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

TO: Norman Frank Reed a.k.a. Bob Reed  
SmartWear Technologies, Inc.  
10120 S. Eastern Avenue, Suite 200  
Henderson, NV 89052  
  
P.O. Box 152112  
San Diego, CA 92195  
  
2650 Jamacha Apt. 1472  
El Cajon, CA 92019  
  
15934 Wood Valley Trail  
Jamul, CA 91935  
  
www.smartweartechnologies.com

**DESIST AND REFRAIN ORDER**  
**(For violations of section 25102.1(d) of the Corporations Code)**

The California Corporations Commissioner finds that:

1. At all relevant times, SmartWear Technologies, Inc., is and was a Delaware corporation, incorporated on August 8, 2005 and a San Diego County fictitious business name, filed on August 18, 2005, with a listed owner of Norman Reed. As of July 5, 2007, Smartwear Technologies, Inc.’s Web site, www.smartweartechnologies.com, listed the company’s address as P.O. Box 152112, San Diego, CA 92195. As of March 26, 2008, SmartWear Technologies, Inc.’s Web site lists the company’s address as 10120 S. Eastern Ave., Suite 200, Henderson, NV 89052.
2. At all relevant times, Norman Frank Reed, a.k.a. Bob Reed, (“Reed”) was president and a control person of SmartWear Technologies, Inc.

1 3. Beginning in or about April 2006, Reed and SmartWear Technologies Inc. offered or sold  
2 securities in the form of debentures, warrants, stock, limited liability interests, or investment contracts  
3 to California residents.

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5 4. These securities were offered or sold in this state in issuer transactions. The Department of  
6 Corporations has not issued a permit or other form of qualification authorizing any person to offer or  
7 sell these securities in this state.

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9 5. In or about November 2007, Reed, on behalf of SmartWear Technologies, Inc., filed a Form D,  
10 in reliance on Rule 506, claiming an exemption from securities registration, with the Securities and  
11 Exchange Commission and other state securities regulators. The Form D exemption notice expressed  
12 an intent to sell securities to 30 “accredited investors” residing in California, to raise a total of  
13 \$506,950.00. Reed and SmartWear Technologies, Inc. failed to file a Form D exemption notice,  
14 consent to service of process, and filing fee with the California Corporations Commissioner pursuant  
15 to California Corporations Code section 25102.1, subdivision (d).

16  
17 Based upon the foregoing findings, the California Corporations Commissioner is of the opinion  
18 that the investments that are being or have been offered or sold by Norman Frank Reed a.k.a. Bob  
19 Reed and SmartWear Technologies, Inc. are securities subject to the requirements of section 25102.1,  
20 subdivision (d), of the Corporate Securities Law of 1968 (California Corporations Code section 25000  
21 et seq.). Norman Frank Reed a.k.a. Bob Reed and Smartwear Technologies, Inc. have not met the  
22 requirements of section 25102.1, subdivision (d), specifically, the filing of a Form D exemption notice  
23 and consent to service of process, and payment of a filing fee with the California Corporations  
24 Commissioner. Pursuant to section 25532, subdivision (a)(2), of the Corporate Securities Law of  
25 1968, Norman Frank Reed a.k.a. Bob Reed and SmartWear Technologies, Inc. are hereby ordered to  
26 desist and refrain from the further offer or sale in the State of California of securities, including but not  
27 limited to debentures, warrants, stock, limited liability interests, and investment contracts, unless and  
28 until those requirements have been met.

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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: March 26, 2008  
Los Angeles, California

PRESTON DuFAUCHARD  
California Corporations Commissioner

By \_\_\_\_\_  
ALAN S. WEINGER  
Lead Corporations Counsel  
Enforcement Division