

purchasers through the Internet, and have disseminated a range of false and misleading information in order to motivate their victims to pay substantial sums for the business opportunity. Once those sums have been paid, the victims typically find that the business doesn't operate as represented, that they do not receive the support they were promised, that any income generated falls far short of what they were given to expect, and that the individual defendants have become difficult to reach and/or combative. In fact, this combativeness extends to threatening legal action against the victims, to try to bully them into silently accepting their losses. Victims would likely have been spared the financial losses and other abuse they suffered if, before they were asked to commit their money, they had received complete and accurate information about the business and its principal promoters. However, defendants consistently failed to make material disclosures, and such information as defendants did supply contained various deceptions. Defendants should be stopped from claiming any more victims, whether through their current corporate guise or under the name of a new business, and should be required to make restitution to their victims and pay civil penalties for their sustained and cynical wrongdoing.

VENUE

2. Venue is proper in Muscatine County, Iowa pursuant to Iowa Code § 714.16 (10), because both individual Defendants reside there. In addition, Defendants have engaged in the activities that are the subject of this Petition in Muscatine County, Iowa.

PARTIES

3. The Iowa Attorney General is authorized to bring this action on behalf of the State of Iowa by Iowa Code § 714.16 (7), Iowa Code § 714.16A (1), and Iowa Code § 551A.10 (2)

(2007).

4. Johnathan C. Ahlf (“Johnathan Ahlf”) is a resident of Muscatine, Iowa. Johnathan Ahlf has acted as an “Independent Associate” for Profit Alliance, Inc. (“Profit Alliance”), that is, a representative of Profit Alliance authorized to promote the company’s services to customers and share in the revenue thus generated, and, upon information and belief, has also been the person primarily responsible for most of the day-to-day operations and management of Profit Alliance. Johnathan Ahlf was also the President and owner of United Business Solutions, Inc., a now-defunct predecessor operation described below, and Ahlf was the person primarily responsible for the day-to-day operations and management of that business as well.

5. Kristen N. Lain (“Lain”), wife of Johnathan Ahlf since June 3, 2006, is a resident of Muscatine, Iowa. Lain sometimes goes by Kristen Ahlf. Lain is described in Profit Alliance communications and advertisements as the President and CEO of Profit Alliance. Upon information and belief, she has also held herself out as the President and CEO of United Business Solutions, Inc.

6. Profit Alliance, Inc. was incorporated in the State of Texas in September 2003. The Texas Secretary of State’s corporate records indicate that Kristen N. Lain is the President of Profit Alliance, Inc. The Iowa Secretary of State’s corporate records reflect Profit Alliance’s operation in Iowa as a foreign, for-profit corporation, lists Kristen Lain as the “Registered Agent or Reserving Party,” indicates that the business’s home office is at 320 N. Main Street in Davenport, Iowa, and further indicates that the company employs “Profit Alliance Recovery Consultants” as a fictitious name. Upon information and belief, Profit Alliance Recovery Consultants is a successor-in-interest to United Business Solutions, Inc., dba UBS Group, an

Iowa company incorporated by Johnathan Ahlf in June 2004; Ahlf was President of United Business Solutions when it was dissolved in December 2007.

7. Ahlf, Lain, and Profit Alliance are jointly responsible for the acts and practices set forth herein. The term "Defendants" as used herein refers to all three of these named defendants, unless the context otherwise requires.

JURISDICTION

8. The Iowa Consumer Fraud Act, Iowa Code § 714.16 (2)(a) (2007) ("the Consumer Fraud Act") provides in pertinent part:

The act, use or employment by a person of an unfair practice, deception, fraud, false pretense, false promise, or misrepresentation, or the concealment, suppression or omission of a material fact with intent that others rely upon the concealment, suppression, or omission, in connection with the lease, sale, or advertisement of any merchandise or the solicitation of contributions for charitable purposes, whether or not a person has in fact been misled, deceived, or damaged, is an unlawful practice.

It is deceptive advertising within the meaning of this section for a person to represent in connection with the lease, sale or advertisement of any merchandise that the advertised merchandise has certain performance characteristics, accessories, uses, or benefits ... if, at the time of the representation, no reasonable basis for the claim existed. The burden is on the person making the representation to demonstrate that a reasonable basis for the claim existed.

9. Iowa Code § 714.16 (1) provides the following definitions:

(f) "Deception" means an act or practice which has the tendency or capacity to mislead a substantial number of consumers as to a material fact or facts.

(n) "Unfair practice" means an act or practice which causes substantial, unavoidable injury to consumers that is not outweighed by any consumer or competitive benefits which the practice produces.

10. Iowa Code § 714.16 (7) provides, in pertinent part:

Except in an action for the concealment, suppression, or omission of a material fact with intent that others rely upon it, it is not necessary in an action for reimbursement or an

injunction, to allege or to prove reliance, damages, intent to deceive, or that the person who engaged in an unlawful act had knowledge of the falsity of the claim or ignorance of the truth.

11. In describing remedies under the Consumer Fraud Act, Iowa Code § 714.16 (7)

provides in pertinent part as follows:

If it appears to the attorney general that a person has engaged in, is engaging in, or is about to engage in a practice declared to be unlawful by this section, the attorney general may seek and obtain in an action in a district court a temporary restraining order, preliminary injunction, or permanent injunction prohibiting the person from continuing the practice or engaging in the practice or doing an act in furtherance of the practice. The court may make orders or judgments as necessary to prevent the use or employment by a person of any prohibited practices, or which are necessary to restore to any person in interest any moneys ... which have been acquired by means of a practice declared to be unlawful by this section ...

In addition to the remedies otherwise provided for in this subsection, the attorney general may request and the court may impose a civil penalty not to exceed forty thousand dollars per violation against a person found by the court to have engaged in a method, act, or practice declared unlawful under this section; provided, however, a course of conduct shall not be considered to be separate and different violations merely because the conduct is repeated to more than one person. In addition, on the motion of the attorney general or its own motion, the court may impose a civil penalty of not more than five thousand dollars for each day of intentional violation of a ... permanent injunction issued under authority of this section.

12. Iowa Code §§ 714.16A (1) & (3) (2007) provide, respectively:

If a person violates section 714.16, and the violation is committed against an older person, in an action by the attorney general, in addition to any other civil penalty, the court may impose an additional civil penalty not to exceed five thousand dollars for each such violation.

