

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

TO: TSN NETWORK, INC.
James Hawley
Marilyn Kay Green

9770 Carroll Center Road, Suite F
San Diego, CA 92126

462 Stevens Avenue, Suite 206
Solano Beach, CA 92075

821 2nd Avenue, Suite 2100
Seattle, WA 98104

DESIST AND REFRAIN ORDER

(For violations of California Corporations Code section 25110)

The California Corporations Commissioner finds that:

1. At all relevant times: James Hawley; and Marilyn Kay Green, were, or continue to be, principals, officers, directors and/or employees of TSN Network, Inc.

TSN Network, Inc. is a Washington state incorporated business entity. TSN Network, Inc. is, or has been, located at numerous addresses in California, Washington and Oregon. The last known addresses are: 9770 Carroll Center Road, Suite F, San Diego, CA 92126; 462 Stevens Avenue, Suite 206, Solano Beach, CA 92075; 821 2nd Avenue, Suite 2100, Seattle, WA 98104.
2. Beginning in or about early 1998, Hawley, Green and TSN Network, Inc. were directly or indirectly involved with the offer and sale of investment opportunities in the form of promissory notes in TSN Network, Inc. within the state of California.
3. Beginning in or about August of 1991, Hawley, Green and TSN Network, Inc. were directly or indirectly involved with the offer and sale of investment opportunities in the form of shares of stock in TSN Network, Inc. within California.
4. TSN Network, Inc.'s primary business function, as represented to investors, was to develop and market software for use with interactive television. The money contributed by investors through the sale of promissory notes and shares of stock in TSN Network, Inc. was going to be used to fund the operation, development and marketing of the software.
5. These promissory notes and shares of stock offered and sold in TSN Network, Inc. are securities under California law. These securities were offered and sold in California 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.
6. The offer and sale of promissory notes and shares of stock in TSN Network, Inc., within the state of California, are not subject to any exemption from qualification. The sale of such securities are

subject to qualification under said law and such securities are being or have been offered for sale without first being so qualified.

Based upon the foregoing findings, the California Corporations Commissioner is of the opinion that the promissory notes and shares of stock offered and sold by Hawley and Green in TSN Network, Inc. are securities subject to qualification under the California Corporate Securities Law of 1968 and are being or have been offered or sold without 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, James Hawley, Marilyn Kay Green, and TSN Network, Inc. are hereby ordered to desist and refrain from the further offer or sale in the State of California of securities, in the form of promissory notes and/or shares of stock in TSN Network, Inc., 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: January 29, 2003
Los Angeles, California

DEMETRIOS A. BOUTRIS
California Corporations Commissioner

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