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

TO: John E. Coyle
Ryan Pottorff, President
Unigroup Funding Solutions, Inc.
414 East Swift Ave.
Fresno, California 93704
and
6100 Neil Road, Suite 500
Reno Nevada, 89511

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

The California Corporations Commissioner finds that:

1. Unigroup Funding Solutions, Inc is a Nevada corporation incorporated on February 4, 2008. The only address provided in its filings with the Nevada Secretary of State is the address for its registered agent for service in Nevada, an entity called Business Filings Incorporated, which has the address of 6100 Neil Road, Suite 500, Reno, Nevada, 89511. Unigroup Funding Solutions, Inc.’s principal place of business is 414 East Swift Ave, Fresno, California 93704. Unigroup Funding Solutions, Inc was formed under the direction of John E. Coyle whose address is 414 East Swift Ave, Fresno, California 93704. Unigroup Funding Solutions, Inc. is controlled and directed primarily by John E. Coyle (“Coyle”). Documents provided to prospective investors by Unigroup Funding

1 Solutions, Inc. represent that Ryan Pottorff is the President and Chief Executive Officer of the
2 corporation.

3 2. Unigroup Funding Solutions, Inc. was formed by Coyle in an attempt to avoid complying
4 with or disclosing to the public a Desist and Refrain Order issued by the California Department of
5 Corporations on October 18, 2007 to Coyle and the California corporation "UnityPay, Inc.", which
6 also does business using the name "Unity Card Inc." UnityPay, Inc.'s current principal place of
7 business is 414 East Swift Ave, Fresno, California 93704. Coyle is the president of Unity Pay Inc.
8 The prior Desist and Refrain Order issued against Coyle and UnityPay, Inc. was for violations of
9 California Corporations Code sections 25110 and 25401 for selling unqualified nonexempt securities
10 and for selling securities by means of misrepresentations or omissions of material fact. Despite the
11 prior Desist and Refrain Order, Coyle and UnityPay Inc. continued to offer and sell unqualified
12 nonexempt securities and did so by means of misstatements and omissions of material fact in further
13 violation of the Desist and Refrain Order and Corporations Code sections 25110 and 25401.

14 3. Coyle represented to prospective investors in Unigroup Funding Solutions, Inc., who had
15 previously invested in UnityPay, Inc., that by forming Unigroup Funding Solutions, Inc. they could
16 continue the business operations of Unity Pay Inc. without having to comply with the Desist and
17 Refrain Order or disclose it to the public or future investors. UnityPay, Inc.'s purported business plan
18 was to make kiosks which dispensed gift cards to sell to nonprofit organizations, which would then
19 sell the gift cards to the public in an attempt to raise funds for their nonprofit organization. Coyle
20 represented to investors that since his only officially disclosed involvement with Unigroup Funding
21 Solutions, Inc. would be as a "consultant" the new company would not be subject to the Desist and
22 Refrain Order and the existence of the order could therefore be concealed from the public and new
23 investors. However, Coyle continued to direct and control Unigroup Funding Solutions, Inc.

24 4. Beginning in or about February 2008 Coyle offered and sold investment contracts entitled
25 "Promissory Notes" in Unigroup Funding Solutions Inc. The Promissory Note stated it would pay
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1 the investor or "Payee" a 6% annual return on the amount of the outstanding balance on the note, that
2 the money shall be held in a separate account by the company for use for "general operating
3 expenses" for the company and that a monthly profit and loss statement would be prepared by the
4 company and the company would allocate 61.50% of the calculated net profits towards the balance
5 owed on the note. It also stated that "for any amounts paid or allocated for the benefit of the payee
6 below the original amount, the Company has the right to draw against this amount as needed to cover
7 the budget expenses even after any allocation of profits referenced above." The Promissory Note
8 indicates that Ryan Pottorff is the President and Chief Executive Officer of the corporation.
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11 5. Coyle falsely represented to prospective investors in Unigroup Funding Solutions, Inc.
12 that Coyle or his attorney had spoken with the California Department of Corporations about the
13 Desist and Refrain Order issued to Coyle and UnityPay, Inc. and that the Department had agreed that
14 the order was issued under mistaken facts and would not have been issued had the Department known
15 the true facts. Coyle also falsely represented that the order would be withdrawn by the Department
16 voluntarily or would otherwise be overturned. In fact, the Department of Corporations has not
17 indicated to Coyle or any other person that the Desist and Refrain Order contained any inaccurate
18 facts or would be withdrawn voluntarily by the Department and neither Coyle nor UnityPay, Inc.
19 requested a hearing to contest the Desist and Refrain Order in a timely manner. The Order has
20 become final and cannot be challenged or overturned. Coyle also misrepresented that the Desist and
21 Refrain Order did not preclude his selling the promissory notes or other unqualified nonexempt
22 securities for Unigroup Funding Solutions, Inc. and that the Desist and Refrain Order would not have
23 to be disclosed to new investors in Unigroup Funding Solutions, Inc. In fact, the Desist and Refrain
24 Order prohibits Coyle from offering or selling all unqualified nonexempt securities, including
25 Promissory Notes in Unigroup Funding Solutions, Inc. Furthermore, the existence of the Desist and
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1 Refrain Order is a material fact that should be disclosed to any future investors in order to comply
2 with Corporations Code section 25401, since Coyle continued to control and direct that Unigroup
3 Funding Solutions, Inc.

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5 6. The Department of Corporations has not issued any permit, license or other form of
6 authorization, approval or qualification to allow any person to offer and sell securities, including
7 investment contracts and notes entitled "Promissory Note", in Unigroup Funding Solutions, Inc.
8 Based upon the foregoing findings, the California Corporations Commissioner is of the opinion that
9 the investment contracts and notes entitled "Promissory Note" in Unigroup Funding Solutions, Inc.
10 constitute securities, which are subject to qualification under the California Corporate Securities Law
11 of 1968, and that these securities have been and are being offered and sold without being qualified or
12 exempt.

13 The California Corporations Commissioner is of the further opinion that the securities in the
14 form of investment contracts and notes entitled "Promissory Note" in Unigroup Funding Solutions,
15 Inc. have been offered and sold in this state by means of written and oral communications, which
16 include untrue statements or omissions of material facts, in violation of section 25401 of the
17 California Corporate Securities Law of 1968.

18 Pursuant to Corporations Code section 25532, John E. Coyle, Ryan Pottorff and Unigroup
19 Funding Solutions, Inc. are hereby ordered to desist and refrain from the further offer or sale in the
20 State of California of securities, including but not limited to investment contracts and notes entitled
21 "Promissory Note" in Unigroup Funding Solutions, Inc. unless and until qualification has been made
22 under the California Corporate Securities Law or unless exempt.

23 Pursuant to Corporations Code section 25532, John E. Coyle, Ryan Pottorff, Unigroup
24 Funding Solutions, Inc. are hereby further ordered to desist and refrain from the further offer or sale
25 in the State of California of securities, including but not limited to investment contracts and notes
26 entitled "Promissory Note" in Unigroup Funding Solutions, Inc., by means of any written or oral
27 communication which includes an untrue statement or omission of material fact.
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1 This Order is necessary, in the public interest, for the protection of investors and consistent
2 with the purposes, policies, and provisions of the Corporate Securities Law of 1968.

3 Dated: February 25, 2008

4 Los Angeles, California

5 PRESTON DuFAUCHARD
6 California Corporations Commissioner

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8 By _____
9 ALAN S. WEINGER
10 Lead Corporations Counsel
11 Enforcement Division
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