As used in this section, "*older person*" means a person who is sixty-five years of age or older.

13. The Iowa Business Opportunity Promotions Law, Iowa Code Ch. 551A (2007) (the "Business Opportunity Law") provides requirements for the marketing of business opportunities. That chapter requires (*inter alia*) that prescribed disclosure documents be provided to each

would-be purchaser at least ten (10) days before such purchaser signs a contract or makes a payment, and that those documents contain specified information intended to equip the recipient with the knowledge necessary to make an informed decision about whether to make the purchase. (See Iowa Code § 551A.3) The disclosure documents must either be in the form of "a uniform franchise offering circular prepared in accordance with the guidelines adopted by the North American securities administrators association, inc.;" in the form of a disclosure document prepared pursuant to "the federal trade commission rule relating to disclosure requirements and prohibitions concerning franchising and business opportunity ventures in accordance with 16 C.F.R. § 436 ..."; or must be in a form that includes certain specified disclosures at Iowa Code § 551A.3. Among the latter disclosures:

- a) Identification information for persons selling the business opportunity or having responsibility for the seller's business activities; (551A.3 (3)(c)(1)-(3))
- b) business, professional, and educational background information for such persons; (551A.3 (5)(a) & (b))
- c) information regarding whether such persons have been the subject of criminal, civil, or administrative proceedings alleging the violation of a business opportunity law, securities law, or franchise law, or alleging fraud, or alleging unfair or deceptive practices; (551A.3 (6)(a) & (7))
- d) information concerning past bankruptcies of such persons; (551A.3 (6)(b) & (7))
- e) detailed information regarding any earnings representations; (551A.3 (13))
- f) information regarding the number of previous purchasers who have sought and received refunds, or who are known to have failed in the business opportunity; (551A.3 (15))
- g) a copy of the most recent audited financial statement of the seller; (551A.3 (19))
- h) a list of the states that have denied, suspended, or revoked the registration of the business opportunity. (551A.3 (22))

14. The requirements of the Business Opportunity Law apply to offers to sell, as well as to sales, if an offer to sell originates in Iowa, an offer to purchase is made and accepted in Iowa, or the purchaser is domiciled in Iowa and will operate the business in Iowa. (Iowa Code § 551A.2(1))

15. Iowa Code § 551A.4 sets forth exemptions from application of the requirements of the Business Opportunity Law, and places the burden of establishing that an exemption does apply upon the person claiming the exemption.

16. Iowa Code Ch. 551A (2007) provides that the written sales contract governing the sale of the business opportunity must set forth the cancellation statement appearing in the Door-To-Door Sales Act, at Iowa Code § 555A.3. (See 551A.3 (7))

17. In addition to other remedies and penalties for violations, the Business Opportunity Law provides at Iowa Code § 551A.10 (2) that a “business opportunity contract is subject to section 714.16 [the Consumer Fraud Act].”

FACTUAL ALLEGATIONS

18. Defendants have engaged in the unlawful conduct alleged herein separately and in combination, and each is responsible jointly and severally.

Unlawful Offers and Sales of Business Opportunities

19. Defendants, acting from their offices in Iowa, have advertised the sale of a tax and expense recovery business as a business opportunity. Such advertisements were disseminated *inter alia* through the Internet to residents of all states, including Iowa, and Defendants have sold numerous business opportunities.

20. Defendants employed business opportunity sales contracts that provided that the

agreements were to be governed by Iowa law, and held periodic training sessions for new recruits in Muscatine, Iowa. Defendants' primary base of operations was at all relevant times in Iowa, and the Defendants' offers to sell their business opportunities originated from Iowa. In addition, upon information and belief one or more persons who purchased or who were offered the business opportunity from Defendants resided in Iowa.

21. The tax and expense recovery business that Defendants offered to sell and sold purported to authorize the new Profit Alliance representative to propose to client businesses that they collect and submit tax and other financial and expense documentation, which would then be reviewed, at no cost to the client business, by accountants and other experts whose services were arranged by Profit Alliance. Once those experts had performed their review, the Profit Alliance representative would inform the client business of the overpayments or other expenses that could be recovered or saved, and solicit a payment from the client business for having Profit Alliance follow through on efforts to effectuate the recovery and/or savings in question. Profit Alliance was to receive fifty percent of total dollars recovered for the client business, and that fifty percent was to be divided evenly between Profit Alliance and the Profit Alliance representative. In addition, the Profit Alliance representative was to receive an additional payment as a commission, the size of which depended upon whether the Profit Alliance representative had purchased, for example, the \$13,995.00 business opportunity to become an "Independent Associate" (25 % commission) or the \$19,995.00 business opportunity to become as "Independent Executive Associate" (30 % commission).

22. When Defendants Ahlf and Lain began operating Profit Alliance about three years ago, using the dba Profit Alliance Recovery Consultants, the entity newly under the control of

Ahlf and Lain became the successor in interest of United Business Solutions ("UBS"). This successor-in-interest status is indicated *inter alia* by the following:

- a) Profit Alliance took over the office lease of UBS, and continued operations at the same business address for a period of time;
- b) Profit Alliance took over the day to day operations, and the employees, and the payroll of what had been UBS;
- c) Profit Alliance serviced UBS clients;
- d) Profit Alliance took over UBS office equipment;
- e) The name "Profit Alliance" was substituted for "United Business Solutions" on some business forms;
- f) Profit Alliance took over the UBS website, retaining various graphics, design features, and text;
- g) Profit Alliance adopted the UBS logo;
- h) At least one employee of Profit Alliance, hired in March 2007, was asked to sign an agreement not to compete with UBS;
- i) On at least one occasion, Lain wrote to a government agency on UBS letterhead, presenting herself as "President and CEO";
- j) Although Defendant Ahlf has stated that UBS stopped conducting business in 2004, and that he dissolved it in 2006, an IMT business insurance policy in the name of UBS was renewed in February 2007 for a one year period extending to February 2008, upon information and belief in order to cover activities carried on in the name of UBS, Profit Alliance, or both;
- k) In an April 2008 Muscatine County Small Claims Court ruling, Judicial Magistrate Neva Rettig Baker, having heard testimony from Johnathan Ahlf, Kristen Lain, and Profit Alliance employees, characterized the operation as "a troubled business, desperately seeking to avoid accountability by shifting names and corporate entities and obscuring who is in charge." (See Case No. 40993-807)

23. Because Profit Alliance dba PARC was successor-in-interest to UBS, in making disclosures to prospective PARC business opportunity buyers Defendants were required by the

Business Opportunity Law and the Consumer Fraud Act to timely disclose pertinent information regarding UBS.

