

STATE OF MAINE
OFFICE OF SECURITIES
121 STATE HOUSE STATION
AUGUSTA, MAINE 04333

_____))
IN THE MATTER OF:))
StoresOnline, Inc.))
_____))

CONSENT AGREEMENT
NOS. 03-039-CAG, 03-047-CAG,
03-117-CAG

THIS AGREEMENT is entered into between the State of Maine Office of Securities ("Office of Securities") and StoresOnline, Inc., a Delaware corporation with its offices in Orem, Utah.

WHEREAS, the Office of Securities has determined that StoresOnline, Inc. offered for sale and sold business opportunities in Maine in 2001 and 2002, which business opportunities consisted of services and products that StoresOnline, Inc. represented would enable purchasers to start an Internet-based business or extend an existing "brick and mortar" business to the Internet.

WHEREAS, the Office of Securities has determined that StoresOnline, Inc. was not registered as a business opportunity seller and therefore was not in compliance with the Regulations of the Sale of Business Opportunities, 32 M.R.S.A. §§ 4691 - 4700-B (1999 and Supp. 2002) ("the Regulations").

WHEREAS, the Office of Securities has determined that StoresOnline, Inc. failed to secure a bond or escrow account as required by the Regulations, 32 M.R.S.A. § 4695 (1999).

WHEREAS, the Office of Securities has determined that StoresOnline, Inc. failed to provide purchasers with the disclosure statement required by the Regulations, 32 M.R.S.A. § 4693 (1999).

WHEREAS, the Office of Securities has determined that StoresOnline, Inc. refused to recognize the right of avoidance provided by the Regulations, 32 M.R.S.A. § 4698 (1999).

WHEREAS, StoresOnline, Inc. disputes the above determinations.

WHEREAS, all parties desire an expeditious resolution of this matter.

NOW THEREFORE, without trial or adjudication of any issue of fact or law and without any admission or finding that StoreOnline, Inc. has violated the Regulations, it is agreed that:

1. StoresOnline, Inc., and any of its successors, affiliates, or agents, shall not sell, offer to sell, advertise or undertake any other act in Maine relating to the promotion of products or services that are substantially similar to those sold by StoresOnline, Inc. in Maine in 2001 and 2002 without first registering pursuant to the Regulations and otherwise fully complying therewith.
2. With respect to services, products, equipment, supplies, goods or commodities that are not substantially similar to those sold by StoresOnline, Inc. in Maine in 2001 and 2002, StoresOnline, Inc., and any of its successors, affiliates, or agents, shall not hold any workshops, seminars, conferences, or similar events in Maine, or otherwise sell, offer to sell, advertise or undertake any other action relating to the promotion of the services, products, equipment, supplies, goods or commodities in Maine, without first providing written notice to the Office of Securities at least 60 days in advance, which notice shall include the date, time, and location of the event, if applicable, and copies of all promotional materials, contracts, forms, advertisements, presentations, and any other materials to be distributed or shown to potential purchasers.
3. Within 30 days after execution of this Consent Agreement by StoresOnline, Inc., StoresOnline, Inc. shall fully refund all funds received from the three Maine purchasers who have made complaints to the Office of Securities, plus interest at the statutory prejudgment rate, and shall provide the Office of Securities with written proof thereof.
4. StoresOnline, Inc. shall fully refund all funds received from any person who purchased products or services from StoreOnline, Inc. in Maine in 2001 or 2002 and who, prior to June 1, 2004, requests or demands, in whatever form, rescission, avoidance, restitution, or a refund. Within 30 days after receipt of such a request or demand, StoresOnline, Inc. shall provide the refund, plus interest at the statutory prejudgment rate, and shall provide the Office of Securities with written proof thereof.
5. In the event that subsequent changes in the Regulations or in their interpretation by the courts lead the Office of Securities, in its sole discretion, to determine that the products and services sold by StoresOnline, Inc. in Maine in 2001 and 2002 would no longer be considered business opportunities under the Regulations, StoreOnline, Inc. shall be relieved of the obligations set forth in paragraph 1 above, but StoresOnline, Inc. shall not be relieved of any other obligations imposed on it by law, including any imposed by the Regulations.

6. This Consent Agreement constitutes the entire agreement between the Office of Securities and StoresOnline, Inc. and does not address compliance or non-compliance with the Regulations other than as specified herein.

6/24/03

/s/Christine A. Bruenn

Date

Christine A. Bruenn
Securities Administrator

16 June, 2003

/s/John J. Poelman

Date

John J. Poelman
Chief Executive Officer
StoresOnline, Inc.