

**STATE OF NORTH DAKOTA
COUNTY OF BURLEIGH**

**BEFORE THE
SECURITIES COMMISSIONER**

In the Matter of)
Engineer Sunday Bari Saro Wiwa)
and his Officers, Directors,)
Agents and Employees,)
Respondents.)

CEASE AND DESIST ORDER

.....
**THE SECURITIES COMMISSIONER OF THE STATE OF NORTH DAKOTA TO
ENGINEER SUNDAY BARI SARO WIWA AND HIS OFFICERS, DIRECTORS,
AGENTS, AND EMPLOYEES:**

1. The Securities Commissioner has a reasonable basis to believe that the Respondents have engaged in, are engaging in, or are about to engage 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.). It is necessary and appropriate in the public interest and for the protection of investors to restrain these acts, practices, or transactions of the Respondents;
2. the Respondents have offered for sale, solicited an order or offer to buy, or sold investments, as defined in §10-04-02(13) N.D.C.C., to residents of North Dakota in violation of §10-04-04 N.D.C.C.;
3. the Respondents have used fraudulent practices in connection with the offer, sale, or purchase of any investment, directly or indirectly, by employing a device, scheme, or artifice to defraud in violation of § 10-04-15 (2) N.D.C.C.;
4. the Respondents have, in connection with the offer, sale, or purchase of an investment, directly or indirectly, made untrue statements of a materiel fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were make, not misleading in violation of § 10-04-15 (3) N.D.C.C.;
5. the Respondents have, in connection with the offer, sale, or purchase of an investment, directly or indirectly, engaged in an act, practice, or course of business which operate or would operate as a fraud or deception upon purchasers or the public in violation of § 10-04-15 (4) N.D.C.C.;
6. the subject investments have not been registered with the Securities Commissioner under §10-04-07; §10-04-07.1; §10-04-08; or §10-04-08.1 N.D.C.C.; are not exempt securities under §10-04-05 N.D.C.C; and have not been offered for sale or sold in exempt transactions under §10-04-06 N.D.C.C.;
7. the Respondents have failed to register as dealers in violation of § 10-04-10(1) N.D.C.C; and

8. the Respondents have failed to register any salesman in violation of §10-04-10(2) N.D.C.C.;

NOW, THEREFORE, IT IS ORDERED, pursuant to §10-04-16 N.D.C.C., that the Respondents immediately shall **CEASE AND DESIST**:

- a. From offering for sale or selling in North Dakota the subject investment, or any other investment interest however denominated, unless and until such investment interests have been registered with the Securities Commissioner; provided, however, that nothing in this part of the order shall apply to exempt securities under §10-04-05 N.D.C.C. or to exempt transactions under §10-04-06 N.D.C.C.;
- b. From offering for sale or selling investments in North Dakota unless and until they have registered with the Securities Commissioner as dealers or salesmen; provided, however, that nothing in this part of the order shall apply to exempt securities transactions under §10-04-06 N.D.C.C.; and
- c. From using fraudulent practices in connection with the offer, sale, or purchase on any investment; making untrue statements of material facts or omitting to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; and engaging in an act, practice or course of business which operates or would operate as a fraud or deception upon purchasers or the public.

NOTICE OF CIVIL PENALTIES

YOU ARE NOTIFIED that the above-cited violations are sufficient grounds for the imposition of civil penalties pursuant to §10-04-16(1) N.D.C.C.

NOTICE OF RIGHT TO REQUEST HEARING

YOU ARE NOTIFIED that pursuant to § 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 TEN (10) DAYS AFTER THE RECEIPT OF THIS ORDER. The respondent has the right to be represented by legal counsel at the hearing.

IN TESTIMONY WHEREOF, witness my hand and seal this 18th day of April 1996.



Cal Hoovestol

CAL HOOVESTOL
SECURITIES COMMISSIONER
State Capitol, 5th Floor

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AFFIDAVIT
OF
MAILING

.....
I, Diane Lillis, 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.

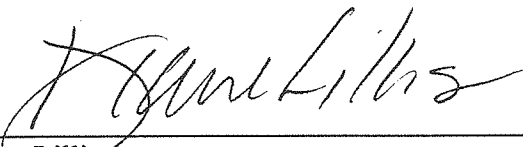
On, April 18, 1996 I deposited in the Central Mailing Bureau of the United States Post Office Department in the State Capitol in Bismarck, North Dakota, true and correct copies of the following document:

CEASE AND DESIST ORDER

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

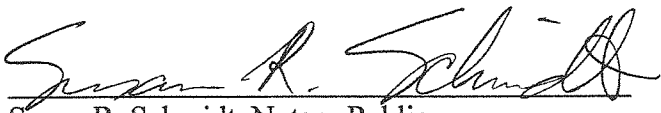
Engineer Sunday Bari Saro Wiwa
118 Tetlow Road
Owerri - Imo State
Nigeria

To the best of my knowledge, information, and belief, the address given above is the actual post office address of the party intended to be served.



Diane Lillis

Subscribed and sworn to before me on April 18, 1996.



Susan R. Schmidt, Notary Public
Burleigh County, North Dakota
My commission expires 9/25/2001