24. Although Lain has held herself out as a hands-on CEO and President, actively engaged in company operations as its principal decision-maker and the person primarily in charge of its day-to-day management, upon information and belief that is a ruse designed to conceal Defendant Ahlf's high level of de facto control of Profit Alliance.

25. Upon information and belief, Defendant Ahlf has tried to maintain low visibility in exercising control over Profit Alliance, so that would-be investors engaged in due diligence background checks on key personnel do not check on Ahlf, whose 2005 bankruptcy, dissolution of UBS, revoked insurance license, unpaid judgments, and cease and desist orders from Maryland, Washington and Wisconsin would likely forewarn and deter investors. (See Paragraph 30, below.)

26. In ruling on the small claims action referred to in paragraph 22 (k) above, the Judicial Magistrate found that, although Ms. Lain had a strong hand in many policy decisions of Profit Alliance, "the day to day management was always in the hands of John Ahlf."

27. Defendant Lain's claim of active, hands-on control and day-to-day management of Profit Alliance is belied by her remarkable lack of knowledge of fundamental aspects of the company's activities and operations. In a sworn interview at the office of the Iowa Attorney General on May 15, 2008, Ms. Lain did not know:

- a) the address of Profit Alliance's Chicago office;
- b) the last name of "Brad," Profit Alliance's marketing person and one of only three Profit Alliance employees;

- c) the last name of another Profit Alliance employee, "Carrie," the company's project person;
- d) which of Lain's parents handled the purchase of Profit Alliance on her behalf;
- e) the price she paid for the company;
- f) the name of the person who had served under her as vice-president of Profit Alliance;
- g) the name of the company that insured Profit Alliance;
- h) what "Financial Recovery Associates, LLC" was; (*See Paragraph 39 below*)
- i) the meaning of a business opportunity acronym she used in the interview, namely "U.F.O.C." (presumably "Uniform Franchise Offering Circular");
- j) the name of the entity from which Profit Alliance rents its Chicago mail drop and answering services;
- k) when Profit Alliance's audited financial statement was last updated;
- l) the name of the CPA who produced Profit Alliance's audited financial statement;
- m) the last name of Profit Alliance's website designer;
- n) the source of the representation in Profit Alliance promotional materials that clients averaged recoveries of about \$19,000.00;
- o) that her business was, at the time of the interview, in the process of moving out of its leased office space in Davenport.

28. Upon information and belief, Defendant Ahlf is a general manager, agent, and/or a person charged with responsibility for PARC's business activities relating to the sale of the Profit Alliance business opportunity, such that in making disclosures to prospective business opportunity buyers Defendants were required by the Business Opportunity Law and the Consumer Fraud Act to timely disclose pertinent information regarding Ahlf's background and qualifications. (*See Iowa Code § 551A.3(3)*)

29. Defendant Ahlf is a salesperson engaged in the offer or sale of the Profit Alliance business opportunity in Iowa, such that written disclosure of Ahlf's name and residential address to prospective purchasers of the business opportunity was required by Iowa Code § 551A.3 (3)(c)(1).

30. In connection with Defendants' offer and sale of the Profit Alliance business opportunity, Defendants also failed to disclose the following material facts to each purchaser and prospective purchaser pursuant to Iowa Code § 551A.3 (3)(c)(1):

- a) On July 27, 2004, the Iowa Insurance Division revoked Johnathan Ahlf's insurance license based on un rebutted allegations that Ahlf had committed acts of fraud by forging a customer's signature on an application form. Ahlf later applied for a new insurance license, which was denied on October 29, 2007. Ahlf appealed the denial. In a January 29, 2008 ruling that affirmed the denial of the license, the Administrative Law Judge noted that there was no evidence that Ahlf had "taken any steps to rehabilitate himself."
- b) On September 23, 2004, John Ahlf dba United Business Solutions was sued in Muscatine County by Sedona Staffing. The matter was pending until it was dismissed by Plaintiff shortly after a settlement conference on August 16, 2005.
- c) On October 11, 2004, Johnathan C. Ahlf dba United Business Solutions filed for Chapter 7 bankruptcy, and was granted a discharge in January 2005.
- d) On January 27, 2005, a judgment for \$56,110.63 was entered in the Muscatine County lien index, through the registration of a Texas judgment obtained by plaintiff Mid-West National Life Insurance Co. against Johnathan Ahlf.
- e) On February 28, 2005, Discover Bank sued John Ahlf in Muscatine County, and on April 14, 2005 a default judgment was entered against Ahlf in the sum of \$12,399.78.
- f) On June 20, 2006, the Wisconsin Bureau of Registration and Enforcement filed a Petition For Order naming UBS Group, Inc. and Johnathan Ahlf, alleging the sale of an unregistered business opportunity in violation of Wisconsin law; as a result an Order Of Prohibition was issued by the Division of Securities, Department of Financial Institutions of the State of Wisconsin on June 22, 2006, prohibiting Johnathan Ahlf (and, in a separate order, UBS) from continuing to sell unregistered business opportunities in Wisconsin.

g) On September 6, 2006, three Wisconsin residents sued John Ahlf and UBS Group Inc. and on November 27, 2007, obtained a judgment for \$60,903.66.

h) On October 5, 2006, the Maryland Securities Commissioner ordered UBS Group to show cause why it should not be ordered to cease and desist from violating the registration, disclosure and anti-fraud provisions of the Maryland Franchise Law in connection with its tax recovery business opportunity. A resultant Final Order identified Johnathan Ahlf as a representative of UBS, recited that Kristen Lain had written a letter to the Commissioner as "President/CEO of United Business Solutions," and granted the cease and desist order.

i) On August 20, 2007, John and Christin (sic) Ahlf were sued in Muscatine County small claims court by three individual plaintiffs (Castillo, et al.), who obtained an as-yet-unsatisfied judgment against the Ahlfs on December 20, 2007 in the amount of \$2,376.00.

