

4. Respondents failed to deliver stock certificates to Overheul for the shares purchased.
5. The shares of stock sold by Respondents have not been registered with the Securities Department under N.D.C.C. §§ 10-04-07, 10-04-07.1, 10-04-08, or 10-04-08.1; are not exempt securities under N.D.C.C. § 10-04-05; and have not been offered for sale or sold in exempt transactions under N.D.C.C. § 10-04-06; and are not federal covered securities or have not properly filed as federal covered securities under N.D.C.C. § 10-04-08.4. The offer and sale of the subject investment was made in violation of N.D.C.C. § 10-04-04 and Respondents engaged in one violation of N.D.C.C. § 10-04-04.
6. The transaction referenced above was conducted at a time when Bio-Sunn, Inc. was not registered as a broker-dealer or issuer-dealer with the Securities Department. Bio-Sunn, Inc. engaged in one violation of N.D.C.C. § 10-04-10(1).
7. Respondent, Lewis A. Bauer, was not registered as an agent with the Securities Department at the time of this transaction. The Respondent, Lewis A. Bauer, engaged in one violation of N.D.C.C. § 10-04-10(2).
8. Respondents' failure to deliver to Overheul stock certificates for the 5,000 shares of Bio-Sunn, Inc. purchased constitutes a violation of N.D.A.C. § 73-02-09-02(1).
9. Pursuant to N.D.C.C. § 10-04-17, a securities transaction is subject to rescission if it was conducted in violation of the Securities Act or rules. The transaction described above is subject to rescission.
10. Pursuant to N.D.C.C. § 10-04-16 (1), the Securities Commissioner has the authority to Order that a person Cease and Desist from violations of the Securities Act, to

rescind transactions made in violations of the Securities Act, and to assess civil penalties in an amount not to exceed \$10,000 for each violation of the Securities Act or a total of \$40,000 based on the violations described above. The violations described above are sufficient grounds for the Commissioner to assess civil penalties against the Respondents pursuant to N.D.C.C. § 10-04-16(1).

11. Respondents have a right to a hearing on this matter, but affirmatively waive any right to a hearing and to present arguments to the Commissioner regarding this matter.
12. Respondents agree to resolve this matter with the Securities Commissioner by this Consent Order, and this is evidenced by Respondents' signatures on the Consent to Entry of Order, attached hereto and incorporated herein by reference.
13. This following Order is necessary and appropriate in the public interest.

NOW, THEREFORE, IT IS ORDERED AND AGREED as follows:

1. Respondents shall **CEASE AND DESIST** from any further violations of the Securities Act or rules in connection with the offer and/or sale of securities in this state.
2. Respondents shall make rescission of the transaction described in paragraph 3 of this Consent Order within sixty days of the date of this Consent Order, for the full amount paid for the securities, plus interest at the statutory rate, pursuant to the provisions of N.D.C.C. §§ 10-04-16(1) and 10-04-17.
3. The Commissioner hereby assesses a civil penalty of \$4,000.00 against the Respondents, jointly and severally, but that civil penalty is suspended and shall not be enforced by the Commissioner so long as the Respondents comply with the

terms of this Consent Order. Any willful violation of this Consent Order shall result in a default of this Consent Order and the entire civil penalty shall be immediately due and payable.

4. This Order shall be effective upon signature of the Commissioner.

IN TESTIMONY WHEREOF, witness my hand and seal this 22nd day of April, 2011.





Karen J. Tyler, Securities Commissioner
North Dakota Securities Department
600 East Boulevard Ave.
State Capitol – Fifth Floor
Bismarck, ND 58505-0510
(701) 328-2910

specifically precluded from denying those determinations in any forum, public or private.

6. The Respondents consent to entry of the foregoing Consent Order by the Securities Commissioner, and do so willingly and voluntarily for the purpose of resolving the issues described in the foregoing Consent Order.

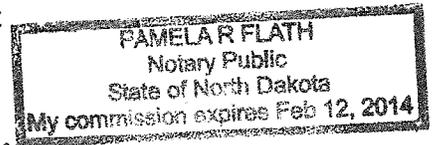
Dated this 17 day of April, 2011.

BIO-SUNN, INC.

By: *Lewis A. Bauer*
Its: President

Subscribed and sworn to before me this 18th day of April, 2011.

Pamela R. Flath
Notary Public
My Commission Expires:



Dated this 18th day of April, 2011.

Lewis A. Bauer
Lewis A. Bauer

Subscribed and sworn to before me this 18th day of April, 2011.

Pamela R. Flath
Notary Public
My Commission Expires:

