



May 15, 2009

Miranda L. Maison
California Department of Corporations
Enforcement Division
1515 K Street, Suite 200
Sacramento, CA 95814-4052

RE: *Case No. 993-5595, 993-5596*

Dear Ms. Maison:

Pending an Administrative Hearing on the matter, and without any admission of liability or wrongdoing, Play N Trade Franchise, Inc. ("PNT") will comply with the terms and conditions of the Desist and Refrain Order issued by the Department of Corporations on April 15, 2009. Specifically, under penalty of law, PNT will desist and refrain from any of the following alleged conduct:

- (a) Making unregistered, non-exempt offers to sell a franchise in violation of section 31110;
- (b) Making material misstatements or omissions in a franchise registration application filed with the Commissioner in violation of section 31200; and
- (c) Failing to notify the Commissioner of material changes made to the terms of the registered franchise offer in violation of section 31123.

Sincerely,

Lawrence E. Plotnick
Chief Executive Officer

PLAY N TRADE FRANCHISE, INC.
3400 Irvine Ave. Suite 205
Newport Beach, CA 92660
Phone: 888.PNT.GAME Fax: 949.474.6005