j) On August 27, 2007, John C. Ahlf, Kristen Ahlf, and Profit Alliance Recovery Consultants were sued in Muscatine County Small Claims Court by two former employees. After hearing, the court described the Ahlfs' operation as "a troubled business, desperately seeking to avoid accountability by shifting names and corporate entities and obscuring who is in charge," and ruled against the defendants for the full amount of the money damages sought by the former employees.

k) On October 8, 2007, the Securities Administrator for the Washington State Department of Financial Institutions ("DFI") issued a Notice of Intent to Issue an Order to Cease and Desist to United Business Solutions, Inc. dba UBS Group, Inc., and to Johnathan Ahlf. The DFI then entered an Amended Statement of Charges on March 10, 2008 alleging *inter alia* that Ahlf failed to disclose material facts, misrepresented the unregistered status of the business opportunity, and failed to provide a reasonable basis for earnings projections in connection with the separate sales of a tax recovery business opportunity to two Washington State residents. The DFI issued a final Order in May 29, 2008, ordering UBS and Ahlf to cease and desist from violating the registration, anti-fraud, and disclosure document sections of the Franchise Investment Protection Act.

l) On November 1, 2007, Enterprise Magazines, Inc. sued United Business Solutions, Inc. dba UBS Group, Inc. in Small Claims Court in Muscatine County and obtained a judgment on December 26, 2007 for \$4,062.15.

31. Defendants were required to disclose the facts set forth above to purchasers or prospective purchasers, pursuant to the Business Opportunity Law, the Consumer Fraud Act, or

both.

32. In connection with Defendants' offer and sale of the Profit Alliance business opportunity, Defendants failed to provide a qualifying disclosure document to the prospective purchaser at least ten business days before the execution of the contract or payment of any consideration, as required by Iowa Code § 551A.3.

33. The written contract employed by Defendants in connection with Defendants' sale of the business opportunities in question failed to include the cancellation statement appearing in Iowa Code § 555A.3, as required by Iowa Code § 551A.3 (4)(b)(7).

34. The exemptions from application of the requirements of the Business Opportunity Law set forth at Iowa Code § 551A.4 do not apply to the business opportunities in question.

35. Written materials that Defendants provide to prospects interested in the Profit Alliance business opportunity:

- a) Create unrealistic expectations as to the income level that a purchaser might reasonably expect, through such references and claims as: "unlimited income"; "outstanding income even working part time"; "the potential to generate multi six figure income your first year"; "As an example, you can earn an extra \$30,000 a year part time or a six-figure income full time"; "We have products that allow immediate earnings of \$1,000 to \$2,000 weekly"; "If you share our services with 25 clients per month you could earn **\$875,000 per year and an ongoing residual income of \$90,000 per year ...** that is what our top earners do!" [Emphasis in the original.]
- b) Exaggerate the prospects for success by inflating the amount of the refunds business clients can be expected to receive, through such references and claims as: "an average of over \$19,000 in refunds and past overcharges"; and "Approximately 94% are refunded or saved nearly \$20,000 per year."
- c) State that "[w]e created this business 13 years ago," when in fact neither Ahlf nor Lain were involved in creating the Profit Alliance business 13 years earlier.
- d) State that Profit Alliance has "a staff of 37 CPAs and over 200 auditors, attorneys, and business experts ...", when in fact no such CPAs, auditors, or attorneys are part of Profit

Alliance's "staff."

- e) Represent that "Profit Alliance ... has the highest ratings with ... the Better Business Bureau," when in fact Profit Alliance had no rating with the Better Business Bureau (and UBS had an unsatisfactory rating).
- f) Claim that "Bill O'Reilly, CNN, Rush Limbaugh, Robert Wagner and others endorse us," when, at most, such entities merely featured pieces noting the frequency of tax or other overcharges.
- g) State that Profit Alliance has never been known by another name, when in fact it is a successor-in-interest of UBS and a continuation of that former operation.
- h) State that Kristen Lain worked for United Way Charities in Burlington, Iowa from June 2003 until December 2005 as "the Executive Administrator," when in fact Lain was a temp agency placement who worked at that United Way office as an "office assistant" for only four months (August 2005 to November 2005).
- i) State that Lain earned her "second degree in Business" from "Southeastern College" in Burlington, Iowa in 2003, when in fact Lain attended Southeastern *Community* College from January 2003 to May 2006 with "Respiratory Care" and "Office Administration" as her courses of study, and is listed as having received "no degree."

36. Defendants' website for Profit Alliance Recovery Consultants and business

opportunity advertisements appearing on the Internet have included the following:

- a) Testimonials that do not represent the actual experience of the persons to whom the testimonials are attributed, and that appear to have been fabricated. For example, "Jay G ----, Iowa Owner of Cleaning Business" is quoted thanking the company for having saved him or having arranged refunds to him of more than \$49,000.00. However, when contacted by a Consumer Protection Division Investigator in April 2008 Mr. G---- confirmed dealings with the company, but denied having provided the testimonial quote, denied that he received the claimed benefits, and expressed intense dissatisfaction with Profit Alliance, saying they'd left him worse off than he was before.
- b) A photo of an elegant commercial building bearing the caption "Corporate Offices Home of Board of Directors and Tax and Expense Review Department," and providing an address in Kerrville, Texas. Upon information and belief, that building is not and never was the site of Profit Alliance's corporate offices or board of directors, and that building is not even located at the address indicated. (Compare attached Exhibit 1 from the Profit Alliance website with Exhibit 2, a website offering the use of "stock photos" such as "Corporate Building.")

c) References to news stories in the nature of endorsements of Defendants' tax recovery business model, which news stories either never appeared in the media outlet represented, or are presented so as to mislead the reader as to the nature and source of the story. For example, the print-outs from the website attached hereto as Exhibits 3 and 4 represent that each of the two television stations featured a news report on Profit Alliance, when upon information and belief no such report was featured by either station.

d) A picture of a skyscraper above the caption, "Profit Alliance Recovery Consultants, W. Bryn Mawr, Suite 800, Chicago, IL 60631." Upon information and belief, Profit Alliance Recovery Consultants was not headquartered, nor did any significant portion of its operations occur, at the address indicated or in the building shown. Instead, upon information and belief Profit Alliance simply paid a modest sum for certain mail processing and related shared-service arrangements, but used the image and address of the Chicago service-provider to create a false impression as to the size and success of Profit Alliance.

