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Attorneys for Plaintiff

**UNITED STATES DISTRICT COURT  
DISTRICT OF OREGON**

FEDERAL TRADE COMMISSION,

Plaintiff,

v.

LOW PAY, INC., dba LPC Inc.,  
lowpaycard.com, and mylpcard.com; LP  
CAPITAL HOLDINGS, INC.; CENTURY  
LUXURY, INC.; THE MARDAN  
AFRASIABI LIVING TRUST; MARDAN M.  
AFRASIABI aka DAN AFRASIABI; and  
RAMIN RAHIMI,

Defendants.

Case No. *CV-09-1265-BR*

**STIPULATED INTERIM ORDER**

This matter comes before the Court on stipulation between the Plaintiff, Federal Trade Commission (“FTC” or “Commission”), and the Defendants Low Pay, Inc., LP Capital Holdings, Inc., Century Luxury, Inc., The Mardan Afrasiabi Living Trust, Mardan M. Afrasiabi, also known as Dan Afrasiabi, and Ramin Rahimi (hereafter “Defendants”). Pursuant to Sections 13(b) and 19 of the Federal Trade Commission Act (“FTC Act”), 15 U.S.C. §§ 53(b) and 57b, Plaintiff, the Federal Trade Commission (“Commission” or “FTC”), has filed a Complaint for permanent injunction and other equitable relief charging Defendants with deceptive acts and practices in connection with the direct mail and Internet marketing and telemarketing of Defendants’ catalog merchant credit card (the “LPC merchant credit card”) contemporaneously with this Stipulated Interim Order (“Order”). The Commission and Defendants have agreed to entry of this Order pursuant to Rule 65(a) by this Court pending final resolution of this matter. This Court, being advised in the premises, finds that:

**IT IS ORDERED, ADJUDGED, AND DECREED** as follows:

**I.**

**FINDINGS**

1. This Court has subject matter jurisdiction pursuant to 28 U.S.C. §§ 1331, 1337(a) and 1345, and 15 U.S.C. §§ 45(a) and 53(b), and there is good cause to believe that it will have jurisdiction over all the parties hereto.

2. Venue in the District of Oregon is proper under 15 U.S.C. § 53(b) and 28 U.S.C. § 1391(b) and (c).

3. The activities of Defendants are “in or affecting commerce,” as “commerce” is defined in Section 4 of the FTC Act, 15 U.S.C. § 44.

4. This Order shall not be interpreted to constitute an admission by Defendants of

Stipulated Interim Order

any fact alleged in Plaintiff's Complaint or a finding that Plaintiff is likely to prevail on the merits of its claims against Defendants.

## II. DEFINITIONS

For purposes of this Order, the following definitions shall apply:

1. **"Asset"** or **"Assets"** means any legal or equitable interest in, right to, or claim to, any real or personal property, including, but not limited to, chattels, goods, instruments, equipment, fixtures, general intangibles, effects, leaseholds, mail or other deliveries, inventory, checks, notes, accounts, credits, receivables (as those terms are defined in the Uniform Commercial Code), and all cash, wherever located.

2. **"Assisting Others"** means providing goods or services to another person or entity, with knowledge or conscious avoidance of knowledge that the other person or entity is engaged in any act or practice that violates Section 5 of the FTC Act or the Telemarketing Sales Rule, including but not limited to the following: (a) performing customer service functions, including, but not limited to, receiving or responding to consumer complaints; (b) formulating or providing, or arranging for the formulation or provision of, any telephone sales script or any other marketing material; (c) providing names of, or assisting in the generation of, potential customers; (d) hiring, recruiting, or training personnel; (e) advising or acting as a consultant to others in connection with any business offering credit related goods or services; or (f) performing marketing services of any kind.

3. **"Clearly and Conspicuously"** means

- a. in print communications, the message shall be in a type size and location sufficiently noticeable for an ordinary consumer to read and comprehend it, in print that contrasts with the background against which it appears. If

the information is contained in a multi-page document, the disclosure shall appear on the first page;

- b. in communications disseminated orally, the message shall be delivered in a volume and cadence sufficient for an ordinary consumer to hear and comprehend it;
- c. in communications made through an electronic medium (such as television, video, radio, and interactive media such as the Internet, online services, and software), the message shall be presented simultaneously in both the audio, if any, and visual, if any, portions of the communication. In any communication presented solely through visual or audio means, the message may be made through the same means in which the communication is presented. In any communication disseminated by means of an interactive electronic medium such as software, the Internet, or online services, a disclosure must be unavoidable and presented prior to the consumer incurring any financial obligation. Any audio message shall be delivered in a volume and cadence sufficient for an ordinary consumer to hear and comprehend it. Any visual message shall be of a size and shade, with a degree of contrast to the background against which it appears, and shall appear on the screen for a duration and in a location sufficiently noticeable for an ordinary consumer to read and comprehend it; and
- d. regardless of the medium used to disseminate it, the message shall be in understandable language and syntax. Nothing contrary to, inconsistent

with, or in mitigation of the message shall be used in any communication.

4. **“Consumer”** means an actual or potential purchaser, customer, licensee, or lessee, regardless of whether that person is a corporation, limited liability corporation, partnership, association, other business or governmental entity, or natural person, and regardless of whether the purchase is made for business purposes or for personal or household purposes.

5. **“Corporate Defendants”** means Low Pay, Inc., also dba LPC, Inc., lowpaycard.com, and mylpc.com; LP Capital Holdings, Inc., and Century Luxury, Inc.

6. **“Credit-related products or services”** includes, but is not limited to, credit cards, lines of credit, loans, interest rate reduction, credit counseling, debt settlement, debt negotiation, mortgage modification, foreclosure rescue or assistance, and mortgage refinancing services.

7. **“Defendant”** or **“Defendants”** means all the Individual Defendants and Corporate Defendants, individually, collectively, or in any combination.

8. **“Document”** or **“Documents”** is synonymous in meaning and equal in scope to the usage of the term in Federal Rule of Civil Procedure 34(a), and includes writings, drawings, graphs, charts, photographs, audio and video recordings, computer records, and other data compilations from which information can be obtained and translated, if necessary, through detection devices into reasonably usable form. A draft or non-identical copy is a separate document within the meaning of the term.

9. **“Individual Defendants”** means Mardan M. Afrasiabi, also known as Dan Afrasiabi, The Mardan Afrasiabi Living Trust, and Ramin Rahimi, and each of them by whatever names each might be known.

10. **“Material fact”** means likely to affect a person’s choice of, or conduct regarding,

goods or services.

11. **“Person”** means any individual, group, unincorporated association, limited or general partnership, corporation, or other business entity.

12. **“Telemarketing Sales Rule” or TSR** means the FTC Rule entitled “Telemarketing Sales Rule,” 16 C.F.R. § 310, or as it may hereafter be amended.

13. The terms **“and”** and **“or”** shall be construed conjunctively or disjunctively as necessary to make the applicable phrase or sentence inclusive rather than exclusive.

### **III.**

#### **PROHIBITED CONDUCT**

**IT IS THEREFORE ORDERED** that in connection with the advertising, promoting, offering for sale, or sale of any credit-related product or service, Defendants, and their officers, agents, servants, employees, salespersons, and attorneys, and all other persons in active concert or participation with them, who receive actual notice of this Order by personal service or otherwise, whether acting directly or through any trust, corporation, subsidiary, division, or other device, are hereby restrained and enjoined from:

A. Misrepresenting, or assisting others in misrepresenting, expressly or by implication, that:

1. A credit card or other credit-related product or service can be used to fully finance purchases;
2. A credit card or other credit-related product or service provides access to a no fee, low cost, or guaranteed cash advance benefit;
3. Consumers will improve their credit ratings by using a credit card or other credit-related product or service; and

4. Consumers can cancel and obtain a refund of one or more fees by returning specified items within a specified refund period;

B. Misrepresenting, or assisting others in misrepresenting, expressly or by implication, any material fact, including but not limited to misrepresentations about:

1. The total cost to purchase, receive, or use the goods and services;
2. Any material restrictions, limitations, or conditions to purchase, receive, or use the goods and services;
3. Any material aspect of the nature or terms of a refund, cancellation, exchange, or repurchase policy for the goods or services; or
4. Any material aspect of the performance, efficacy, nature, or central characteristics of the goods or services;

C. Failing to clearly and conspicuously disclose, before consumers are asked to pay money, submit consideration, or submit billing or bank account information: all fees and costs; all material conditions, limitations, or restrictions applicable to the purchase, receipt, or use, of the product or service that is the subject of the offer; if a representation is made about a refund or cancellation policy, all material terms and conditions of such policy; or if there is a policy of not making refunds or cancellations, this policy; and all material terms and conditions of any offer, including, but not limited to:

1. The amount, timing, and manner of payment of all fees, charges, or other required payments;
2. Any down payment or other charge required to be paid prior to using the product or service; and

3. Any other restriction or condition on the use of the product or service or the benefits offered in connection with the product or service; and

D Violating, or assisting others in violating, as defined by Section 310.3(b) of the TSR, 16 C.F.R. § 310.3(b), any provision of the TSR, 16 C.F.R. Part 310, including, but not limited to:

1. Section 310.3(a)(2)(iii) of the TSR, 16 C.F.R. § 310.3(a)(2)(iii), by misrepresenting, directly or by implication, any material aspect of the performance, efficacy, nature, or central characteristics of the goods or services that are the subject of a sales offer;
2. Section 310.3(a)(1)(i) of the TSR, 16 C.F.R. § 310.3(a)(1)(i), by failing to disclose truthfully, in a clear and conspicuous manner, before a consumer pays for any goods or services offered, the total costs to purchase, receive, or use the goods or services that are the subject of a sales offer;
3. Section 310.3(a)(1)(ii) of the TSR, 16 C.F.R. § 310.3(a)(1)(ii), by failing to disclose truthfully, in a clear and conspicuous manner, before a consumer pays for the goods or services offered, all material restrictions, limitations, or conditions to purchase, receive, or use the goods or services that are the subject of a sales offer;
4. Section 310.3(a)(1)(iii) of the TSR, 16 C.F.R. § 310.3(a)(1)(iii), where the seller has made a representation about a refund or cancellation policy, failing to disclose truthfully, in a clear and conspicuous manner, before a consumer pays for the goods or services offered, all the material terms and conditions of such policy; and



5. Section 310.4(a)(4) of the TSR, 16 C.F.R. § 310.4(a)(4), by requesting or receiving payment of a fee or consideration in advance of consumers obtaining a loan or other extension of credit when the Defendants have guaranteed or represented a high likelihood of success in obtaining or arranging the loan or other extension of credit for such consumers.
6. Section 310.4(a)(6), 16 C.F.R. § 310.4(a)(6), by causing billing information to be submitted for payment without the express informed consent of the consumer.

#### **IV.**

#### **MONITORING COMPLIANCE OF PERSONNEL**

**IT IS FURTHER ORDERED** that Defendants, in connection with any business where (1) a Defendant is the majority owner of the business or directly or indirectly manages or controls the business, and (2) the business is engaged in telemarketing or marketing or assisting others engaged in telemarketing or marketing of any product or service, are hereby restrained and enjoined from:

A. Failing to take reasonable steps sufficient to monitor and ensure that all employees and independent contractors engaged in sales or other customer service functions comply with Section III of this Order. Such steps shall include reviewing telemarketing scripts, adequate monitoring of sales presentations or other calls with customers and, shall also include, at a minimum, the following: (1) listening to the oral representations made by persons engaged in sales or other customer service functions; (2) establishing a procedure for receiving and responding to consumer complaints; and (3) ascertaining the number and nature of consumer complaints regarding transactions in which each employee or independent contractor is involved;

*provided* that this Section does not authorize or require the Defendants to take any steps that violate any federal, state, or local laws;

B. Failing promptly to investigate fully any consumer complaint received by any business to which this Section applies; and

C. Failing to take corrective action with respect to any employee or independent contractor who Defendants determine is not complying with this Order, which may include training, disciplining, and/or terminating such person.

**V.**

**MAINTAIN RECORDS AND REPORT NEW BUSINESS ACTIVITY**

**IT IS FURTHER ORDERED** that Defendants and their officers, agents, servants, employees, salespersons, and attorneys, and all other persons in active concert or participation with them, who receive actual notice of this Order by personal service or otherwise, whether acting directly or through any trust, corporation, subsidiary, division, or other device, are hereby restrained and enjoined from:

A. Failing to create and maintain documents that, in reasonable detail, accurately, fairly, and completely reflect the Defendants' incomes, disbursements, transactions, and use of money, beginning as of the date of entry of this Order;

B. Failing to create and maintain books, records, accounts, bank statements, current accountants' reports, general ledgers, general journals, cash receipt ledgers, cash disbursement ledgers and source documents, documents indicating title to real or personal property, and any other documents or electronic data which, in reasonable detail, accurately, fairly and completely reflect the incomes, disbursements, transactions, dispositions, and uses of Defendants' assets;

C. Destroying, erasing, mutilating, concealing, altering, transferring, or otherwise

disposing of, in any manner, directly or indirectly, any documents, including electronically-stored information, that relate in any way to the business practices or business or personal finances of Defendants; to the business practices or finances of entities directly or indirectly under the control of Defendants; or to the business practices or finances of entities directly or indirectly under common control with any other Defendant;

D. Failing to maintain complete records of any consumer complaints and disputes, whether coming from the consumer or any intermediary, such as a government agency or Better Business Bureau, and any responses made to those complaints or disputes; and

E. Creating, operating, or exercising any control over any new business entity, whether newly formed or previously inactive, including any partnership, limited partnership, limited liability company, joint venture, sole proprietorship, or corporation, without first providing Plaintiff with a written statement disclosing: (1) the name of the business entity; (2) the address and telephone number of the business entity; (3) the names of the business entity's officers, directors, principals, managers, and employees; and (4) a detailed description of the business entity's intended activities.

## VI.

### **NOTICE OF CORPORATE OR PERSONAL ASSET TRANSACTIONS**

**IT IS FURTHER ORDERED** that Defendants and their officers, agents, directors, employees, salespersons, independent contractors, subsidiaries, affiliates, successors, assigns, and all other persons or entities in active concert or participation with any of them who receive actual notice of this Order by personal service or otherwise, including by facsimile, are hereby restrained and enjoined from:

A. Any transfer of any asset out of the ordinary course of business or reasonable and ordinary living expenses without prior written disclosure to the Commission, at least fifteen (15) business days prior to the transfer, of the purpose, amount, and recipient of such transfer. Reasonable attorney fees and litigation costs incurred by Defendants, including payment of reasonable retainers, shall be deemed within the ordinary course of business and/or living expenses for the purposes of this Order. Plaintiff retains the right to challenge in Court amounts paid for attorney fees and litigation costs, or to seek an order enjoining payment of further attorney fees and litigation costs, should it deem that circumstances warrant such relief. The assets affected by this Part shall include both existing assets and assets acquired after the date of entry of this Order, including, without limitation, those acquired by loan or gift; and

B. Failing to provide the Commission, within fifteen (15) days after entry of this Order, and on a quarterly basis thereafter, a full and accurate written disclosure of all business and living expenditures, with documentation supporting such disclosure, including, but not limited to, bank statements, profit and loss statements, balance sheets, and credit card statements.

## **VII.**

### **PROHIBITED DISCLOSURE OF CONSUMER LISTS**

**IT IS FURTHER ORDERED** that Defendants and their officers, agents, directors, employees, salespersons, independent contractors, subsidiaries, affiliates, successors, assigns, and all other persons or entities in active concert or participation with any of them who receive actual notice of this Order by personal service or otherwise, including by facsimile or electronic mail, are hereby restrained and enjoined from selling, renting, leasing, transferring, or otherwise disclosing the name, address, telephone number, credit card number, bank account number, e-

mail address, or other identifying information of any person who has paid any money to any Defendant in connection with the advertising, promoting, offering for sale, or sale, directly or indirectly, of any product or service. Provided, however, that Defendants may disclose such identifying information to a law enforcement agency or as required by any law, regulation, or court order.

## **VIII.**

### **COMPLIANCE MONITORING**

**IT IS FURTHER ORDERED** that for the purpose of monitoring compliance with this Order:

A. Defendants shall provide to counsel for plaintiff within ten (10) days of entry of this Order, copies of all marketing materials for any credit-related goods or services, including, but not limited to, the LPC merchant card or other similar program, in use at the time of entry of this Order. Such marketing materials shall include, but not be limited to, sales scripts, training materials, emails, recorded outbound telephone messages, and other materials provided to consumers, employees, independent contractors, or other third party agents;

B. Defendants shall provide to counsel for plaintiff at least three (3) days prior to use, copies of all marketing materials for any credit-related goods or services including, but not limited to, the LPC merchant card or other similar program, that were not produced pursuant to Section VIII.A. Such marketing materials shall include, but not be limited to, sales scripts, training materials, emails, recorded outbound telephone messages, and other materials provided to consumers, employees, independent contractors, or other third party agents;

C. Defendants shall provide to counsel for plaintiff within ten (10) days after entry

of this Order, and thereafter within ten (10) days of a written request from the Commission, the full list, or if agreed by the parties, some sample of that list, of all consumers who have paid Defendants, directly or indirectly, any fee, purchase price, or other payment since the date of entry of this Order in connection with any credit-related goods or services, including, but not limited to, the LPC merchant card or other similar program. The list shall contain each consumer's name, address, telephone number, date of transaction, amount paid, and the salesperson's full name.

#### **IX.**

#### **DISTRIBUTION OF ORDER BY DEFENDANTS**

**IT IS FURTHER ORDERED** that Defendants shall immediately provide a copy of this Order to each of their corporations, subsidiaries, affiliates, divisions, directors, officers, agents, partners, successors, assigns, employees, attorneys, agents, representatives, sales entities, sales persons, telemarketers, independent contractors, and any other Persons in active concert of participation with them, and within fifteen (15) calendar days following service of this Order by Plaintiff, shall serve upon Eleanor Durham, 915 Second Avenue, Suite 2896, Seattle, WA 98174, an affidavit identifying the names, titles, addresses, and telephone numbers of the persons and entities that Defendants have served with a copy of this Order in compliance with this provision.

#### **X.**

#### **SERVICE OF THIS ORDER BY PLAINTIFF**

**IT IS FURTHER ORDERED** that copies of this Order may be served by facsimile transmission, personal or overnight delivery, electronic mail, or U.S. Mail, by agents and employees of the Commission or any federal law enforcement agency, on (1) the Defendants, or

(2) any other person or entity that may be subject to any provision of this Order. Service upon any branch or office of any entity shall effect service upon the entire entity.

**XI.**

**CONSUMER REPORTING AGENCIES**

**IT IS FURTHER ORDERED** that, pursuant to Section 604 of the Fair Credit Reporting Act, 15 U.S.C. § 1681b, any consumer reporting agency may furnish a consumer or credit report concerning any Defendant to Plaintiff.

