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

TO: Feel Golf Co., Inc.
1 Lower Ragsdale Drive, Building 3, Suite 700
Monterey, CA 93940

Lee Miller, Ph.D., Chairman and CEO, a.k.a. Dr. Feel
25943 Deer Run Lane
Salinas, CA 93908

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

The California Corporations Commissioner finds that:

1. Feel Golf Co., Inc. ("Feel Golf"), a California corporation, with its principal offices located at 1 Lower Ragsdale Drive, Building 3, Suite 700, in Monterey, California, represents itself to be a manufacturer of premium priced golf wedges. On February 14, 2000, Lee Miller, Ph.D., who serves as Feel Golf's Chairman, and CEO, incorporated Feel Golf. Lee Miller is also known as "Dr. Feel."
2. Beginning in May 2000 and continuing thereafter, Feel Golf and Lee Miller offered or sold securities in the form of shares of common stock, subscription agreements or investment contracts to the general public. Feel Golf and Miller advertised an offering of 1-2 million shares of common stock at \$1 per share in newspapers of general circulation, such as the Monterey Herald. Feel Golf and Miller also advertised via a toll free number (877) 934-7387 and on a website, www.feelwedges.com. Initially, Feel Golf and Lee Miller stated that the minimum investment was \$20,000. However, the amount of the minimum was reduced to \$7,500 in 2004.
3. The purported purpose of Feel Golf's securities offering was to provide investors a chance to own part of a "Growing Golf Company." Feel Golf and Lee Miller represented that the investment provided a "Ground Floor Opportunity" to invest in a company with "Patented Product Technology" that was "Preparing to Launch an Industry First."

1 Feel Golf informed potential investors that it anticipates a further public offering.

2 4. Feel Golf and Lee Miller stated in the advertisements that the offering is pursuant to a
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4 “25102 (n) exemption,” and Feel Golf and Lee Miller have filed the form with the California
5 Corporations Commissioner claiming the Corporations Code section 25102(n) exemption. However,
6 Feel Golf has not met the requirements for this exemption.

7 5. The Feel Golf securities were offered or sold in this State in issuer transactions. The
8 Department of Corporations has not issued a permit or other form of qualification, authorizing any
9 person to offer and sell these securities in this State. Feel Golf and Lee Miller have not met the
10 requirements for an exemption from Corporations Code section 25110.

11 Based upon the foregoing findings, the California Corporations Commissioner is of the
12 opinion that the shares of common stock, subscription agreements or investment contracts of Feel
13 Golf Co., Inc., are securities subject to qualification under the California Corporate Securities Law of
14 1968, and are being or have been offered or sold without being qualified and without being exempted.

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16 Pursuant to section 25532 of the Corporate Securities Law of 1968, Feel Golf Co., Inc.,
17 and Lee Miller are hereby ordered to desist and refrain from the further offer or sale in the State
18 of California of securities in the form of common stock, subscription agreements and investment
19 contracts, unless and until qualification has been made under said law or unless exempt. The
20 sale of such securities is subject to qualification under said law and such securities are being or
21 have been offered for sale without first being so qualified.

22 This Order is necessary, in the public interest, for the protection of investors and
23 consistent with the purposes, policies, and provisions of the Corporate Securities Law of 1968.

24 Dated: March 25, 2005
25 Los Angeles, California

26 WILLIAM P. WOOD
27 California Corporations Commissioner

28 By _____

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ALAN S. WEINGER
Supervising Counsel
Enforcement Division