37. Upon information and belief, Ahlf has established multiple self-laudatory websites and/or postings on websites that provide false or misleading information about Ahlf to anyone who might be researching his background in connection with the purchase or pursuit of a business opportunity. Such false or misleading information includes (without limitation) the following:

a) Before assuming his current position as Vice President of Marketing at NFG Broker in Davenport, "Johnathan Ahlf established a solid financial background for himself ..." (See www.johnathanahlf.com/) In fact, Ahlf admitted in a sworn statement that he is not and never was Vice President of the entity indicated. Moreover, Ahlf's financial background as reflected in the events listed in paragraph 30 above is other than "solid."

b) Ahlf's "past successes and stellar reputation" indicate that his business prospects are good. (See www.johnahlf.com/) Compare paragraph 30 above.

c) In recognition of Ahlf's "high achievements," he was invited to represent Iowans at the "National Business Committee in Washington, D.C." In fact, Ahlf has admitted under oath that the event in question was a political party fundraising dinner to which he was invited some years back, that those invited had to pay about \$2,000.00 a plate, and that he did not attend. (See Exhibit 5)

38. Ahlf has deceptively held himself out in web postings as having “advanced” to a masters degree from Hamilton University after having graduated from Cornell with a Bachelor of Business Management and Marketing. However, Hamilton University was the centerpiece of a 60 Minutes II report in November 2004 entitled “Diplomas For Sale.” (See <http://www.cbsnews.com/stories/2004/11/08/60II/main654319.shtml>)

39. A recent Internet “Press Release” written by Johnathan Ahlf dated April 24, 2008 (at <http://www.pr.com/press-release/82324>) contained the following representations which, upon information and belief, are false or misleading:

- a) That Ahlf is one of the “independent sales associates” of “Financial Recovery Associates, LLC.” However, Ahlf has separately indicated that he owns and controls that entity.
- b) That Financial Recovery Associates is a limited liability corporation (a search of corporate records indicates otherwise);
- c) That Financial Recovery Associates was recently profiled in Forbes Magazine;
- d) That Financial Recovery Associates has “reclaimed billions of dollars in overpaid taxes for their clients.”

Non-Compliance with the Consumer Fraud Act Subpoena

40. As of April 14, 2008, the Consumer Protection Division of the Iowa Attorney General’s Office had received at least four consumer complaints in which the complainant alleged that he or she purchased of a business opportunity from Profit Alliance, discovered that the business opportunity did not operate as represented, and requested but was denied a refund of the amount paid, which for three of the four complainants was about \$10,000.00 each. In order to investigate the underlying business practices, the Attorney General served a Consumer Fraud Act subpoena upon Defendants pursuant to Iowa Code § 714.16 (3) & (4).

41. The subpoena provided that the defendants were required to appear at the office of the Attorney General at 9:00 a.m. on April 30, 2008, and at that time to produce certain documents and information that would be useful in determining the scope of business opportunity sales by Profit Alliance, and the extent to which the business opportunity purchasers were successful in pursuing the business they bought. (See attached Exhibit 6.)

42. The Attorney General's efforts to obtain compliance with the subpoena has proceeded as follows (all dates in this paragraph are in 2008):

a) On April 17, Kristen Lain phoned the undersigned, and left a voice mail message requesting a return call. The undersigned immediately returned the call. Ms. Lain asked that she be allowed to appear later in the day on April 30, to accommodate her child care responsibilities. Ms. Lain agreed to reschedule to 12:30 p.m. on April 30, and she indicated that she would bring an attorney.

b) On April 24, the undersigned received a voice mail message from Ms. Lain indicating that a conflict had arisen which required that the April 30 appearance be rescheduled to the week of May 5. In response, the undersigned proposed May 7 at 12:30 p.m. which Ms. Lain found acceptable.

c) Late in the afternoon on May 6, Ms. Lain e-mailed the undersigned and indicated that child care issues prevented her from appearing as agreed on May 7. Ms. Lain also indicated that she would "fax everything to you in the morning." However, the material that Ms. Lain then faxed on May 7 was not responsive to the subpoena, and was information most of which the Attorney General had already received as part of the complaint-handling process.

d) On May 8, the undersigned e-mailed Ms. Lain and Mr. Ahlf and proposed to schedule Mr. Ahlf's appearance on May 14, reserving the right to schedule Ms. Lain's separate appearance thereafter. After further scheduling communications, both Ms. Lain and Mr. Ahlf agreed to appear on May 15 at noon. However, Ms. Lain indicated that she would need additional time to produce the subpoenaed information and materials, that she was collecting it and putting it on a disk, and that she would "have all of it to you by the end of next week [May 23] at the latest."

e. On May 15, Kristen Lain and Johnathan Ahlf appeared at the office of the Attorney General in Des Moines pursuant to the subpoena and provided sworn statements. Ms. Lain appeared on her own behalf and on behalf of Profit Alliance; Mr. Ahlf appeared

exclusively on his own behalf.

f. At the subpoenaed appearance, Kristen Lain stated under oath that the information that had been subpoenaed on April 14 would be provided "by next Friday [May 23] at the latest ..."

g. Although neither Ms. Lain nor any other representative of Profit Alliance supplied the subpoenaed information by May 23, on May 30 the Consumer Protection Division received materials from defendants purportedly responsive to the subpoena. However, a review of such materials revealed that they were so disorganized that it was not reasonably possible to determine how what was being produced related to the specific categories of information described in the subpoena. Moreover, in spite of such disorganization it was apparent that the materials were incomplete in various respects; for example, the production included an untitled three-page list of names, addresses and phone numbers in which each and every phone number was missing the last two digits. The undersigned therefore e-mailed Ms. Lain on June 2nd, requesting that the deficiencies be cured. Defendant Lain sought clarification, and indicated that she would "try to get that to you by Thursday [June 5]."

h) As of the date of this Application, no Defendant has sought to cure the lack of compliance by supplementing the incomplete response received on May 30.

43. Despite several accommodations by the Attorney General, the defendants have failed to fully and properly respond to the Consumer Fraud Act subpoena.

44. Iowa Code § 714.16(6) of the Consumer Fraud Act provides:

If a person fails or refuses to file a statement or report, or obey any subpoena issued by the attorney general, the attorney general may, after notice, apply to the Polk county district court...and, after hearing, request an order:

a) Granting injunctive relief, restraining the sale or advertisement of any merchandise by such persons. . . .

c) Granting such other relief as may be required until the person files the statement or report, or obeys the subpoena.

