

1 State of New Hampshire Banking Department

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3 In re the Matter of:) Case No.: 08-373
)
 4 State of New Hampshire Banking)
)
 5 Department,)
)
 6 Petitioner,) Consent Agreement
)
 7 and)
)
 8 IPP of America, Inc., Edison Fund, V.)
)
 9 LP, Brenda Brancia Amarant, Ronald W.)
)
 10 Averett, Robert Edward Farina,)
)
 11 Christopher Scott Sudgen, Steven Marc)
)
 12 Tillim, and John Paul Zaleskie,)
)
 13 Respondents)
)

14
15 CONSENT ORDER

16 I. This Consent Order (hereinafter referred to as "Consent Order") is
 17 entered between the New Hampshire Banking Department ("the
 18 Department"), Respondent IPP of America, Inc. ("Respondent IPP"),
 19 Respondent Edison Fund, V. LP ("Respondent Edison"), Respondent Brenda
 20 Brancia Amarant ("Respondent Amarant"), Respondent Ronald W. Averett
 21 ("Respondent Averett"), Respondent Robert Edward Farina ("Respondent
 22 Farina"), Respondent Christopher Scott Sudgen ("Respondent Sudgen"),
 23 Respondent Steven Marc Tillim ("Respondent Tillim"), and Respondent
 24 John Paul Zaleskie ("Respondent Zaleskie"), (all Respondents
 25 hereinafter referred to collectively as "Respondents"). The Department

1 and Respondents do hereby stipulate and agree to the following:

- 2 1. The term "this matter" shall refer to the Respondent IPP's
3 unlicensed money transmission activity in the State of New
4 Hampshire from at least August 2006 until February 2009.
- 5 2. The Department is authorized by New Hampshire RSA 399-G:2 to
6 regulate persons engaged in the business of money
7 transmission (as defined by RSA 399-G:1,VIII).
- 8 3. RSA 399-G:5,I requires the licensure of Respondent IPP's
9 principal office, which is located in New Jersey, and
10 authorized delegate registrations for all authorized
11 delegates located or to be located in the State of New
12 Hampshire.
- 13 4. RSA 399-G:5 and RSA 399-G:13 authorize the Department to
14 investigate alleged violations of laws or rules to determine
15 whether any person has violated or is violating any provision
16 of RSA Chapter 399-G, rule or order given under RSA Chapter
17 399-G or other applicable state and federal laws and
18 regulations.
- 19 5. RSA 399-G:13 authorizes the Department to perform
20 examinations of Respondents' money transmission business.
- 21 6. Respondents currently have a pending application to obtain a
22 money transmitter license and several authorized delegate
23 registrations in the State of New Hampshire. However,
24 Respondents have previously and are currently conducting
25 money transmission activity in the State of New Hampshire

1 without a license.

2 7. The Department and Respondents would like to avoid formal
3 proceedings, and further expense, and to finally resolve this
4 action under the terms and conditions set forth below.

5 6. The terms of this Consent Order are a fair and reasonable
6 disposition of this matter and are in the public interest.

7 7. In consideration of the mutual promises and representations
8 set forth herein, and in further consideration of the
9 Department's reliance upon the substantial accuracy and good
10 faith of the representations and submissions made to it by
11 Respondents, the Department and Respondents intending to be
12 legally bound herein, agree to the terms and conditions
13 below.

14 II. For purposes of amicably resolving and closing the above-referenced
15 matter, each of the above named Respondents and the Department hereby
16 agree to the following terms and conditions:

17 1. Respondents agree they have voluntarily entered into this
18 Consent Order without reliance upon any discussions between
19 the Department and Respondents, without promise of a benefit
20 of any kind (other than concessions contained in this Consent
21 Order) and without threats, force, intimidation, or coercion
22 of any kind. Respondents further acknowledge their
23 understanding of the nature of the offenses alleged herein,
24 including the penalties provided by law.

- 1 2. The Respondents agree to waive any and all rights to a
2 hearing and appeal thereof.
- 3 3. The Respondents agree that they will not deny the factual
4 basis for this Consent Order to which they have stipulated
5 above and will not give conflicting statements about such
6 facts or their involvement in the stipulated facts.
- 7 4. The Respondents agree that all terms of this Consent Order
8 are contractual and none is a mere recital.
- 9 5. Respondent IPP represents and warrants that it has all the
10 necessary rights, powers and ability to carry out all of the
11 terms of this Consent Order which are applicable to
12 Respondent IPP.
- 13 6. Respondent Edison represents and warrants that it has all the
14 necessary rights, powers and ability to carry out all of the
15 terms of this Consent Order which are applicable to
16 Respondent Edison.
- 17 7. Respondent Amarant represents and warrants that she has all
18 the necessary rights, powers and ability to carry out all of
19 the terms of this Consent Order which are applicable to
20 Respondent Amarant.
- 21 8. Respondent Averett represents and warrants that he has all
22 the necessary rights, powers and ability to carry out all of
23 the terms of this Consent Order which are applicable to
24 Respondent Averett.

