

STATE OF CALIFORNIA
BUSINESS, TRANSPORTATION AND HOUSING AGENCY
DEPARTMENT OF CORPORATIONS

TO: Mark A. Bush
Covenant Venture Enterprises, Inc.
9025 Wilshire Blvd., Suite 213
Beverly Hills, CA 90211

SongBoy.com, Inc. now known as SongPro.com, Inc.
9025 Wilshire Blvd., Suite 301
Beverly Hills, CA 90211

DESIST AND REFRAIN ORDER
(For violations of section 25110 of the California Corporations Code)

The California Corporations Commissioner finds that:

1. At all relevant times, Mark A. Bush was President & CEO of Covenant Venture Enterprises, Inc. (“Covenant”), a Delaware corporation, located at 9025 Wilshire Blvd. Suite 213, Beverly Hills, CA 90211.
2. At all relevant times, SongPro.com, Inc. (“SongPro.com”) was a Delaware corporation, located at 9025 Wilshire Blvd. Suite 301, Beverly Hills, CA 90211. SongPro.com was formerly called SongBoy.com, Inc. (“SongBoy.com”).
3. Beginning in or about February 2000, Mark A. Bush and Covenant offered and sold securities in the form of stock in SongBoy.com now known as SongPro.com.
4. Through unsolicited telephone calls to investors, Mark A. Bush and Covenant offered and sold 2.5 million shares of series A preferred stock in SongPro.com at \$2.00 per share in an attempt to raise \$5 million to manufacture and market an add-on MP3 digital plug-in module for the Nintendo Game Boy.
5. These securities were offered or sold in this state in issuer transactions. The Department of Corporations has not issued a permit or other form of qualification authorizing any person to offer and sell these securities in this state.

Based upon the foregoing findings, the California Corporations Commissioner is of the opinion that the shares of SongPro.com stock are securities subject to qualification under the California Corporate Securities Law of 1968 and are being or have been offered or sold without first being qualified, in violation of Section 25110 of the Corporate Securities Law of 1968. Pursuant to Section 25532 of the Corporate Securities Law of 1968, Mark A. Bush, Covenant, SongBoy.com now known as SongPro.com are hereby ordered to desist and refrain from the further offer or sale in the State of California of stock, unless and until qualification has been made under said law or unless exempt. This Order is necessary, in the public interest, for the protection of investors and consistent with the purposes, policies, and provisions of the Corporate Securities Law of 1968.

Dated: July 19, 2002
Los Angeles, California

DEMETRIOS A. BOUTRIS
California Corporations Commissioner

By _____
ALAN S. WEINGER
Supervising Counsel
Enforcement and Legal Services Division