

BEFORE THE STATE AUDITOR;
EX-OFFICIO COMMISSIONER OF SECURITIES AND INSURANCE
HELENA, MONTANA

IN THE MATTER OF:)	CASE NO. C-03-27-06-210
)	
QUADRA PAY LAND, LLC)	CONSENT AGREEMENT AND ORDER
Adams & Ewing, LLC (registered agents))	
3225 McLeod Drive, Suite 110)	
Las Vegas, NV 89121,)	
)	
EAVENSON FAMILY, LP,)	
MICHAEL EAVENSON, general partner)	
EDITH ODELL EAVENSON, general)	
partner,)	
)	
KUHN FAMILY, LP,)	
ADAMS & EWING, LLP (registered agents)))	
CHARLES KUHN, general partner, and)	
WILLIAM KUHN, general partner.)	
)	
Respondents.)	

Consent Agreement dated this 25th day of May 2006, is hereby entered into by and between the Montana Securities Department ("Department"), acting pursuant to the authority of Securities Act of Montana, § 30-10-101 et seq. MCA, and § 2-4-603 Montana Code Annotated; and Respondent Charles William Kuhn and the Kuhn Family Limited Partnership (Kuhn).

RECITALS

WHEREAS, the Departments issued a Notice of Proposed Agency Action on or about March 28, 2006, alleging violations of the Securities Act by Kuhn with respect to promotion of

an illegal pyramid scheme to Montana investors. Subsequently a Temporary Cease and Desist Order issued, prohibiting Kuhn from continuing to promote an illegal pyramid scheme in Montana;

WHEREAS, the Departments and Kuhn have investigated the matters pursuant to customer complaints lodged with the Department;

WHEREAS, Charles and William Kuhn are in actuality Charles William Kuhn (aka C. William Kuhn); and

WHEREAS, the Departments and Kuhn have agreed that the best interests of the public would be served by entering into the agreements and undertaking specified herein.

NOW THEREFORE, in consideration of the mutual undertakings herein contained the Department and Kuhn hereby agree to resolve their differences and settle these matters pursuant to the following:

TERMS AND CONDITIONS

I. SUMMARY OF ALLEGATIONS

A. The Action includes allegations that Kuhn, in violation of MCA Section 30-10-301(1)(b) and (c), committed securities fraud in the accounts of two Montana resident investors, and that Kuhn, in violation of MCA Section 30-10-325, promoted an illegal pyramid scheme.

II. STIPULATIONS AND CONSENTS

A. Without admitting or denying any of the allegations contained within the Action, Kuhn stipulates and consents:

1. To accept the issuance of a Permanent Cease and Desist Order incorporating all the terms and conditions of the Temporary Cease and Desist Order currently pending.

2. To comply with the terms and conditions of this Consent Agreement and with the securities laws and regulations of Montana.

3. The Statute of Limitation is tolled for two (2) years from the date of consummation of this consent agreement with regard to the allegations set forth above. In the event Kuhn violates the terms of this consent agreement at any time during the two year tolling period the State Auditor's Office reserves the right to seek a fine in the amount of \$25,000.

B. Pursuant to the stipulations, agreements and consents of Kuhn, the Department, under the authority of the Montana Securities Act, and § 2-4-603, Montana Code Annotated, hereby agree that:

1. The Department has determined and shall execute contemporaneous with the Consent Agreement such documents and take such actions as are required to dismiss the Actions with prejudice with respect to Kuhn.

C. All parties to this Consent Agreement agree and acknowledge:

1. This Consent Agreement constitutes the entire agreement between the parties, there being no other promises or agreements, either express or implied. Under authority of the Act, the Department hereby agrees that it will not initiate any civil or administrative actions against Kuhn regarding or related to the allegations contained in the Actions. Respondent fully and forever releases and discharges the Office of the State Auditor, the elected State Auditor and all State Auditor employees from any and all actions, claims, causes of action, demands, or expenses for damages or injuries that may arise from the allegations underlying this Consent Agreement, whether asserted or unasserted, known or unknown, foreseen or unforeseen, arising out of the Actions.

DATED this 26th day of May 2006.

MONTANA SECURITIES DEPARTMENT

By *Karen Powell*
Karen Powell
Deputy Securities Commissioner

SUBSCRIBED AND SWORN to before me this 25 day of
May 2006.

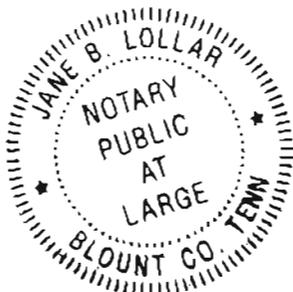
Carla Sautter
Notary Public for the State of Montana
Residing at Helena, Montana
My commission expires 4/14/2010.

DATED this _____ day of April 2006.

C. William Kuhn
C. William Kuhn
Individually and on behalf of Kuhn Family LP

SUBSCRIBED AND SWORN to before me this 19 day of
May 2006.

Jane B. Lollar
Notary Public for the State of TENNESSEE
Residing at MARYVILLE, TN
My commission expires 11-04-07.



ORDER

On the basis of the terms and conditions set forth in the Consent Agreement entered into by and between the Montana Securities Department and C. William Kuhn and the Kuhn Family LP, the Commissioner hereby enters the following order:

1. The Temporary Cease and Desist Order is hereby made Permanent as it applies and relates to C. William Kuhn and the Kuhn Family LP. Specifically, pursuant to §30-10-102, MCA, it is in the public interest to ORDER Respondents to PERMANENTLY CEASE AND DESIST from the following actions:
 - a. Any act, practice, or course of business that operates or would operate as a fraud or deceit upon any person, in violation of §30-10-301, MCA;
 - b. Any act that constitutes an untrue statement of material fact or the omission of such a material fact, in violation of §30-10-301, MCA;
 - c. Any act that constitutes promotion of an illegal pyramid scheme pursuant to §§30-10-324, 325, MCA;
 - d. Any securities transactions in unregistered securities pursuant to §30-10-202, MCA; and
 - e. Any securities transactions while Respondents C. William Kuhn and Kuhn Family LP are unregistered to conduct securities business pursuant to §30-10-201, MCA.

SO ORDERED this 25th day of May 2006.

JOHN MORRISON
State Auditor and
Commissioner of Securities

