

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.