., of QCA Dade, QCA Ft.  
7 Lauderdale, and QCA Miami. Billups resides at 51089 West Papago Road in Maricopa, Arizona.

8 7. Bob Roberts ("Roberts") is a Vice President of QCA Inc. and RCA Inc.

9 8. John "Jake" Carl ("Carl") is a Vice President, Secretary, and Director of QCA Inc. and RCA Inc.

10 9. John P. Squires ("Squires") is a Director of QCA Inc. and RCA Inc.

11 10. Donald Sayner ("Sayner") is a salesperson for QCA Inc.

12 11. Bob Lanning ("Lanning") is a salesperson for QCA Inc.

13 12. Norm Benjamin ("Benjamin") is a salesperson for RCA Inc.  
14

## 15 16 **II. NATURE OF THE VIOLATIONS**

### 17 **A. Telephone Solicitations**

18 13. Beginning in early 2000, Respondents RCA Inc. and QCA Inc. made, or caused to be made, unsolicited  
19 telephone calls to Washington residents seeking investors for Respondents' check cashing ventures.  
20 Telephone solicitors described the investments as offering guaranteed returns of up to 40% annually.

21 14. In late March 2000, a Seattle resident (the "Seattle resident") received an unsolicited telephone  
22 solicitation from Respondent Sayner offering membership units in QCA Ft. Lauderdale. Sayner stated that  
23 QCA Ft. Lauderdale was raising \$1,000,000 to open six new check-cashing stores. Sayner stated that the  
24 membership units were a no-risk investment, that the resident would earn annual returns of 30%, and that the  
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1 resident would receive monthly membership distribution payments. The resident requested that Sayner send  
2 him offering documents describing the investment.

3 15. On or about April 3, 2000, the Seattle resident received a Federal Express package from QCA Inc. The  
4 package had been sent from by Sayner from Arizona, and contained, among other documents, a private  
5 placement memorandum and operating agreement for QCA Fort Lauderdale. The memorandum, dated  
6 February 1, 2000, describes a \$1,000,000 offering of up to 200 membership units in QCA Ft. Lauderdale at  
7 \$5,000 per unit, with a minimum purchase of two units. The memorandum states the offering was being  
8 made pursuant to the Securities Act of 1933, Rule 504 of Regulation D. Investigation by the Division  
9 revealed that no Regulation D filing has been made with the U.S. Securities and Exchange Commission for  
10 offerings by QCA Ft. Lauderdale.

11 16. The offering documents failed to provide any financial information about QCA Inc.; failed to provide  
12 sufficient business histories for the officers; and failed to disclose risks associated with the lack of operating  
13 history and profitability. The documents also failed to disclose that on August 12, 1999, the Pennsylvania  
14 Securities Commission issued a Summary Order to Cease and Desist against Billups, RCA Inc., and their  
15 agents, ordering them to halt the offer and sale of unregistered membership units.

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17 17. On or about April 10, 2000, the Seattle resident called QCA Inc. and spoke with Respondent Lanning.  
18 The resident asked Lanning why the operating agreement for QCA Ft. Lauderdale was signed by Billups as  
19 President of RCA Inc. Lanning stated that RCA Inc. was the parent company of QCA Inc. On the same date,  
20 the resident spoke with Respondent Carl about the investment. Carl encouraged the resident to invest in QCA  
21 Inc., telling him that the investment was a "great deal," and that he was making "a ton of money" from his  
22 investment in QCA Inc.

23 18. On or about May 4, 2000, the Seattle resident entered into an "addendum" to the subscription agreement  
24 with QCA Inc. The addendum, signed by Billups as President of RCA Inc., provided that QCA Inc. and  
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1 RCA Inc. would make monthly distributions of profits, provide quarterly statements, and provide a list of all  
2 members at an unspecified future date.

