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

TO: Benefitescrow.com
Michael Brown, Chairman
Bruce Johnson, Managing Director
Justin T. O'Brien, Executive Director
Michelle Burrow, Secretary
20969 Ventura Boulevard
Woodland Hills, CA 91364

Kathleen F. Robistow
115 South Main Street
St. Albans, Vermont 05478

DESIST AND REFRAIN ORDER
(For violations of sections 17200 and 17403 of the California Financial Code)

The California Corporations Commissioner finds that:

1. Benefitescrow.com, Michael Brown, Bruce Johnson, Justin O'Brien, Michelle Burrow, and Kathleen F. Robistow have engaged in the business of an escrow agent by advertising escrow services over the internet at www.benefitescrow.com from 2004 to the present as follows:

a) Benefitescrow.com represents on its website that the process works as follows:
The parties agree to the terms of the transaction. The buyer then sends the funds to Benefitescrow.com, and the seller sends the merchandise to the buyer for inspection and approval. Once the buyer approves the merchandise, Benefitescrow.com releases the funds to the seller, and the transaction is complete.

b) Benefitescrow.com, Michael Brown, Bruce Johnson, Justin O'Brien, Michelle

1 Burrow, and Kathleen F. Robistow have represented themselves to be licensed escrow agents by
2 claiming that the company is “fully licensed and accredited as an escrow company and is subject to
3 compliance with all applicable escrow regulations, including the California Department of
4 Development and Business Licensing and Permits.”

5 c) Benefitescrow.com, Michael Brown, Bruce Johnson, Justin O’Brien, Michelle
6 Burrow, and Kathleen F. Robistow have further represented that the company holds California
7 Department of Corporations Number 01244804. In fact, the Department has no licensee holding that
8 license number.

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10 2. Neither Benefitescrow.com, Michael Brown, Bruce Johnson, Justin O’Brien, Michelle
11 Burrow, nor Kathleen F. Robistow has been issued a license from the Commissioner authorizing
12 them to conduct business as an escrow agent, as required by California Financial Code section 17200.

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14 3. Neither Benefitescrow.com, Michael Brown, Bruce Johnson, Justin O’Brien, Michelle
15 Burrow, nor Kathleen F. Robistow is exempt from the licensing requirements of Section 17200.

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17 4. Neither Benefitescrow.com, Michael Brown, Bruce Johnson, Justin O’Brien, Michelle
18 Burrow, nor Kathleen F. Robistow has been issued a license from the Commissioner authorizing
19 them to use words indicating that they are in the escrow business, as required by California Financial
20 Code section 17403.

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22 Based upon the foregoing findings, the California Corporations Commissioner is of the opinion that
23 Benefitescrow.com, Michael Brown, Bruce Johnson, Justin O’Brien, Michelle Burrow, and Kathleen
24 F. Robistow and their officers directors, partners, agents, employees and/or servants are in violation
25 of California Financial Code sections 17200 and 17403(a). Pursuant to California Financial Code
26 section 17416, Benefitescrow.com, Michael Brown, Bruce Johnson, Justin O’Brien, Michelle
27 Burrow, and Kathleen F. Robistow are hereby ordered to desist and refrain from engaging in the
28 business of receiving escrows for deposit or delivery without first obtaining a license from the

1 Commissioner. Pursuant to California Financial Code section 17403(b), Benefitescrow.com, Michael
2 Brown, Bruce Johnson, Justin O'Brien, Michelle Burrow, and Kathleen F. Robistow are further
3 ordered to immediately desist and refrain from issuing, circulating, or publishing any advertisement
4 by means of any communication, including any website, or making use of or circulating any
5 letterheads, billheads, blank notes, blank receipts, blank escrow instructions, certificates, circulars, or
6 any written or printed paper containing any fictitious or corporate name or other words indicating that
7 they are in the escrow business.

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9 This Order is necessary, in the public interest, for the protection of investors and consistent with the
10 purposes, policies and provisions of the California Escrow Law. This order shall remain in full force
11 and effect until further order of the California Corporations Commissioner.

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13 Dated: February 11, 2005
14 Sacramento, California

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16 WILLIAM P. WOOD
17 California Corporations Commissioner

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19 By: _____
20 WAYNE STRUMPFER
21 Acting Deputy Commissioner
22 Enforcement and Legal Services
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