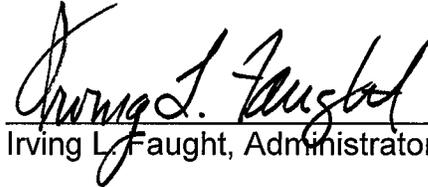


FURTHER AFFIANT SAYETH NOT.

Dated this 31st day of January, 2003.

(SEAL)


Irving L. Faught, Administrator

Subscribed and sworn to before me this 31st day of January, 2003.

(NOTARY SEAL)


Notary Public

My Commission Expires: August 26, 2005
My Commission Number: 01013792

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



In the Matter of:

uSight,

Respondent.

File No. ODS 02-184

NOTICE OF OPPORTUNITY FOR HEARING

1. Pursuant to his authority under Section 813 of the Oklahoma Business Opportunity Sales Act (Act), Okla. Stat. tit. 71, §§ 801-829 (1991 & Supp. 1999), the Administrator of the Oklahoma Department of Securities (Department) authorized an investigation into the activities of uSight, in connection with the offer and/or sale of business opportunities in and/or from the state of Oklahoma.

2. On the 31st day of January, 2003, the attached Enforcement Division Recommendation (Recommendation) was left in the office of the Administrator.

3. Pursuant to Section 814.B of the Act, the Administrator hereby gives notice to uSight of their right to request a hearing to show why an order based on the Recommendation should not be issued.

4. The request for a hearing on the Recommendation must be received by the Administrator within fifteen (15) days after service of this Notice. Pursuant to Section 814.B of the Act, failure to request a hearing as provided for herein shall result in the issuance of an order to cease and desist against uSight.

5. The request for hearing shall be in writing and uSight shall specifically admit or deny each allegation in said request as required by 660:2-9-1(c) of the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities (Rules).

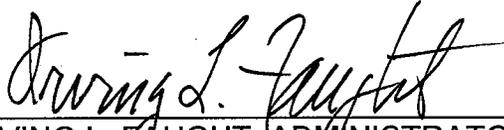
6. Upon receipt of a written request, pursuant to 660:2-9-2 of the Rules, a hearing on this Notice shall be set within sixty (60) days or a written order denying hearing shall be issued.

7. Notice of the date, time and location of the hearing shall be given to uSight not less than ten (10) days in advance thereof pursuant to 660:2-9-3(a) of the

7. Notice of the date, time and location of the hearing shall be given to uSight not less than ten (10) days in advance thereof pursuant to 660:2-9-3(a) of the Rules. Additionally, the notice may contain matters to supplement this Notice and the Recommendation attached hereto.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 31st day of January, 2003.

(SEAL)

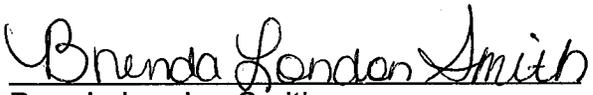


IRVING L. FAUGHT, ADMINISTRATOR OF THE
OKLAHOMA DEPARTMENT OF SECURITIES

CERTIFICATE OF MAILING

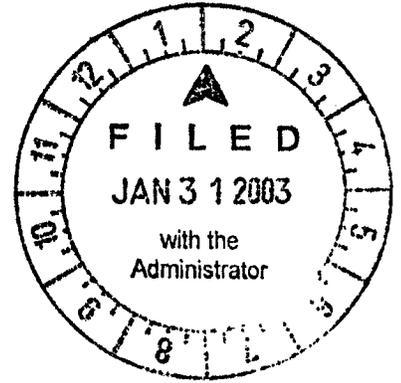
The undersigned hereby certifies that on the 31st day of January, 2003, a true and correct copy of the above and foregoing Notice of Opportunity for Hearing and attached Enforcement Division Recommendation was mailed by certified mail, return receipt requested, delivery restricted to addressees, with postage prepaid thereon addressed to:

uSight
727 N. 1550 E., Suite 300
Orem, UT 84097



Brenda London Smith
Paralegal

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



In the Matter of:

uSight,

Respondent.

File No. ODS 02-184

ENFORCEMENT DIVISION RECOMMENDATION

Pursuant to the Oklahoma Business Opportunity Sales Act (Act), Okla. Stat. tit. 71, §§ 801-829 (1991 & Supp. 1999), an investigation was conducted into the activities of uSight in connection with the offer and/or sale of business opportunities in and/or from the state of Oklahoma. Based thereon, the following Findings of Fact, Authorities and Conclusions of Law are submitted to the Administrator in support of the issuance of an order to cease and desist against uSight.

Findings of Fact

1. uSight is located in Orem, Utah, and at all times relevant hereto, was engaged in the business of selling Internet websites.
2. R. Clarke (Clarke) is an individual who, at all times relevant hereto, was an Oklahoma resident.
3. On or about February 16, 2002, Clarke paid \$7,495 via credit card to uSight to purchase a website, the right to use the uSight website design and website hosting program, and the right to resell websites (the "uSight Program"). The purchase price also included the cost of twelve (12) training sessions, the services of a professional design team to build a website, and certain software.
4. Clarke has requested copies of a written contract setting out the terms and provisions of his purchase, uSight's cancellation or refund policy, an invoice, and a receipt for the credit card charges. uSight has refused to provide the requested documentation to Clarke.
5. uSight has failed to provide Clarke with the services of a professional design team and software.
6. The uSight Program was not registered under the Act.

7. Based upon the foregoing, it is in the public interest to order uSight to cease and desist from engaging in violations of the Act.

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

Authorities

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

* * *

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:

* * *

(2) The seller or a person recommended by the seller will provide or assist the purchaser in finding outlets or accounts for the purchaser's products or services;

* * *

(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:

* * *

b. Training regarding the promotion, operation or management of the business opportunity[.]

* * *

7. "Offer" or "offer to sell" includes every attempt to dispose of a business opportunity for value or solicitation of an offer to purchase a business opportunity.

* * *

11. "Sale" or "sell" includes every contract or agreement of sale, contract to sell, disposition of a business opportunity or interest in a business opportunity for value.

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[.]

4. Section 818 of the Act provides in pertinent part:

A. The provisions of the Oklahoma Business Opportunity Sales Act concerning sales and offers to sell apply to persons who sell or offer to sell when:

1. An offer to sell is made in this state;
2. An offer to purchase is made and accepted in this state; or
3. The purchaser is domiciled in this state and the

business opportunity is or will be operated in this state.

5. Section 819 of the Act provides in pertinent part:

It is unlawful for any person, in connection with the offer or sale of any business opportunity in this state, directly or indirectly:

* * *

2. To make any untrue statement of a material fact or to omit to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they are made, not misleading[.]

Conclusions of Law

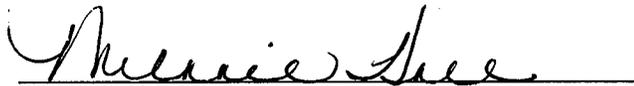
1. The uSight Program is a business opportunity.
2. uSight offered and sold a business opportunity in the state of Oklahoma.
3. The offer and sale of the uSight Program without benefit of registration under the Act is a violation of Section 806 of the Act.
4. uSight misrepresented material facts in connection with the offer and sale of a business opportunity in violation of Section 819 of the Act.

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

WHEREFORE, it is recommended that the Administrator order uSight to cease and desist the offer and sale of business opportunities in violation of Sections 806 and 819 of the Act.

Dated this 31st day of January, 2003.

Respectfully Submitted,



Rebecca A. Cryer
Enforcement Attorney
Melanie Hall
Director of Enforcement