3 19. On or about May 5, 2000, based on the information contained in the offering documents, the oral  
4 representations made by Respondents Sayner, Lanning, and Carl, and the addendum signed by Billups, the  
5 Seattle resident invested \$15,000 for three membership units of QCA Ft. Lauderdale. On or about May 20,  
6 2000, the resident received a letter, dated May 17, 2000, from Respondent Roberts including a copy of the  
7 subscription agreement signed by Billups and identifying Lanning as the resident's "account manager."

8 20. On or about July 27, 2000, the Seattle resident called Sayner to check on his investment. Sayner said  
9 that QCA Inc. was forming another limited liability company to raise funds for expansion into Miami. The  
10 company, QCA Miami, offered similar returns as the QCA Ft. Lauderdale program. The resident requested  
11 that Sayner send him the offering documents. The resident never received the QCA Miami offering  
12 documents. On September 12, 2000, Billups, in a letter to QCA Ft. Lauderdale investors, encouraged them to  
13 call their account managers "to see about joining the Miami team before it is fully funded."

14 21. Respondents Sayner, Lanning, Carl, Billups, and Roberts never disclosed the Pennsylvania order  
15 against RCA Inc. and Billups. Contrary to Respondents' representation, the Seattle resident has never  
16 received any cash distributions, quarterly statements, or list of members. Despite repeated requests, Billups  
17 has refused to provide the promised payments, documents, or return the resident's \$15,000 investment.

18 22. On December 18, 2000, The Illinois Securities Department issued a Temporary Order of Prohibition  
19 against RCA Inc. and their officers, directors, employees, and agents. The Temporary Order prohibited the  
20 named respondents from offering or selling unregistered membership units in Illinois.  
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**B. E-Mail Solicitations**

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2 23. Beginning in early 2001, Respondents RCA Inc. and QCA Inc. sent, or caused to be sent, unsolicited  
3 e-mail messages to Washington residents seeking investors for Respondents' check cashing ventures. The e-  
4 mail solicitations described the investments as offering guaranteed annual returns ranging from 20% to 40%.  
5 Recipients of the e-mail solicitations were instructed to complete and return via e-mail an attached electronic  
6 form providing their name, physical address, telephone number, and e-mail address. On or about July 15,  
7 2001, an Olympia, Washington resident (the "Olympia resident") who had received such an e-mail message  
8 returned the electronic form.

9 24. On or about July 25, 2001, the Olympia resident received a call from Jim Barry ("Barry"), a salesperson  
10 for RCA Inc. Barry said that he was responding to the resident's e-mail. Barry said that RCA Inc. was  
11 offering membership units in check cashing stores to be located in Dade County, Florida. He stated that RCA  
12 Inc. had 27 existing check cashing stores, planned to open more than 300 in the next five years, and was  
13 offering investors 30% guaranteed annual returns.

14 25. The Olympia resident expressed interest and told Barry that he had \$100,000 available to invest. Barry  
15 connected the Olympia resident to his supervisor, Michael Remus ("Remus"), who stated that the Dade Co.  
16 opportunity was almost fully funded but that he would reserve some units for the resident. Remus said that  
17 he would put together a complete package of materials and fax them to the resident that day.

18 26. On or about July 25, 2001, the Olympia resident received two faxes from Remus. One fax included a  
19 private placement memorandum and operating agreement for QCA Dade. The other fax included, among  
20 other documents, a subscription agreement, and a business card identifying Remus as an Accounting Director  
21 for Corporate Asset Group Inc. ("CAG"). An independent sales office hired to offer and sell membership  
22 units to investors on commission, CAG was identified on the fax cover letter as "an affiliate of " RCA Inc.  
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1 27. The QCA Dade memorandum, dated May 1, 2001, describes a \$1,000,000 offering of up to 200  
2 membership units at \$5,000 per unit, with a minimum purchase of two units. The memorandum states the  
3 offering was being made pursuant to the Securities Act of 1933, Rule 504 of Regulation D. Investigation by  
4 the Division revealed that no Regulation D filing has been made with the U.S. Securities and Exchange  
5 Commission for offerings by QCA Dade.

6 28. The offering documents failed to provide financial information about QCA Inc. or RCA Inc.; failed to  
7 provide sufficient five-year business histories for Billups or Squires; failed to disclose risks associated with  
8 the lack of operating history and profitability; and failed to disclose either Illinois or the Pennsylvania orders.

