

Temporary Order of Prohibition

2

C. Robert Abbott
Director and Chief Product Officer
1612 Landmeier Road, Suite F
Elk Grove Village, Illinois 60007

James R. Zilka
Chief Financial Officer
1612 Landmeier Road, Suite F
Elk Grove Village, Illinois 60007

On information and belief, I, Jesse White, Secretary of State for the State of Illinois, through my designated representative, who has been fully advised in the premises by the staff of the Securities Department, Office of the Secretary of State, herein find:

1. Respondent Gregory Webb ("Webb"), a natural person, has a last known address of 304 E. Fairview, Arlington Heights, Illinois 60005 and a last known business address of 1612 Landmeier Road, Elk Grove Village, Illinois 60007. Respondent Webb is President and CEO of InfrAegis.
2. Respondent InfrAegis, Inc. ("InfrAegis") is a Delaware Corporation and maintains a business location at 1612 Landmeier Road, Unit F, Elk Grove Village, Illinois 60007.
3. Respondent Bacteria Sciences Worldwide, LLC, ("BSW") is touted as an InfrAegis company on both the InfrAegis web site and the BSW website, and maintains a business address of Watergate Office Complex, 2600 Virginia Ave. NW, Suite 606, Washington, D.C. 20037. BSW does not maintain an Illinois Corporation File with the Illinois Secretary of State.
4. Respondent C. Robert Abbott ("Abbott"), a natural person, has a last known business address of 1612 Landmeier Road, Elk Grove Village Illinois 60007. Respondent Abbott is the Director and Chief Product Officer of InfrAegis and BSW.
5. Respondent James R. Zilka ("Zilka"), a natural person, has a last known business address of 1612 Landmeier Road, Elk Grove Village Illinois 60007. Respondent Zilka is the Chief Financial Officer of InfrAegis and BSW.
6. On September 11, 2008, an Illinois Resident contacted the Illinois Secretary of State Securities Department with information regarding a recruitment offer he received from InfrAegis and BSW.
7. The Illinois Resident met with Webb and Abbott on September 4, 2008. During that meeting Webb and Abbott told him that respondents, InfrAegis and BSW, needed to raise Two Hundred Fifty Million Dollars (\$250,000,000.00) in order to get the funding of One Billion Dollars (1,000,000,000.00) from an interested investor, DLM.

Temporary Order of Prohibition

8. The Illinois Resident inquired of Webb and Abbott as to the pendency of the Illinois Secretary of State Securities case (file number C0700225). Webb told him that the case was thrown out of court and they were waiting for the final documents.
9. Webb and Abbott also told the Illinois Resident that InfrAegis and BSW needed to raise Ten Million Dollars (\$10,000,000.00) in “short term funding” in addition to the Two Hundred Fifty Million Dollars.
10. Webb and Abbott offered the Illinois Resident a Short Term Loan Agreement (“Collateralized Note”) on behalf of InfrAegis and BSW, with common shares of InfrAegis stock as collateral for the loan.
11. Webb and Abbott also recruited the Illinois Resident to sell the Collateralized Note of InfrAegis stock to the public.
12. Respondents, Webb and Abbott, offered the Illinois Resident as compensation for selling the Collateralized Notes, Fifty Percent (50%) of the amount raised, to be paid no more than 180 days from the effective date of this Agreement.
13. The activities described above constitute the offer and sale of a security as those terms are defined in Sections 2.1, 2.5, and 2.5a of the Illinois Securities Law of 1953 [815 ILCS 5/1 *et. seq.*] (the “Act”).
14. Respondents, InfrAegis, BSW, Webb and Abbott failed to file with the Secretary of State an application for registration of the securities described above as required by the Act and, as a result, the security was not registered pursuant to Section 5 of the Act prior to its offer in the State of Illinois.
15. Section 12.A of the Act provides, *inter alia*, that it shall be a violation for any person “to offer or sell any security except in accordance with the provisions of the Act.”
16. Section 12.D of the Act provides, *inter alia*, that it shall be a violation for any person “to fail to file with the Secretary of State any application, report or document required to be filed under the provisions of the Act or any rule or regulation made by the Secretary of State pursuant to the Act.”
17. By virtue of the foregoing, Respondent violated Sections 12.A and 12.D of the Act.
18. Respondents materially misrepresented the true and accurate disposition of the Illinois Secretary of State Securities case (file number C0700225), which remains pending and unresolved.
19. Section 12.F of The Act states that it shall be a violation of the provisions of this Act for any person to, “engage in any transaction, practice or course of business in connection with the sale or purchase of securities which works or tends to work a fraud or deceit upon the purchaser or seller thereof.”