45. Defendants' failure to honor the subpoena requires that they be ordered by the Court to comply fully, and that they be restrained in their conduct of business until they have done so.

CERTIFICATION AND AFFIDAVIT

46. In addition to the Consumer Fraud Act provisions cited above, Iowa R. Civ. P. 1.1501 *et seq.* provide for entry of temporary injunctive relief. Iowa R. Civ. P. 1.1507 provides that a temporary injunction may issue without notice if the required showing is made, such showing to include a certification by the applicant's attorney as to certain matters. The undersigned certifies as follows:

- a) Delaying injunctive relief by providing advance notice and hearing to Defendants is likely to result in an extended period during which one or more additional business opportunity purchasers are induced to send checks in substantial dollar amounts to Defendants on the basis of the misleading, unfair, incomplete and unlawful solicitation and disclosure practices detailed herein.
- b) Once Defendants obtain the sums referred to immediately above, the business opportunity purchasers are unlikely to receive their money back, no matter how deserving they might be of a refund, given the practices detailed herein relating to Defendants' litigation history, the difficulty experienced by consumers in reaching Defendants, and Defendants' combativeness.
- c) The injunctive terms sought by Plaintiff would not halt any legitimate, non-misleading business activity in which Defendants may be engaged. The injunction requested is not such as to "stop the general and ordinary business of a corporation" for purposes of Iowa R. Civ. P. 1.1507.
- d) Given the above-described history of law enforcement efforts and private litigation directed at Defendants, and the Defendants' apparent resistance to reforming their practices in light of such efforts and litigation, any doubt about halting the ostensibly unlawful solicitations and the receipt of substantial sums from purchasers of business opportunities without full disclosure should be resolved in favor of preventing further victimization.

47. The affidavit of Consumer Protection Division Investigator Al Perales in support of this Petition is being filed with this Petition.

COUNT I

CONSUMER FRAUD ACT: UNFAIR AND DECEPTIVE ACTS AND PRACTICES

48. Paragraphs 1 through 47 are incorporated herein by reference.

49. Defendants' acts and practices as described above violate Iowa Code § 714.16 (2)(a), which prohibits *inter alia* misleading, deceptive, unfair, and omissive acts and practices.

50. Although it is not necessary to establish reliance, damages or intent to deceive to obtain injunctive relief or reimbursement under the Consumer Fraud Act (*see* paragraph 10 above), establishing these factors, particularly intent, is nevertheless relevant *inter alia* to the Court's determination of the appropriate scope of injunctive relief and the appropriate amount of civil penalties. Those acts and practices of Defendants in violation of subsection (2)(a) of the Consumer Fraud Act as alleged in this Count did, in fact induce reliance on the part of consumer victims, did in fact cause damage to consumers, and/or were in fact intentional.

COUNT II

FAILURE TO COMPLY WITH CONSUMER FRAUD ACT SUBPOENA

51. Paragraphs 1 through 47 above are incorporated herein by reference.

52. In failing to comply with the Consumer Fraud Act subpoena, Defendants have violated Iowa Code § 714.16 (3) & (4), and are subject to the remedies of Iowa Code § 714.16 (6).

COUNT III

CONSUMER FRAUDS COMMITTED AGAINST OLDER PERSONS

53. Paragraphs 1 through 47 above are incorporated herein by reference.

54. On information and belief, many of the Consumer Fraud Act violations for which the Defendants are responsible were committed against older persons and give rise to the additional

civil penalty provided for in section 714.16A.

COUNT IV

VIOLATIONS OF THE BUSINESS OPPORTUNITY PROMOTIONS ACT

55. Paragraphs 1 through 47 above are incorporated herein by reference.

56. Defendants' promotion, advertising, and sale of business opportunities violate the provisions of Iowa Code Ch. 551A, which chapter (*inter alia*) requires specified disclosures to prospective customers, prescribes the form and content of contracts, and regulates the manner in which business opportunities are to be promoted, advertised and sold.

PRAYER

Plaintiff prays the Court grant the following relief:

A. Pursuant to Iowa Code § 714.16 (7), and upon further request by Plaintiff addressed to the Court, enter a temporary restraining order and preliminary injunction restraining Defendants, and each of them, and (as applicable) such Defendant's directors, officers, principals, partners, employees, agents, servants, representatives, subsidiaries, affiliates, successors, assigns, merged or acquired predecessors, parent or controlling entities, and all other persons, corporations and other entities acting in concert or participating with Defendant(s) who have actual or constructive notice of the Court's injunction, from engaging in the deceptive, misleading, omissive, and unfair practices alleged in this Petition or otherwise violating the Iowa Consumer Fraud Act, and/or from engaging in any violations of the Business Opportunity Law.

B. Pursuant to Iowa Code § 714.16 (7), after trial on the merits, make permanent the above-described injunctions, expanding their provisions as necessary by including *inter alia* such "fencing in" provisions as are reasonably necessary to ensure that Defendants and other enjoined

persons and entities do not return to the unlawful practices alleged herein, or commit comparable violations of law.

C. Pursuant to Iowa Code § 714.16 (7), enter judgment against Defendants, jointly and severally, for amounts necessary to restore to consumers all money acquired by means of acts or practices that violate the Consumer Fraud Act or Business Opportunity Law.

D. Pursuant to Iowa Code § 714.16 (7), enter judgment against Defendants, jointly and severally, for such additional funds as are necessary to ensure complete disgorgement of all ill-gotten gain traceable to the unlawful practices alleged herein.

E. Pursuant to Iowa Code § 714.16 (7), enter judgment against Defendants, jointly and severally, for up to \$40,000.00 for each separate violation of the Consumer Fraud Act.

F. Pursuant to Iowa Code § 714.16A, enter judgment against Defendants, jointly and severally, for an additional civil penalty not to exceed \$5,000.00 for each violation of the Consumer Fraud Act committed against an older person.

G. Award Plaintiff interest as permitted by law.

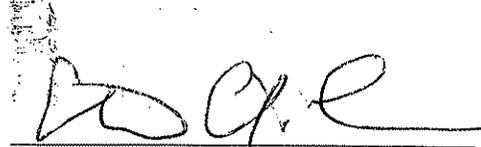
H. Pursuant to Iowa Code § 714.16 (11), enter judgment against Defendants, jointly and severally, for attorney fees, state's costs and court costs.