9 29. On or about August 8, 2001, the Olympia resident received another call offering investments for RCA  
10 Inc. Norm Benjamin ("Benjamin") was soliciting investments in a new limited liability company, QCA  
11 Miami. Benjamin said that he was responding to the resident's e-mail. Benjamin stated that RCA Inc. was  
12 opening up six check-cashing stores in Miami, and was offering 200 membership units at \$5,000 per unit,  
13 with a minimum investment of \$10,000. Benjamin stated the resident would receive \$1,500 a month for 20  
14 years if he invested \$10,000 with RCA Inc. He stated the firm was going public in four to five months, and  
15 that when it did the resident would be able to convert his membership units to stock shares. The Olympia  
16 resident stated that he was already talking with CAG about investing in RCA Inc., and asked whether  
17 Benjamin was working for CAG. Benjamin said that working directly for RCA Inc. and Billups.

18 30. Respondents Barry, Remus, and Benjamin never disclosed the Pennsylvania or Illinois orders.

19 31. On August 31, 2001, the Arizona Securities Division issued a Temporary Cease and Desist Order  
20 against RCA Inc, QCA Inc, Billups, and their agents. The Order alleges that neither the respondents nor their  
21 securities were registered with the Arizona Securities Division as required. The Order further alleges that the  
22 respondents made fraudulent misrepresentations by claiming the securities offered were exempt from  
23 registration and made material omissions by failing to disclose the orders issued by Pennsylvania and Illinois.  
24

1 32. Respondents are not currently registered to offer or sell securities in the State of Washington, have not  
2 previously been so registered, and no claim of exemption for such offers or sales is on file.

3 33. The membership units offered by Respondents are not currently registered in the State of Washington,  
4 have not previously been so registered, and no claim of exemption for said securities is on file.

5 34. The Securities Administrator finds that the continued offering of membership units in the manner  
6 described above, and the continued availability of exemptions to Respondents, presents a threat to the  
7 investing public.

8  
9 Based upon the above Tentative Findings of Fact, the following Conclusions of Law are made:

10 **CONCLUSIONS OF LAW**

11 1. The offer and/or sale of membership units by Respondents constitutes the offer and/or sale of securities as  
12 defined in RCW 21.20.005(10) and (12).

13 2. Respondents have each violated RCW 21.20.140 by offering and/or selling said securities while no  
14 registration or notification of claim of exemption for such offer and/or sale was or is on file with the Division.

15 3. Respondents have each violated RCW 21.20.040 by offering and/or selling said securities while not  
16 registered as securities salespersons or as broker/dealers in the State of Washington.

17 4. Respondents have each violated RCW 21.20.010 in connection with the offer and/or sale of said securities  
18 because the representations made regarding the promised return, security, and liquidity of the investment, and  
19 projections of future sales growth, were made with no reasonable basis in fact. Respondents also omitted  
20 material facts in their offers that made the statements made in those offers misleading. Additionally, the acts,  
21 practices, and course of business engaged in served to operate as a fraud or deceit upon investors.  
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**EMERGENCY**

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2 Based upon the foregoing, the Securities Administrator finds that an emergency exists, that  
3 Respondents' continued violations of RCW 21.20.140, RCW 21.20.040, and RCW 21.20.010, and the  
4 continued availability of exemptions under RCW 21.20.320, constitutes a threat to the investing public. The  
5 Securities Administrator finds that a Summary Order to Cease and Desist from those violations, and the  
6 summary withdrawal of the availability of exemptions available under RCW 21.20.320, is in the public  
7 interest and necessary for the protection of the investing public.  
8

9  
**SUMMARY ORDER**

10 Based on the foregoing, NOW, THEREFORE, IT IS HEREBY SUMMARILY ORDERED that  
11 Respondents, Republic Cash Advance, Inc., Quick Cash Advance, Inc., Quick Cash Advance of Dade  
12 County, LLC, Quick Cash Advance of Ft. Lauderdale, LLC, Quick Cash Advance of Miami, LLC, Curtis  
13 J. Billups, Bob Roberts, John Carl, John P. Squires, Donald Sayner, Bob Lanning, and Norm Benjamin, their  
14 partners, officers, directors, employees, affiliates, subsidiaries, predecessors, and successors, and any person  
15 acting on their behalf with express, implied, or apparent authority to do so, shall each cease and desist from  
16 offering and/or selling securities in any manner in violation of RCW 21.20.140, the securities registration  
17 section of the Securities Act of Washington.  
18

19 It is further SUMMARILY ORDERED that Respondents, their partners, officers, directors, employees,  
20 affiliates, subsidiaries, predecessors, and successors, and any person acting on their behalf with express,  
21 implied, or apparent authority to do so, shall each cease and desist from violation of RCW 21.20.040, the  
22 broker-dealer and salesperson registration section of the Securities Act of Washington.  
23

24 It is further SUMMARILY ORDERED that Respondents, their partners, officers, directors, employees,  
25 affiliates, subsidiaries, predecessors, and successors, and any person acting on their behalf with express,  
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1 implied, or apparent authority to do so, shall each cease and desist from violation of RCW 21.20.010, the  
2 anti-fraud section of the Securities Act of Washington.

3 It is further SUMMARILY ORDERED that based upon the foregoing, the exemptions available to  
4 Respondents under RCW 21.20.320(1), (9), (11), and (17) are hereby withdrawn.

5  
6 **NOTICE OF INTENT TO IMPOSE FINES**

7 Based upon the offer and/or sale of unregistered securities to two Washington residents, by unregistered  
8 broker-dealers and/or salesperson, the misrepresentations and omissions contained in those offers and/or  
9 sales, and upon the above Tentative Findings of Fact and Conclusions of Law, the Securities Administrator  
10 finds that ten or more knowing or reckless violations of the Securities Act have occurred such that the  
11 imposition of fines is required pursuant to RCW 21.20.395. Therefore, the Securities Administrator intends  
12 to order that Respondents Republic Cash Advance, Inc., Quick Cash Advance, Inc., and Curtis J. Billups shall  
13 be jointly and severally liable for and pay a fine in the amount of \$5,000 per violation, for a total of \$50,000.  
14

15  
16 **NOTICE OF INTENT TO ORDER AFFIRMATIVE RELIEF**

17 Pursuant to RCW 21.20.390, and based upon the above Tentative Findings of Fact and Conclusions of Law,  
18 the Securities Administrator intends to order that Respondents shall be jointly and severally liable for and  
19 shall provide appropriate affirmative relief, including, without limitation, a requirement to provide full  
20 restitution to all Washington investors.  
21

22 **AUTHORITY AND PROCEDURE**

23 This Order is entered pursuant to the provisions of RCW 21.20.390, RCW 21.20.395, and RCW  
24 21.20.325, and is subject to the provisions of Chapter 34.05 RCW. Respondents may each make a written  
25

1 request for a hearing as set forth in the NOTICE OF OPPORTUNITY TO DEFEND AND  
2 OPPORTUNITY FOR HEARING accompanying this order. If any Respondent does not request a  
3 hearing, as to that Respondent, the Securities Administrator intends to adopt the above Tentative Findings  
4 of Fact, Conclusions of Law, and Summary Order as final, impose the fines and affirmative relief sought,  
5 and permanently revoke the exemptions available under RCW 21.20.320(1), (9), (11), and (17).  
6

7 **WILLFUL VIOLATION OF THIS ORDER IS A CRIMINAL OFFENSE.**  
8

9 ENTERED this 17th day of October, 2001.  
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13 \_\_\_\_\_  
14 Deborah R. Bortner  
15 Securities Administrator

16 Approved by:

16 Presented by:

17 \_\_\_\_\_  
18 Michael E. Stevenson  
19 Chief of Enforcement

17 \_\_\_\_\_  
18 Anthony W. Carter  
19 Securities Examiner