

**STATE OF NORTH DAKOTA**  
**SECURITIES COMMISSIONER**

In the Matter of Samuel G. Loumer	)	
and Michael Kramer,	)	<b>CONSENT AGREEMENT</b>
	)	
Respondents.	)	

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The North Dakota Securities Commissioner has advised the Respondents, Samuel G. Loumer and Michael Kramer, that the Commissioner is prepared to commence formal action pursuant to North Dakota Century Code Chapter 10-04 and has determined as follows:

1. I2U, Inc. was a North Dakota company that was founded in 2005 by Harold R. Mladek, who served as the president and principal control person of I2U, Inc. The Respondents, Samuel G. Loumer and Michael Kramer, did not control or serve as an officer or director of I2U, Inc. at any time, although they have been identified in such capacity in documentation prepared by Harold R. Mladek.

2. From June through August of 2005, I2U, Inc. conducted a securities offering and collected \$150,000 from six North Dakota residents. Respondents participated in the offer and sale of these securities, to the extent of facilitating contact between Mladek and potential investors, and repeating information as provided to them by Mladek.

3. The I2U, Inc. securities were not registered, and did not qualify to be exempt from registration due to the company's failure to comply with the applicable provisions of N.D.C.C. §§10-04-05 or 10-04-06. The Respondents, in reliance on the direction of Mladek, engaged in six violations of N.D.C.C. § 10-04-04.

4. Neither the Respondents nor any other person who were involved in the sale of these securities were registered as broker-dealers or agents, nor were these securities sold through an exempt securities transaction. The Respondents, in reliance on the direction of Mladek, engaged in six violations of N.D.C.C. § 10-04-10.

5. The offering materials used in connection with the offer and sale of these securities contained several material false and misleading statements. Additionally, several statements used in the solicitation of these investments, outside of the offering materials, included material false and misleading information. The Respondents engaged in six violations of N.D.C.C. § 10-04-15. At the time of the offers and sales, Respondents were relying on Mladek as the source of the materially false and misleading information.

6. Pursuant to N.D.C.C. § 10-04-16(1), when it shall appear to the Commissioner that any person has engaged in, or is engaging in, or is about to engage in any act or practice which is declared illegal in this chapter, the Commissioner may issue an order and collect civil penalties against any person found in an administrative action to have violated any provision of the chapter in an amount not to exceed \$10,000 for each violation. 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).

7. Respondents have cooperated with the Securities Department in this investigation, and have demonstrated a willingness to continue to comply with any regulatory or law enforcement inquiries relating to this matter.

8. Respondents acknowledge their rights to a hearing on this matter and waive these rights to a hearing and to present arguments to the Commissioner.

9. This Consent Agreement constitutes the entire settlement agreement between the Respondents and the Securities Commissioner, there being no other promises or agreements, either expressed or implied.

10. Respondents agree to resolve this matter with the Securities Commissioner by this Consent Agreement.

**NOW, THEREFORE, IT IS AGREED, THAT:**

1. Respondents shall not offer for sale and/or sell any security in North Dakota unless that security is registered or exempt from registration under N.D.C.C. Ch. 10-04.

2. Respondents shall not transact any securities business with any person in North Dakota unless the Respondents are registered as broker-dealers and/or agents or properly exempted under N.D.C.C. Ch. 10-04.

3. Respondents shall not engage in any fraudulent conduct in North Dakota in violation of N.D.C.C. § 10-04-15.

4. Respondents shall, and herein do, acknowledge their civil liability, pursuant to N.D.C.C. § 10-04-17 to each of the purchasers of I2U, Inc securities offering, as described above. In any action initiated by an investor in I2U, Inc., Respondents shall not contest that they have civil liability with respect to the transaction, pursuant to and in accordance with N.D.C.C. § 10-04-17, although Respondents will not be precluded from explaining their actual involvement with I2U, Inc., to the extent allowed by the Court.

5. Respondents are hereby assessed, jointly and severally, a civil penalty of \$30,000, which shall be suspended and shall never become due and payable unless the Respondents further

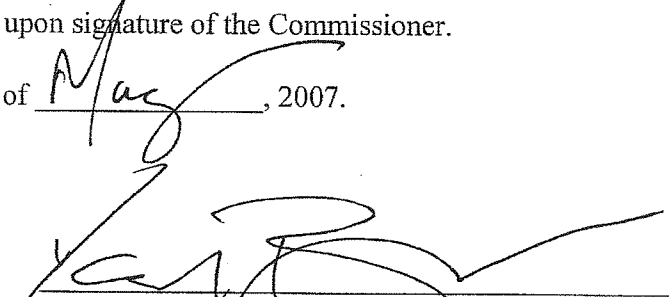
violate the Securities Act (N.D.C.C. Ch. 10-04) or this Consent Agreement within five (5) years of the entry of this Consent Agreement.

6. Respondents shall continue to cooperate with all regulatory and law enforcement agencies in connection with any current or future investigations regarding I2U, Inc. or Harold R. Mladek.


7. This Agreement shall be effective upon signature of the Commissioner.

Signed and Sealed this 1 day of May, 2007.

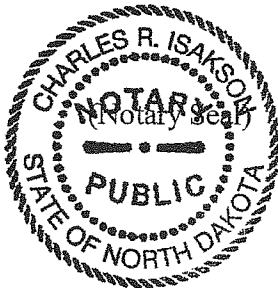



  
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Karen J. Tyler, Securities Commissioner  
North Dakota Securities Department  
State Capitol-5th Floor  
600 East Boulevard Ave.  
Bismarck, ND 58505-0510  
(701) 328-2910

Dated this 23 day of April, 2007.

  
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Samuel G. Loumer  
305 Eastdale Drive  
Bismarck, ND 58501

Subscribed and sworn to me this 23<sup>rd</sup> day of April, 2007.



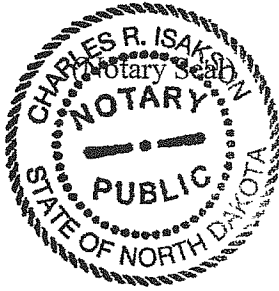
  
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Notary Public  
State: North Dakota County: Burleigh  
My Commission Expires: 9/13/07

Dated this 23 day of April, 2007.

Michael Kramer

Michael Kramer  
103 Columbia Dr.  
Bismarck, ND 58504

Subscribed and sworn to me this 27<sup>th</sup> day of April, 2007.



Charles R. Isaacs

Notary Public  
State: North Dakota County: Burleigh  
My Commission Expires: 9/13/07