

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

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

)

CONSENT AGREEMENT
05-001-CAG

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

WHEREAS, the parties agree as follows:

1. On June 24, 2003, the Securities Administrator and StoresOnline, Inc., entered into a Consent Agreement, which, among other things, prohibited StoresOnline, Inc., from selling, offering to sell, advertising or undertaking any other action relating to the promotion of services, products, equipment, supplies, goods or commodities in Maine unless certain conditions were met.
2. The Office of Securities has determined that StoresOnline, Inc., offered for sale and sold a business opportunity in or about June and July 2003 to a Freeport, Maine, consumer.
3. The Office of Securities has determined that StoresOnline, Inc., was not registered as a business opportunity seller when it offered and sold a business opportunity to the Freeport, Maine, consumer 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”).
4. The Office of Securities has determined that StoresOnline, Inc., had not secured a bond or escrow account as required by the Regulations, 32 M.R.S.A. § 4695 (1999) when it offered and sold a business opportunity to the Freeport, Maine, consumer.
5. The Office of Securities has determined that StoresOnline, Inc., did not provide the Freeport, Maine, consumer with the disclosure statement required by the Regulations, 32 M.R.S.A. § 4693 (1999).

6. It is the position of the Office of Securities that StoresOnline, Inc., breached paragraph 1 of the Consent Agreement dated June 24, 2003, by selling, offering to sell, or undertaking any other act in Maine relating to the promotion of products or services that were substantially similar to those sold by StoresOnline, Inc., in Maine in 2001 and 2002 without first registering pursuant to the Regulations and otherwise complying therewith.

7. StoresOnline, Inc. neither admits nor denies the above determinations.

8. 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 or breached the Consent Agreement dated June 24, 2003, it is agreed that:

1. Within 30 days after execution of this Consent Agreement by StoresOnline, Inc., StoresOnline, Inc., shall fully refund all funds received from the Freeport, Maine, consumer, totaling \$13,833.00, plus interest at the statutory prejudgment rate of 4.28% from February 1, 2004, to the date of this Consent Agreement, and shall provide the Office of Securities with written proof thereof.

2. All of StoresOnline, Inc.'s obligations set forth in the Consent Agreement dated June 24, 2003, continue to be binding and none of the provisions set forth herein shall be construed or interpreted in such a way as to negate, diminish or abridge StoresOnline Inc.'s obligations under the Consent Agreement dated June 24, 2003.

6. This Consent Agreement does not address compliance or non-compliance with the Regulations or the Consent Agreement dated June 24, 2003, other than as specified herein.

September 14, 2004
Date

/s/ Christine A. Bruenn
Christine A. Bruenn
Securities Administrator

September 8, 2004
Date

/s/ Brandon Lewis
Brandon Lewis
President
StoresOnline, Inc.