Temporary Order of Prohibition

4

20. Section 12.G of the Act states that it shall be a violation of the provisions of this Act for any person to, “obtain money or property through the sale of securities by means of any untrue statement of a material fact or any omission to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading.”
21. Section 12.I of the Act states that it shall be a violation of the provisions of this Act for any person to, “employ any device, scheme, or artifice to defraud in connection with the sale or purchase of any security, directly or indirectly.
22. By virtue of this conduct, Respondents violated Sections 12.F, 12.G, and 12.I of the Act. The aforementioned findings are based upon credible evidence.
23. The aforementioned findings are based upon credible evidence.
24. Section 11.F(2) of the Act provides, *inter alia*, that the Secretary of State may temporarily prohibit the offer or sale of securities by any person, without notice and prior hearing, if the Secretary of State shall deem it necessary to prevent an imminent violation of the Act or to prevent losses to investors that will occur as a result of prior violations of the Act.
25. The entry of this **Temporary Order of Prohibition** prohibiting Respondent, or their agents, affiliates, successors and employees, from offering or selling securities in the State of Illinois is in the public interest and for the protection of the investing public and is consistent with the purposes intended by the provisions of the Act.

NOW THEREFORE IT IS HEREBY ORDERED THAT: pursuant to the authority granted by Section 11.F of the Act, **Respondent Gregory Webb, Respondent C. Robert Abbott, Respondent James R. Zilka, Respondent Bacteria Sciences Worldwide, LLC, and Respondent InfrAegis Inc.**, its partners, members, officers, directors, agents, employees, affiliates, successors and assigns, are **Temporarily Prohibited** from offering or selling securities in or from this State until the further Order of the Secretary of State.

NOTICE is hereby given that Respondent may request a hearing on this matter by transmitting such request in writing to the Director, Illinois Securities Department, 69 West Washington Street, Suite 1220, Chicago, Illinois 60602. Such request must be made within thirty (30) calendar days of the date of entry of the **Temporary Order of Prohibition**. Upon receipt of a request for hearing, a hearing will be scheduled as soon as reasonably practicable. A request for hearing will not stop the effectiveness of this Temporary Order of Prohibition and

Temporary Order of Prohibition

-5-

will extend the effectiveness of this Temporary Order of Prohibition for sixty (60) days from the date the hearing request is received by the Department.

FAILURE BY ANY RESPONDENT TO REQUEST A HEARING WITHIN THIRTY (30) CALENDAR DAYS AFTER ENTRY OF THIS TEMPORARY ORDER OF PROHIBITION SHALL CONSTITUTE AN ADMISSION OF ANY FACTS ALLEGED HEREIN AND SHALL CONSTITUTE SUFFICIENT BASIS TO MAKE THIS TEMPORARY ORDER OF PROHIBITION FINAL.

Dated: This 18th day of September 2008.

A handwritten signature in black ink that reads "Jesse White" with a stylized flourish at the end.

JESSE WHITE
Secretary of State
State of Illinois

Attorneys for the Secretary of State:
Mary A. Lopez
Illinois Securities Department
69 West Washington Street
Chicago, Illinois 60602
312-793-3023