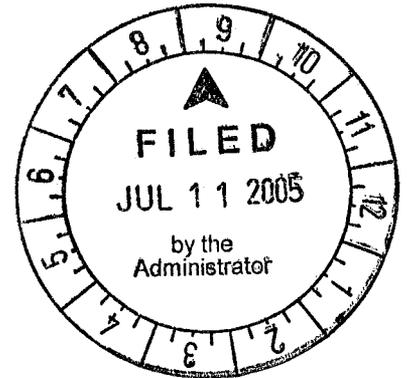


STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
THE FIRST NATIONAL CENTER, SUITE 860
120 NORTH ROBINSON
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Educational Wealth Builders
and Swainson Hawke,
Respondents.

File No. ODS 04-048

ORDER TO CEASE AND DESIST

On May 9, 2005, an Enforcement Division Recommendation (Recommendation) naming Educational Wealth Builders (EWB) and Swainson Hawke ("Hawke", and collectively with EWB, the "Respondents") was filed with the Administrator of the Oklahoma Department of Securities (Department). The issuance of a cease and desist order is authorized by Section 814.A of the Oklahoma Business Opportunity Sales Act (Act), Okla. Stat. tit. 71, §§ 801-829 (2001).

On May 10, 2005, the Administrator of the Department issued a Notice of Opportunity for Hearing with the Recommendation attached (Notice of Hearing). The Administrator also issued a Notice of Service on the Administrator and Affidavit of Compliance (Notice of Service) on May 10, 2005. The Notice of Hearing and the Notice of Service were mailed May 10, 2005, to the last known addresses of EWB and Hawke, by certified mail, return receipt requested, and delivery restricted. On May 24, 2005, Notices sent to Hawke and EWB at an address in Cleveland, Tennessee, were both returned marked "Returned To Sender, Moved, Left No Address". On June 1, 2005, a Notice mailed to EWB at an address in McDonald, Tennessee was received by Thuong Nguyen.

The Notice of Hearing specified that failure to request a hearing within twenty (20) days of service will result in the issuance of an order to cease and desist from the offer and sale of business opportunities in violation of the Act. No request for hearing or any other response has been received by the Administrator.

The Administrator of the Department, being fully advised in this matter, does hereby adopt the Findings of Fact and Conclusions of Law as set forth below.

Findings of Fact

1. As of July 7, 2004, EWB was a Nevada corporation located in McDonald, Tennessee.

2. Through its website at www.educationalwealthbuilders.com (EWB Website), EWB offered and sold two different opportunities. One was the opportunity to join the Universal Shopping Mall program (USM program). Each participant in USM program (USM Participant) would get one's own access or Mall storefront to the Universal Shopping Mall described as "the world's largest shopping mall of consumer products." Each USM Participant could give others access through his Mall storefront to purchase products via the internet. Merchants and manufacturers would pay commissions for sales of their products to the USM program. The USM program would retain 10% of the commissions and USM Participants would receive a share in the remaining 90% of the total shared pool commissions based upon his or her sales in the previous month. As of July 2004, the net cost to participate in this program was \$34.95 for the first year and an annual hosting and bandwidth fee of \$25.00 for each subsequent year.

3. The other opportunity involved the offer to participate in the Earn While You Learn marketing system and binary compensation plan (Plan) that included the USM program. Participants in the Plan (Plan Participants) could earn commissions on the sale of EWB training CDs and other products. Plan Participants could also earn compensation for the recruitment and continued participation of other participants in the Plan. To participate in the Plan as of July 2004, the initial cost was \$189.95 plus \$10.00 shipping and handling. Of that amount, \$5.00 was credited to the Plan Participant's debit card. Each Plan Participant was required to pay a monthly qualifier fee in the amount of \$49.95 for continued access to the library available on the EWB Website and the right to receive income from one's downline participants' purchases and recruits. Thus the total net cost for the first year was \$734.40.

4. The EWB Website asserted that its library contained information to teach one how to successfully own and operate a home-based, internet business.

5. Hawke was listed as the Chief Executive Office of EWB on the EWB Website. T. Nguyen was listed as President of EWB thereon.