I. Pursuant to Iowa Code § 714.16 (6), and upon further request by Plaintiff to the Court for a hearing on the issue, impose injunctive restrictions on each Defendant's conduct of business until compliance with the Consumer Fraud Act subpoena has been fully effected; and

J. Grant such additional relief as the Court deems just and equitable.

Respectfully submitted,

Thomas J. Miller
Attorney General of Iowa

A handwritten signature in black ink, appearing to read "S. St. Clair", written over a horizontal line.

Steve St. Clair AT0007441
Assistant Attorney General
Hoover Building, 2d Floor
Des Moines, Iowa 50319
Ph: 281-5926
Fax: 281-6771



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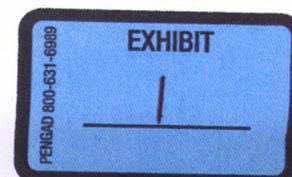
Profit Alliance Recovery Consultants is committed to the highest standards of professional conduct

and therefore, all independently contracted, licensed tax professionals and associates are expected to adhere to the highest ethical standards of professional integrity.

The essential basic principles of Profit Alliance Recovery Consultants guarantee that the values of honesty, trustworthiness, confidentiality, lawful integrity, and a strong sense of responsibility toward others are consistently demonstrated and carefully upheld.

Profit Alliance Recovery Consultants **Commitment Standards**

- Profit Alliance Recovery Consultants is dedicated to serving Clients by providing peace of mind and recovering overpaid taxes while offering a FREE second opinion, expense and tax review service.
- Only licensed tax professionals, such as CPAs or Enrolled Agents, review tax returns.
- Tax specialists performing the reviews are independent from Profit Alliance Recovery Consultants and are not compensated based on a percentage of tax refunds. They are paid a flat fee only for each qualified review performed.
- The nations foremost business experts and minds that perform expert analysis and audits or reviews on expense areas. We have some of the very best in the Country.
- Widely acclaimed alliances and strategic partnerships with top Fortune 50 and 100
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- An amended return will only be filed by an independent tax professional if it has a basis in tax law. All tax adjustments are thoroughly





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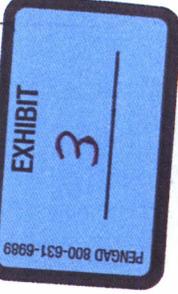
Recovering Overpaid Taxes and Expenses on the Rise

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 MUSCATINE, Iowa, March 9 /PRNewswire/ -- Every year tax season is one of the scariest times a business can experience. Seeing the numbers that need to be written out on a check addressed to Uncle Sam can leave even the healthiest person with a pounding headache. All too often business owners are reminded of the ever-increasing operating expenses they pay simply to conduct business normally.

What many businesses don't realize is they are most likely overpaying on their expenses and taxes. Unless they have someone really good keeping tabs on their tax situation, there is a high probability they are one of the many companies that overpay each year. Most businesses may also not realize that they may be eligible to get that overpayment back, even if it was from a couple of years ago. Business owners are called upon by top experts to have second opinions or reviews of these expenses and taxes paid. The results are alarming, and can mean a refund or recovery of money going back decades in some cases and tens of thousands of dollars coming back to the owner.

We specialize in helping companies to get a refund on the money they have unknowingly overpaid," says Kristen Lain, president of Profit Alliance, Inc. (www.profitallianceinc.com). "In our last 13 years we have refunded and recovered close to \$12 million in overpaid expenses and taxes," says Lain. "We have the industry's top experts, bloodhounds if you will. They search out the mistakes and overcharges, and get the recoveries and refunds for our clients."



Services provided by Profit Alliance are becoming increasingly popular as businesses learn there is hope for getting money back that they have overpaid. One of the biggest advantages is that the initial service is free to use. Therefore, at no cost to the business, they can have a professional service like Profit Alliance, Inc. investigate to see if they are even eligible to get money back. If a business has overpaid, then the investigating company charges a fee based on the recovery or refund only.

Our company has hundreds of certified independent consultants that promote a free review of small to large business expenses and taxes paid," explains Lain

To conduct the review, Profit Alliance uses software that is trademarked, patented, and industry-specific. The software, Excel Recovery Finder 2.1.1, helps them to determine possible refund and recovery amounts. The information to determine the possible refunds is gathered in a fact-finding interview conducted by one of their consultants.

Profit Alliance, Inc. reports that most businesses are overpaying their basic operating expenses, usually by as much as \$19,400 or more. Areas that are investigated to determine refund eligibility include telecommunications, credit card processing fees, insurance policies, waste disposal, utilities, and office leasing. These are common areas that are often overlooked when it comes to calculating business expenses.

"Close to 94 percent of businesses and individuals overpay expenses and taxes by thousands each year and are unaware of it," says Lain. "Our mission is to work hard to help them get it back. We are in the business of producing refunds and correcting overpayments. Businesses can contact us to begin their review and see if they are eligible for a recovery or refund."

Contact: Jacqueline Bodnar, JB@SyndicatedNews.us, (702) 338-3105 or Kristen Lain, Profit Alliance, Inc. (888) 300-3435 x234

CONTACT: Jacqueline Bodnar, Syndicated News, +1-702-338-3105, JB@SyndicatedNews.us, or Kristen Lain, Profit Alliance, Inc. (888) 300-3435 x234

Web site: www.profitallianceinc.com

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Planning ahead for tax time...

The Masters Group's Tim Hawkins talks about things you can do to make your money work harder for you and save money on your taxes.

MUSCATINE, Iowa, March 9 /PRNewswire/ -- Every year tax season is one of the scarfiest times a business can experience. Seeing the numbers that need to be written out on a check addressed to Uncle Sam can leave even the healthiest person with a pounding headache. All too often business owners are reminded of the ever increasing operating expenses they pay simply to conduct business normally.

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Finding Tax Savings...

Tim Hawkins of The Masters Group talks about how to find tax savings by investing correctly.

Understand your finances and make them work for you...

Getting your finances in order and understanding what is going on with your money to make it work for you is important. Tim Hawkins from The Masters Group can help with that goal...



