

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

IN THE MATTER OF: THE MONEY DOCTOR SYSTEM,)
ITS OFFICERS, DIRECTORS,)
EMPLOYEES, AGENTS, AFFILIATES,) File No. 0600555
SUCCESSORS AND ASSIGNS,)
AND CARL SHELTON,)
)

ORDER TO CEASE AND DESIST

TO THE RESPONDENT: The Money Doctor System
Carl Shelton
10641 Essex Street
Westchester, Illinois 60154

WHEREAS, a Summary Order to Cease and Desist was issued by the Secretary of State on October 16, 2006, ordering The Money Doctor System, by and through its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, including Carl Shelton, to cease and desist from offering and/or selling any business opportunity in the State of Illinois until further order of the Secretary of State.

WHEREAS, pursuant to Section 5-65(1) of the Business Opportunity Sales Law of 1995, [815 ILCS 602 5/1 et seq.] (the "Act"), the failure to request a hearing within thirty (30) days of the receipt of the Summary Order to Cease and Desist shall constitute a sufficient basis to make the Summary Order final.

WHEREAS, The Money Doctor System, by and through its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, including Carl Shelton, have failed to request a hearing on the matters contained in the Summary Order within thirty (30) days of receipt of said Summary Order and that they are hereby deemed to have admitted the facts alleged in the said Summary Order.

WHEREAS, the Secretary of State, by and through his duly authorized representative, has adopted the Findings of Fact contained in the said Summary Order as the Secretary of State's Final Findings of Fact as follows:

1. That the Respondent, The Money Doctor System (hereinafter "Money Doctor"), is a purported business entity with a

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last known address of 10641 Essex Street, Westchester, Illinois 60154;

2. That, at all times relevant the Respondent, Carl Shelton, is an officer, director, agent or employee of The Money Doctor System;
3. That on or about August 28, 2006, Respondent Money Doctor, by and through its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, including Carl Shelton, offered and/or sold to GB an opportunity to purchase supplies, equipment or services purportedly sufficient to enable GB to start a business, and Respondent represented to GB that Respondent guarantees that GB will derive income from the business which exceeds the price paid to Respondent, in return for a payment from GB in the amount of \$1,200;
4. 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;
5. 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;
6. That at all times relevant, Respondent, Money Doctor, by and through its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, including Carl Shelton, failed to obtain or file for registration of the above-referenced business opportunity prior to any offer or sale in the State of Illinois;
7. That Section 5-65 of the Act provided, inter alia, that if the Respondent to a Summary Order to Cease and Desist fails to request a hearing within time period specified, the cease and desist order will be permanent and the person named in the order will be deemed to have waived all rights to a hearing;

WHEREAS, the Secretary of State, by and through his duly authorized representative, has adopted the Conclusions of Law contained in the said Summary Order as the Secretary of State's final Conclusions of Law as follows:

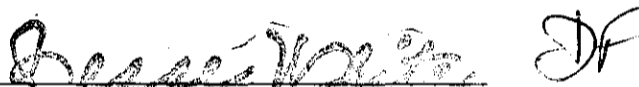
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1. That, by virtue of the foregoing, Respondent, The Money Doctor System, by and through its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, including Carl Shelton, has violated Section 5-25 of the Act; and
2. That, by virtue of the foregoing, Respondent, The Money Doctor System, by and through its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, including Carl Shelton, is subject, pursuant to Section 5-65 of the Act, to an Order to Cease and Desist from offering and/or selling business opportunities in the State of Illinois.

NOW THEREFORE, IT IS HEREBY ORDERED THAT: pursuant to the authority granted by Section 5-65 of the Act, Respondent, The Money Doctor System, by and through its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, including Carl Shelton, is to Cease and Desist from offering or selling business opportunities in the State of Illinois or to residents of the State of Illinois.

ENTERED: This 29th day of January, 2007.



JESSE WHITE
SECRETARY OF STATE
STATE OF ILLINOIS

Attorney for the Secretary of State:
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Illinois Securities Department
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NOTICE: Failure to comply with the terms of this Order shall be a violation of Section 5-115(a) of the Business Opportunity

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Law of 1995 [815 ILCS 602] (the ("Act")). Any person or entity that fails to comply with the terms of this Order of the Secretary of State, having knowledge of the existence of this Order, shall be guilty of a Class 3 felony.

This is a final order subject to administrative review pursuant to the Administrative Review Law, [735 ILCS 5/3-101 et seq.] and the Rules and Regulations of the Act (14 Ill. Admin. Code, Ch. I, Sec. 130.1123). Any action for judicial review must be commenced within thirty-five (35) days from the date a copy of this Order is served upon the party seeking review