6. EWB represented that USM and Plan Participants would receive their own "url and replicated site."

7. EWB also represented itself as providing knowledge of how to successfully manage and operate a small business through, among other aids:

- a. 75 hours of teaching and training audio presentations;
- b. live weekly seminars; and
- c. 8 different "flash presentations" on the EWB and Universal Shopping Mall.

8. As of July 7, 2004, four (4) associates had joined EWB from the state of Oklahoma. In addition, seven (7) persons had purchased an InGold Visa Debit Card for \$24.95 and received their own Free Shopping Mall.

9. At all times material hereto, participations in the Plan were not registered under the Act.

To the extent any of these Findings of Fact are more properly characterized as Conclusions of Law, they should be so considered.

Authority

1. Section 802 of the Act provides in pertinent part:

As used in the Oklahoma Business Opportunity Sales Act, Section 801 et seq. of this title, unless otherwise provided:

* * *

3. a. "Business opportunity" means a contract or agreement, between a seller and purchaser, express or implied, orally or in writing, wherein it is agreed that the seller or a person recommended by the seller shall provide to the purchaser any products, equipment, supplies or services enabling the purchaser to start a business and the seller represents directly or indirectly, orally or in writing, that:

* * *

(6) The seller will provide a marketing plan.

* * *

6. "Marketing plan" means advice or training, provided to the purchaser by the seller or a person recommended by the seller, pertaining to the sale of any products, equipment, supplies or services and the advice or training includes, but is not limited to, preparing or providing:

- a. Promotional literature, brochures, pamphlets or advertising materials;
- b. Training regarding the promotion, operation or management of the business opportunity; or
- c. Operational, managerial, technical or financial guidelines or assistance.

2. Section 806 of the Act provides:

It is unlawful for any person to offer or sell any business opportunity, as defined in Section 802 of this title, in this state unless the business

opportunity is registered under the provisions of the Oklahoma Business Opportunity Sales Act or is exempt under Section 803 of this title.

3. Section 814 of the Act provides in pertinent part:

A. Whenever it appears to the Administrator that any person has engaged in or is about to engage in any act or practice constituting a violation of any provision of the Oklahoma Business Opportunity Sales Act or any rule or order hereunder, the Administrator may:

1. Issue an order directing each person to cease and desist from continuing the act or practice and/or issue an order imposing a civil penalty up to a maximum of Five Thousand Dollars (\$5,000.00) for a single violation or transaction or of Fifty Thousand Dollars (\$50,000.00) for multiple violations or transactions in a single proceeding or a series of related proceedings[.]

* * *

B. Except as provided in subsection D of this section or unless the right to notice and hearing is waived by the person against whom the sanction is imposed, the sanctions provided in paragraph 1 of subsection A of this section may be imposed only after notice and opportunity for hearing as required by the Administrative Procedures Act. If the person to whom notice is addressed does not request a hearing within fifteen (15) days after the service of the notice, a final order as provided for in subsection A of this section may be issued.

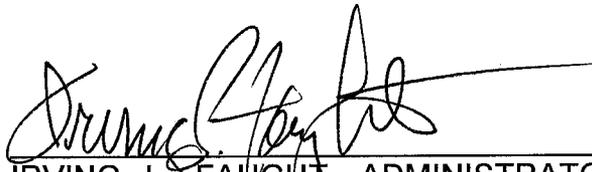
Conclusions of Law

1. Participations in both the USM program and the Plan are business opportunities.
2. Respondents offered and sold business opportunities in and/or from the state of Oklahoma.
3. The offer and sale by Respondents of the participations in the Plan without their registration under the Act is in violation of Section 806 of the Act.
4. The Administrator has the authority under Section 814 of the Act to order Respondents to cease and desist from engaging in violations of the Act.

IT IS HEREBY ORDERED that Respondents cease and desist from the offer and sale of business opportunities in violation of Section 806 of the Act.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities
this 11th day of July, 2005.

(SEAL)



IRVING L. FAUGHT, ADMINISTRATOR OF THE
OKLAHOMA DEPARTMENT OF SECURITIES

CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 11th day of July, 2005, a true and correct copy of the above and foregoing Order to Cease and Desist was mailed by certified mail, return receipt requested, delivery restricted, with postage prepaid thereon addressed to:

Educational Wealth Builders
%Thuong Nguyen
Manhattan Anti-Aging Clinic
904 McDonald Road SW
McDonald, TN 37353-5881



Brenda London
Paralegal