**XII.**

**CORRESPONDENCE WITH AND NOTICE TO PLAINTIFF**

**IT IS FURTHER ORDERED** that for purposes of this Order, all correspondence and pleadings to the Commission shall be addressed to:

Eleanor Durham  
Federal Trade Commission  
915 Second Avenue, Suite 2896  
Seattle, WA 98174  
(206) 220-4476  
[edurham@ftc.gov](mailto:edurham@ftc.gov), [nsamter@ftc.gov](mailto:nsamter@ftc.gov), [dhorn@ftc.gov](mailto:dhorn@ftc.gov)

**XIII.**

**RETENTION OF JURISDICTION**

**IT IS FURTHER ORDERED** that this Court shall retain jurisdiction of this matter for all purposes.

**IT IS SO ORDERED.**

Dated: October 29<sup>th</sup>, 2009

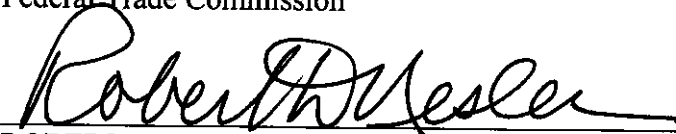
  
\_\_\_\_\_  
United States District Judge

**FOR PLAINTIFFS:**



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**FOR DEFENDANTS:**

---

MARDAN M. AFRASIABI, individually  
and as a director and/or officer of  
Low Pay, Inc., LP Capital Holdings, Inc.,  
Century Luxury, Inc., and The Mardan  
Afrasiabi Living Trust

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RAMIN RAHIMI, individually  
and as a director and/or officer of  
Low Pay, Inc., LP Capital Holdings, Inc., and  
Century Luxury, Inc.



**FOR PLAINTIFFS:**

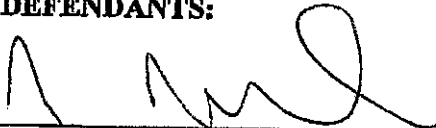
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**FOR DEFENDANTS:**



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RAMIN RAHIMI, individually  
and as a director and/or officer of  
Low Pay, Inc., LP Capital Holdings, Inc., and  
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**FOR PLAINTIFFS:**

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and as a director and/or officer of  
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Afrasiabi Living Trust



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RAMIN RAHIMI, individually  
and as a director and/or officer of  
Low Pay, Inc., LP Capital Holdings, Inc., and  
Century Luxury, Inc.

APPROVED AS TO FORM AND CONTENT:



Digitally signed by Peter Afrasiabi  
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Arledge,  
email=pafraasiabi@turnergreen.  
com  
Location: Costa Mesa  
Date: 2009.10.27 10:00:11 -07'00'

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Low Pay, Inc., LP Capital Holdings, Inc.,  
and The Mardan Afrasiabi Living Trust

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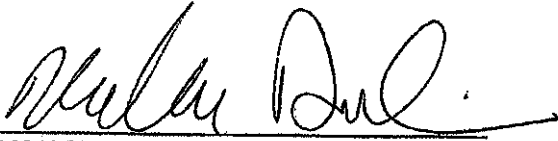
MICHAEL L. MALLOW  
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Attorney for Defendants Ramin Rahimi  
and Century Luxury, Inc.

APPROVED AS TO FORM AND CONTENT:

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535 Anton Blvd., Suite 850  
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Low Pay, Inc., LP Capital Holdings, Inc.,  
and The Mardan Afrasiabi Living Trust

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Los Angeles, CA 90067

Attorney for Defendants Ramin Rahimi  
and Century Luxury, Inc.

APPROVED AS TO FORM AND CONTENT:



Digitally signed by Peter Afrasiabi  
DN: cn=Peter Afrasiabi, o=Turner, Green, Afrasiabi and  
Arlidge, email=pafraasiabi@turnergreen.  
com  
Location: Costa Mesa  
Date: 2009.10.27 10:00:11 -07'00'

**PETER AFRASIABI**  
One LLP  
535 Anton Blvd., Suite 850  
Costa Mesa, CA 92626

**MAKAN DELRAHIM**  
Brownstein Hyatt Farber Schreck, LLP  
2029 Century Park East, Suite 2100  
Los Angeles, CA 90067

Attorneys for Defendants Mardan M. Afrasiabi,  
Low Pay, Inc., LP Capital Holdings, Inc.,  
and The Mardan Afrasiabi Living Trust



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Attorney for Defendants Ramin Rahimi  
and Century Luxury, Inc.