

**STATE OF ILLINOIS  
SECRETARY OF STATE  
SECURITIES DEPARTMENT**

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<b>IN THE MATTER OF:</b>	)	
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<b>US BIOFUELS, INC., VISTA BIOFUELS</b>	)	
<b>BRIAN SULLIVAN, JAMES C. MUNSEN,</b>	)	<b>File No: 1300062</b>
<b>GILBERT ROUSSEAU,</b>	)	
<b>JAMES COLLINS, JOHN GRAY</b>	)	
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**TEMPORARY ORDER OF PROHIBITION**

**TO THE RESPONDENT:**

U.S. Biofuels, Inc.  
Brian Sullivan  
James C. Munsen  
Gilbert Rousseau  
7552 Hayvenhurst Place  
Van Nuys, CA 91406

U.S. Biofuels, Inc.  
10120 W. Flamingo Rd #4115  
Las Vegas, NV 89147

Vista Biofuels, Inc  
James Collins  
9680 West Tropicana Avenue, Suite 141  
Las Vegas, NV 89147

John Gray  
7552 Hayvenhurst Place  
Van Nuys, CA 91406

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 At all relevant times, **U.S. Biofuels, Inc.** ("U.S. Biofuels"), a Nevada Corporation, maintained a business address at 7552 Hayvenhurst Place, Van Nuys California, 91406.
2. Respondent **Brian Sullivan** ("Sullivan") is an individual with last known addresses of 10120 W. Flamingo Rd #4115 Las Vegas, NV 89147.

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3. At all relevant times, Sullivan was President of U.S. Biofuels, and was responsible for actions of the company in this capacity.
4. Respondent, **James C. Munsen** ("Munsen"), is an individual person with the last known address of 7552 Huyvenhurst Place Van Nuys, CA. 91406.
5. At all relevant times, Munsen was Chief Executive Officer of U S Biofuels, and was responsible for actions of the company in this capacity.
6. Respondent, **Gilbert Rousseau** ("Rousseau"), is an individual person with the last known address of 7552 Huyvenhurst Place Van Nuys, CA. 91406.
7. At all relevant times, Rousseau was the Director, President, Secretary, or Treasurer of U.S. Biofuels, and was responsible for the actions of the company in these capacities. Subsequently, Rousseau oversaw the company's name change from U.S. Biofuels, Inc., to Vista Biofuels, Inc. ("Vista Biofuels").
8. In or about April 2010, U.S. Biofuels became Vista Biofuels, a Nevada corporation, maintained a business address at 9680 West Tropicana Avenue, Suite 141, Las Vegas, Nevada, 89147.
9. At all relevant times, Rousseau was Vice President, Chief Operating Officer, or Secretary of Vista Biofuels, and was responsible for actions of the company in these capacities.
10. Respondent, **James Collins** ("Collins"), is an individual person with the last known address of 9680 W. Tropicana Avenue Suite 141 Las Vegas, NV 89147
11. At all relevant times, Collins was listed as Agent for Service of Process and served as President and Chief Operating Officer of Vista Biofuels. Collins was responsible for actions of the company in this capacity.
12. Respondent, **John Gray** ("Gray"), is an individual person with the last known address of 7552 Huyvenhurst Place Van Nuys, CA. 91406.
13. At all relevant times, Gray was responsible for the actions of the companies U.S. Biofuels and Vista Biofuels.
14. In March of 2010, U.S. Biofuels, Vista Biofuels, Inc , Sullivan, Rousseau, Munsen, Collins, (hereinafter referred to collectively as "Respondents") offered and sold securities to an Illinois resident in the form of U.S. Biofuels stock and stock purchase warrants. These offers and sales were made through the use of general solicitations in the form of "cold calls". The purpose of the offering was to raise money to develop and market biodiesel fuel derived from feedstock generated at a number of the company's algae farming facilities.

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15. These securities were offered or sold in the State of Illinois in issuer transactions. The State of Illinois Securities Department has not issued any form of qualification authorizing any person or entity to offer and sell these securities in this State.
16. That the above activities constitute the offer and sale of a Certificate of Interest or Participation in any Profit Sharing Agreement, and therefore a security as those terms are defined at Sec 2.1, 2.5 and 2.5a of the Illinois Securities Law of 1953 (815 ILCS 5) (the "Act").
17. That Section 12.A of the Act provides it shall be a violation of the provisions of this Act for any person to offer or sell any security except in accordance with the provisions of this Act.
18. That Section 12.D of the Act provides that it shall be a violation of the provision of the Act 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 this Act or any rule or regulation made by the Secretary of State pursuant to this Act or fail to comply with the terms of any order of the Secretary of State issued pursuant to Section 11 hereof.
19. That Respondents failed to file with the Secretary of State an application for registration of the securities described above as required by the Act and that as a result the security was not registered pursuant to Section 5 of the Act prior to its offer in the State of Illinois.
20. That by virtue of the foregoing, Respondents violated Sections 12.A and 12.D of the Act.
21. That the aforementioned findings are based upon credible evidence.
22. That Section 11.F(2) of the Act provides, *inter alia*, that the Secretary of State may temporarily prohibit the offer of 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.
23. That the entry of this Temporary Order prohibiting Respondents 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 Section 11.F(2) of the Act, Respondent U.S. Biofuels, Vista Biofuels, Brian Sullivan, James C. Munsen, Gilbert Rousseau, their managers, officers, directors, agents, employees, affiliates, representatives,

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successors and assigns are hereby **PROHIBITED** from offering or selling any securities in or from the State of Illinois until further Order of the Secretary of State.

NOTICE is hereby given that Respondents 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 and will extend the effectiveness of this Temporary Order for sixty days from the date the hearing request is received by the Department.

NOTICE: 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. Failure to comply with the terms of this Order shall be a violation of the Section 12.D of the Act. Any person or entity who fails to comply with the terms of this Order of the Secretary of State, having knowledge of the existence of the Order, shall be guilty of a Class 4 Felony.

Dated: This 5<sup>th</sup> day of April, 2013.

  
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JESSE WHITE  
Secretary of State  
State of Illinois

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