

STATE OF NORTH DAKOTA

BEFORE THE

COUNTY OF BURLEIGH

SECURITIES COMMISSIONER

In the Matter of CD Acquisition Corp.)
and David Mees,)
)
 Respondents.)

ORDER FOR CIVIL PENALTY,
ORDER OF RESCISSION, AND
NOTICE OF RIGHT TO
REQUEST A HEARING

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**THE SECURITIES COMMISSIONER OF THE STATE OF NORTH
DAKOTA TO CD ACQUISITION CORP. AND DAVID MEES:**

The North Dakota Securities Commissioner has conducted an investigation into the above-referenced matter and has determined that the Respondents have engaged in acts, practices or transactions, as more fully described below, which are prohibited under Chapter 10-04 of the North Dakota Century Code (N.D.C.C.).

1. Respondent, CD Acquisition Corp., is a Nevada corporation organized on September 29, 2000. The corporate registration of CD Acquisition Corp. was revoked on October 1, 2003, and it is not in good standing with the state of Nevada. It appears that CD Acquisition Corp. is no longer an operating entity.
2. Respondent, David Mees, is a resident of Mandan North Dakota. For all times relevant to this matter, Mees was associated with CD Acquisition Corp.
3. On or around September 29, 2000, the Respondents offered for sale and sold investments, designated as capital stock in CD Acquisition Corp., to at least ten residents of North Dakota. (The names of investors and the amount of investment is set forth in the Addendum to Order, attached hereto

and incorporated herein by reference.) Through these sales, CD Acquisition Corp. acquired investor funds in excess of \$60,000. The subject investments are securities as defined in Section 10-04-02(15) N.D.C.C.

4. The subject investments were not registered with the Securities Department under Section 10-04-07; Section 10-04-07.1; Section 10-04-08; or Section 10-04-08.1 N.D.C.C.; were not exempt securities under Section 10-04-05 N.D.C.C; and were not offered for sale or sold in exempt transactions under Section 10-04-06 N.D.C.C.; and were not federal covered securities under Section 10-04-08.4 N.D.C.C.
5. Respondent, CD Acquisition Corp., was not registered as a dealer with the Securities Department, in violation of Section 10-04-10(1) N.D.C.C.
6. Respondent, David Mees, was not registered as an agent with the Securities Department, in violation of Section 10-04-10(2) N.D.C.C.

ORDER FOR CIVIL PENALTY

Based on the facts set forth in this Order, it is hereby Ordered that Respondents, CD Acquisition Corp. and David Mees, are assessed, jointly and severally, and shall pay to the North Dakota Securities Department a civil penalty of \$20,000. The civil penalties assessed in this paragraph are due and payable immediately upon the issuance of this Order.

ORDER FOR RESCISSION

Based on the facts set forth in this Order, it is hereby Ordered that Respondents, CD Acquisition Corp. and David Mees, shall pay rescission to all North Dakota resident investors. The rescission shall be made based on the investment amount plus interest at the legal rate of 6% per annum, to all persons set forth in the Addendum to Order, attached hereto and incorporated herein by reference. The Respondents' required payments shall be due immediately upon the issuance of this Order.

NOTICE OF RIGHT TO REQUEST HEARING

YOU ARE NOTIFIED that pursuant to Section 10-04-12 N.D.C.C. you may request a hearing before the Securities Commissioner if such a request is made in writing WITHIN FIFTEEN (15) DAYS AFTER THE RECEIPT OF THIS ORDER. You have the right to be represented by legal counsel at the hearing.

Dated at Bismarck, North Dakota on this 16 day of September, 2005.




Karen J. Tyler, Securities Commissioner
North Dakota Securities Department
State Capitol, Fifth Floor
600 East Boulevard
Bismarck, ND 58505-0510
Ph. # (701) 328-2900

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ADDENDUM
TO ORDER

LIST OF INVESTORS
IN CD ACQUISITION CORP CAPITAL STOCK

Name of Investor	Date of Investment	Amount Invested
Leslie Beastron	September 29, 2000	\$5,000
David Freidt	September 29, 2000	\$5,000
Dwight Freidt	September 29, 2000	\$10,000
Ryan Friesz	September 29, 2000	\$5,000
Adeline McConachie	September 29, 2000	\$5,000
John Mindt	September 29, 2000	\$5,000
Robert Meissner	September 29, 2000	\$5,000
Larry Mees	September 29, 2000	\$5,000
Theodore Mees	September 29, 2000	\$13,000
Larry Schindler	September 29, 2000	\$5,000

TERMS OF RESCISSION

Pursuant to Section 10-04-17 N.D.C.C., when a security is sold in violation of the Securities Act, an investor is entitled to rescission in the amount of the principal invested plus 6% interest per annum. Pursuant to Section 10-04-16(1),

the North Dakota Securities Commissioner has the authority to order rescission.

The rescission ordered in the Findings of Fact, Order, and Notice of Right to Request a Hearing, shall be paid to the persons identified above and based on the investment amounts and dates set forth above.

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**AFFIDAVIT OF SERVICE
BY MAIL**

.....
I, Jacqui Ferderer, being first duly sworn, state that I am a citizen of the United States over the age of twenty-one years and not a party to or interested in the above-entitled proceeding.

On September 1, 2005, I deposited in the Central Mailing Bureau of the United States Post Office Department in the State Capitol in Bismarck, North Dakota, a true and correct copy of each of the following documents:

**ORDER FOR CIVIL PENALTY, ORDER OF RESCISSION,
AND NOTICE OF RIGHT TO REQUEST A HEARING**

ADDENDUM TO ORDER

A copy of each of the above documents was securely enclosed in an envelope with postage duly prepaid, sent via certified mail, return receipt requested, addressed to each of the following:

David Mees
2711 Marina Rd SE
Mandan, ND 58554

CD Acquisition Corp.
2711 Marina Rd SE
Mandan, ND 58554

To the best of my knowledge, information, and belief, each address listed above is an actual mailing address for a party intended to be served or of the attorney representing that party.

Jacqui Ferderer
Jacqui Ferderer

Subscribed and sworn to before me this 7th day of September, 2005.

DIANE B.G. KAMBEITZ
Burleigh County, State of North Dakota
My Commission Expires April 25, 2006
STATE OF NORTH DAKOTA
Notary Public Seal

Diane B. G. Kambeitz
Diane B. G. Kambeitz, Notary Public
Burleigh County, North Dakota
My commission expires 4/25/2006