

STATE OF ILLINOIS  
SECRETARY OF STATE  
SECURITIES DEPARTMENT

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IN THE MATTER OF: NETWORK FRANCHISING, INC., )  
A/K/A SUCCESS SYSTEMS, )  
ITS OFFICERS, DIRECTORS, )  
EMPLOYEES, AGENTS, AFFILIATES, ) File No. 0600578  
SUCCESSORS AND ASSIGNS, )  
AND PATRICK WHERLEY )  
)

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SUMMARY ORDER TO CEASE AND DESIST

TO THE RESPONDENT: Patrick Wherley  
Network Franchising, Inc.  
Success Systems  
C/O Daniel J. Block, Esq.  
Robinson, Waters and O'Dorisio  
1099 18<sup>th</sup> Street, 26<sup>th</sup> Floor  
Denver, Colorado 80202

Patrick Wherley  
Network Franchising, Inc.  
Success Systems  
6238 Red Canyon Drive #A  
Littleton, Colorado 80130

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, Network Franchising, Inc., a/k/a/ Success Systems (hereinafter, "Network Franchising"), is a purported business entity with a last known address of 6238 Red Canyon Drive #A, Littleton, Colorado 80130;
2. That, at all times relevant the Respondent Patrick Wherley was president of Network Franchising;
3. That on or about January 4, 2006, Respondent Network Franchising, by and through its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, including Patrick Wherley, offered and/or sold to JW and JW, Illinois residents, an opportunity to purchase supplies, equipment or services purportedly sufficient to

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- enable the Illinois residents to start a business, including, but not limited to, a business opportunity agreement, a training program, and gumball vending machines with associated vending software in return for total payments in the amount of \$15,295;
4. That Respondent Network Franchising, by and through its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, including Patrick Wherley, represented to the Illinois residents, either directly or indirectly, that it 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 when the purchaser is required to make a payment to the seller or a person recommended by the seller and the seller represents directly or indirectly, orally or in writing, that the seller will provide a marketing plan;
  6. That the above-referenced promotion, solicitation or offer constitutes an offer and/or sale 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 Section 5-95 (b) (1) of the Act provides, inter alia, that no person shall, either directly or indirectly, offer or sell any business opportunity without registration under this Act unless the person offering or selling the opportunity is exempt under the Act;
  9. That at all times relevant, Respondent Network Franchising, by and through its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, including Patrick Wherley, failed to obtain or file for

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registration of the above-referenced business opportunity prior to any offer or sale in the State of Illinois;

10. That by virtue of the foregoing, Respondent Network Franchising, by and through its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, including Patrick Wherley, has violated Sections 5-25 and 5-95(b)(1) 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 Respondent Network Franchising, by and through its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, including Patrick Wherley, 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.

NOW THEREFORE, IT IS HEREBY ORDERED THAT: pursuant to the authority granted by Section 5-65 of the Act, Network Franchising, by and through its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, including Patrick Wherley, is 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 Securities Director, Illinois Securities Department, 300 West Jefferson, Suite 300A, Springfield, Illinois 62702. Such request must be made within thirty (30) days of the entry of

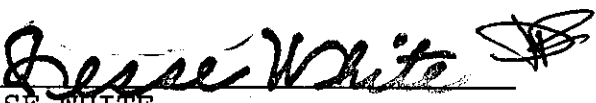
Summary Order to Cease and Desist

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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 25<sup>th</sup> day of October, 2007

  
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JESSE WHITE  
Secretary of State  
State of Illinois

Attorney for the Secretary of State:  
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