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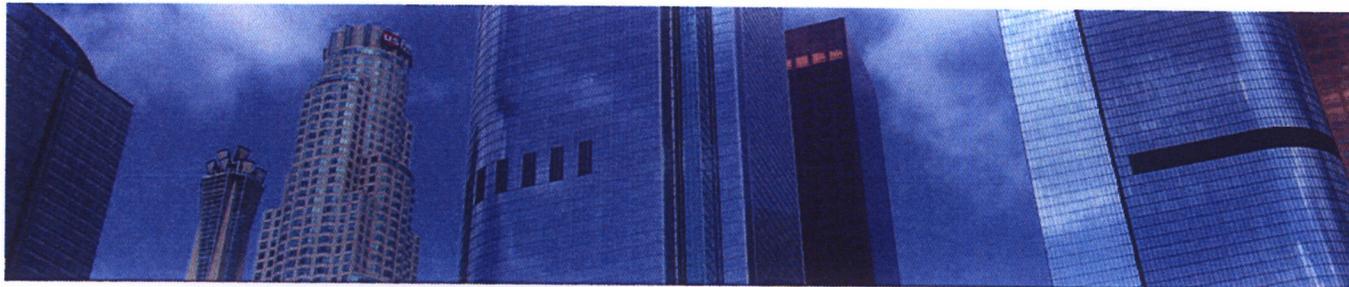
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JOHNATHAN AHLF



Welcome to JOHNATHAN AHLF

In light of the high achievements Johnathan Ahlf has obtained both scholastically and in his career, Iowans should be proud to have such a man representing them at the National Business Committee in Washington D.C. The invitation recently offered to Mr. Ahlf is recognition of his hard work and dedication to both business ventures and personal causes.

While in Washington, Johnathan Ahlf will have the opportunity to dine with the President as well as network with top business executives from around the country. Without Johnathan Ahlf's powerful work ethic and proven ability to succeed at nearly venture he approaches, Mr. Ahlf would not have been issued this invitation and would not have the opportunity to represent Iowa so competently on a national level.

The Power to Succeed

Johnathan Ahlf is currently working as Vice President of Marketing at NFG Broker in Davenport, Iowa. NFG is a loan and mortgage company dedicated to securing their clients the lowest possible interest rates and closing costs. In keeping with the company's mission of providing excellent customer service to all those who choose NFG, Johnathan Ahlf has brought with him the dedication and perseverance that has seen him through his financial education and career thus far. In his position at NFG, the company is looking forward to closing on more houses than ever.

Johnathan Ahlf's well-educated perspective stems from his achievements as an undergraduate at Cornell where he graduated with a degree in Business Management and Marketing. Not only did Mr. Ahlf obtain his degree, he did so while maintaining a grade point average of 3.7. From Cornell, Johnathan Ahlf advanced to Hamilton University where he earned his master's in Business Finance with a grade point average of 4.0.

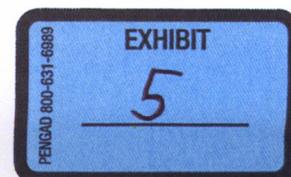
Before coming to work at NFG, Johnathan Ahlf established a solid financial background for himself by working as a loan processor for Wells Fargo Bank and by developing strong sales skills as a representative of Cornerstone America. While at Wells Fargo, Mr. Ahlf supervised the opening of a new branch; while with Cornerstone, he kept the position of top sales person for 11 successive months.

Johnathan Ahlf's motivation for success is only eclipsed by his profound sense of humanity. Mr. Ahlf currently serves as a member of Fathers for Equal Rights, a group committed to advocating for non-custodial parents. Johnathan Ahlf's interest in the well-being of parents and their children has led him to complete extended courses related to these issues.

• Other Networking Wesites

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THOMAS J. MILLER
ATTORNEY GENERAL

CONSUMER PROTECTION DIVISION



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THE STATE OF IOWA TO: Profit Alliance, Inc.;
Johnathan Ahlf (aka John Ahlf); and
Kristen Ahlf (aka Kristen Lain).

IN RE INVESTIGATION OF: The marketing of money-making opportunities and related activities on the part of the above-named persons and entities, separately or in combination.

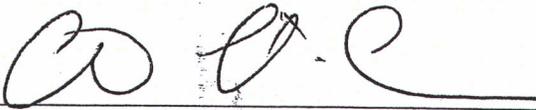
Pursuant to the provisions of the Iowa Consumer Fraud Act, § 714.16, Code of Iowa (2007), you (and each of you) are hereby commanded to appear before Assistant Attorney General Steve St. Clair of the Consumer Protection Division of the Office of the Iowa Attorney General at the Hoover Building, Second Floor, 1305 E. Walnut, Des Moines, Iowa 50319, at 9:00 a.m. on the 30th day of April, 2008, to give evidence in the above investigation and that you then have with you:

- (1) For each person from whom you and/or Profit Alliance, Inc. have received any payments at any time after January 1, 2006 for any materials, goods or services relating to an opportunity to pursue a business or other money-making endeavor of any kind: The person's name, last known address and telephone number, and the amount and date of each payment received;
- (2) The name, and last known address and telephone number of each employee and each independent contractor of Profit Alliance, Inc. at any time since January 1, 2006;
- (3) The name, and last known address and telephone number of each person who (a) has made a payment to you and/or Profit Alliance, Inc. at any time for any materials, goods or services relating to an opportunity to pursue a business or other money-making endeavor of any kind; and (b) is believed to have used the materials, goods or services in question to pursue a profitable or otherwise successful business, whether full or part time.

EXHIBIT
6
FENGAD 800-631-6669

Witness my hand hereunto affixed this 9th day of April, 2008.

TOM MILLER, ATTORNEY GENERAL OF IOWA

By: 
Steve St. Clair
Assistant Attorney General

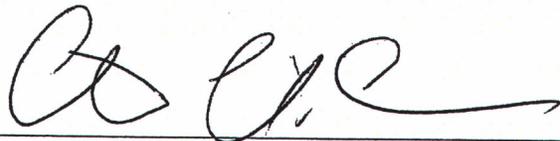
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NOTICE OF INTENT TO PROCEED

Service of this subpoena and Notice of Intent to Proceed on you will also constitute your only notice, pursuant to Iowa Code Section 714.16(6) that your failure to comply with this subpoena will result in application to the District Court for an order compelling a response to the subpoena and, additionally, for other relief provided by Iowa Code Section 714.16(6).

Witness my hand hereunto affixed this 9th day of April, 2008.

THOMAS J. MILLER, ATTORNEY GENERAL OF IOWA

By: 
Steve St. Clair
Assistant Attorney General