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

TO: Rayford Ray Roberson
Yada Software Corporation
8825 Brydon Way
Sacramento, CA 95826-4453

DESIST AND REFRAIN ORDER
(For violations of sections 25401 of the Corporations Code)

The California Corporations Commissioner finds that:

1. Rayford Ray Roberson ("Roberson") is an individual residing in Sacramento, California.
2. Yada Software Corporation ("Yada Software") is a Nevada corporation whose articles of incorporation were filed on August 19, 1998. Roberson is its founder, president and chief executive officer. His wife Alicia Roberson is its secretary.
3. Prior to August 24, 2000, Roberson and Yada Software offered and sold stock of Yada Software to numerous investors in California without the sale having been qualified as required by the Corporate Securities Law of 1968. On August 24, 2000, the acting Commissioner of Corporations issued an order to Roberson and Yada Software to require them to cease their unlawful offers and sales of stock or other securities of Yada Software Corporation in California.

1 4. Subsequent to August 24, 2000 Roberson and Yada Software have continued to
2 offer and sell securities of Yada Software Corporation in California. The securities of Yada
3 Software Corporation sold subsequent to August 24, 2000 take the form of so-called "Yada
4 License Agreements" which promise each investor a share of the gross sales of Yada
5 Software for a specified period in exchange for their investments.

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7 5. Roberson offers and sells "Yada License Agreements" to investors throughout
8 California by means including general solicitations made to elderly members of church
9 congregations.

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11 6. Roberson offers and sells "Yada License Agreements" by means of multiple oral
12 communications which are untrue. He claims falsely to be a self-made millionaire. He
13 makes false and exaggerated claims concerning the activities and business success of
14 Yada Software, including false claims concerning supposed business relationships between
15 Yada Software and various well-known companies, including Wal-Mart, IBM and Apple
16 Computer.

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18 7. Roberson offers and sells "Yada License Agreements" by means of oral
19 communications which omit to state material facts necessary in order to make the
20 statements made not misleading. Roberson fails to inform potential investors that he has
21 previously been ordered to halt unlawful sales of securities of Yada Software. He also fails
22 to inform potential investors that the qualification of Yada Software to do business in
23 California was forfeited by the Franchise Tax Board on May 1, 2002.

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25 Based upon the foregoing, the California Corporations Commissioner is of the
26 opinion that the securities of Yada Software Corporation were offered or sold in this state by
27 means of written or oral communications which included an untrue statement of a material
28 fact or omitted to state a material fact necessary in order to make the statements made, in

1 the light of the circumstances under which they were made, not misleading, in violation of
2 section 25401 of the Corporate Securities Law of 1968. Pursuant to section 25532 of the
3 Corporate Securities Law of 1968, Rayford Ray Roberson, acting individually and on behalf
4 of Yada Software Corporation are hereby ordered to desist and refrain from offering or
5 selling or buying or offering to buy any security in the State of California, including but not
6 limited to investment contracts in Yada Software Corporation, by means of any written or
7 oral communication which includes an untrue statement of a material fact or omits to state a
8 material fact necessary in order to make the statements made, in the light of the
9 circumstances under which they were made, not misleading. This Order is necessary, in
10 the public interest, for the protection of investors and consistent with the purposes, policies,
11 and provisions of the Corporate Securities Law of 1968.

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14 Dated: June 8, 2003
15 Sacramento, California

16 DEMETRIOS A. BOUTRIS
17 California Corporations Commissioner

18 By _____
19 VIRGINIA JO DUNLAP
20 Assistant Commissioner
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