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1 9. Respondent Farina represents and warrants that he has all the
2 necessary rights, powers and ability to carry out all of the
3 terms of this Consent Order which are applicable to
4 Respondent Farina.

5 10. Respondent Sudgen represents and warrants that he has all the
6 necessary rights, powers and ability to carry out all of the
7 terms of this Consent Order which are applicable to
8 Respondent Sudgen.

9 11. Respondent Tillim represents and warrants that he has all the
10 necessary rights, powers and ability to carry out all of the
11 terms of this Consent Order which are applicable to
12 Respondent Tillim.

13 12. Respondent Zaleskie represents and warrants that he has all
14 the necessary rights, powers and ability to carry out all of
15 the terms of this Consent Order which are applicable to
16 Respondent Zaleskie.

17 13. Respondents represent and warrant that they can accomplish
18 the full relief contemplated and required herein and that all
19 parents, subsidiaries, affiliates, and successors necessary
20 to effectuate the full relief contemplated by this Consent
21 Order are parties to this Consent Order.

22 14. Respondents represent and warrant that they have obtained all
23 third-party approvals necessary to comply with the Consent
24 Order.

1 15. Respondents acknowledge that the Department is relying upon
2 the representations and warranties of Respondents, stated
3 herein, in making its determination in this matter.

4 16. Subject to the terms of this Consent Order, the Respondents
5 consent to the entry of a total administrative penalty of
6 \$46,250.76, which shall be paid to the Department
7 contemporaneously with the execution of this Consent Order.

8 17. Respondents agree to immediately refund Consumer A (the only
9 identifiable New Hampshire consumer) the transaction charge
10 of \$6.25.

11 18. Respondents acknowledge they are jointly and severally liable
12 for all required payments referenced herein.

13 19. The Respondents acknowledge that failure to make payment as
14 agreed above may result in civil and/or criminal penalties.

15 20. Respondents shall immediately file a completed license
16 application with the Department's Licensing Division.

17 21. This Consent Order shall become effective immediately upon
18 the date of its issuance.

19 22. Upon the effective date of this Consent Order, the Department
20 shall issue Respondent IPP a money transmitter license and
21 issue authorized delegate registrations to all of Respondent
22 IPP's New Hampshire authorized delegates.

23 23. The provisions of this Consent Order shall remain effective
24 and enforceable except to the extent that, and until such
25 time as, any provisions of this Consent Order shall have been

1 modified, terminated, suspended, or set aside by the Bank
2 Commissioner or upon an order of a court of competent
3 jurisdiction.

4 III. This Consent Order represents the resolution of and discharge of any
5 basis for any civil or administrative proceeding by the Department
6 against the above named Respondents for violations arising as a result
7 of or in connection with any actions or omissions by the above named
8 Respondents through the date of this Consent Order as it applies to
9 the allegations in this action; provided, however, this release does
10 not apply to facts not known by the Department or not otherwise
11 provided by the above named Respondents to the Department as of the
12 date of this Consent Order nor to actions for restitution under RSA
13 383:10-d, or any possible actions related to the examination just
14 completed. Such facts would include, but not be limited to, any
15 consumer harm from the actions of the above named Respondents. The
16 Department expressly reserves its right to pursue any administrative,
17 civil or criminal action or remedy available to it should the above
18 named Respondents breach this Consent Order or in the future violate
19 the Act or rules and orders promulgated thereunder.

1 Recommended this 8th day of May, 2009 by

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3 _____ /s/ _____, Christopher Scott Sudgen

4 Recommended this 5th day of May, 2009 by

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6 _____ /s/ _____, Steven Marc Tillim

7 Recommended this 5th day of May, 2009 by

8
9 _____ /s/ _____, John Paul Zaleskie

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11 **SO ORDERED,**

12 Recommended this 13th day of May, 2009 by

13
14 _____ /s/ _____
15 Peter C. Hildreth,
16 Bank Commissioner

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18 **NOTE: VIOLATION OF A CEASE AND DESIST ORDER IS A CRIMINAL**
19 **OFFENSE.**