

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**  
**April 21, 2008**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-13016**

**In the Matter of**

**Empyrean Bioscience, Inc.,  
Languageware.net Co. Ltd., and  
Uncle B's Bakery, Inc.,**

**Respondents.**

**ORDER INSTITUTING  
PROCEEDINGS AND NOTICE  
OF HEARING PURSUANT TO  
SECTION 12(j) OF THE  
SECURITIES EXCHANGE ACT  
OF 1934**

**I.**

The Securities and Exchange Commission ("Commission") deems it necessary and appropriate for the protection of investors that public administrative proceedings be, and hereby are, instituted pursuant to Section 12(j) of the Securities Exchange Act of 1934 ("Exchange Act") against Respondents Empyrean Bioscience, Inc., Languageware.net Co. Ltd., and Uncle B's Bakery, Inc.

**II.**

After an investigation, the Division of Enforcement alleges that:

**A. RESPONDENTS**

1. Empyrean Bioscience, Inc. ("EMDG") (CIK No. 1074626) is a void Delaware corporation located in Cleveland, Ohio with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). EMDG is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-QSB for the period ended June 30, 2002, which reported a net loss of \$1,591,000 for the prior six months. As of April 15, 2008, the common stock of EMDG was traded on the over-the-counter markets.

2. Languageware.net Co. Ltd. ("LWNTF") (CIK No. 945321) is an Israeli corporation located in Colorado Springs, Colorado with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). LWNTF is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-Q for the period ended September 30, 2000, which reported a net loss of \$10,327,000 for the prior nine months. On February 27, 2001, LWNTF filed an application in Jerusalem District Court seeking liquidation of the company under Israeli law on the grounds of insolvency. As of April 15, 2008, the common stock of LWNTF

was quoted on the Pink Sheets, had six market makers, and was eligible for the piggyback exception of Exchange Act Rule 15c2-11(f)(3). The common stock of LWNTF had an average daily trading volume of 19,811 shares for the six months ended March 7, 2008.

3. Uncle B's Bakery, Inc. ("Uncle B's") (CIK No. 911886) is an Iowa corporation located in Ellsworth, Iowa with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). Uncle B's is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-QSB for the period ended April 30, 1998, which reported a net loss of \$865,854 for the prior nine months. On September 4, 1998, Uncle B's filed a Chapter 11 petition in the U.S. Bankruptcy Court for the Northern District of Iowa. The proceeding was later converted into a Chapter 7 proceeding and was terminated on August 23, 2002.

#### B. DELINQUENT PERIODIC FILINGS

4. All of the respondents are delinquent in their periodic filings with the Commission (*see* Chart of Delinquent Filings, attached hereto as Appendix 1), have repeatedly failed to meet their obligations to file timely periodic reports, and failed to heed delinquency letters sent to them by the Division of Corporation Finance requesting compliance with their periodic filing obligations or, through their failure to maintain a valid address on file with the Commission as required by Commission rules, did not receive such letters.

5. Exchange Act Section 13(a) and the rules promulgated thereunder require issuers of securities registered pursuant to Exchange Act Section 12 to file with the Commission current and accurate information in periodic reports, even if the registration is voluntary under Section 12(g). Specifically, Rule 13a-1 requires issuers to file annual reports (Forms 10-K or 10-KSB), and Rule 13a-13 requires domestic issuers to file quarterly reports (Forms 10-Q or 10-QSB).

6. As a result of the foregoing, Respondents failed to comply with Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 thereunder.

### III.

In view of the allegations made by the Division of Enforcement, the Commission deems it necessary and appropriate for the protection of investors that public administrative proceedings be instituted to determine:

A. Whether the allegations contained in Section II are true and, in connection therewith, to afford the Respondents an opportunity to establish any defenses to such allegations; and,

B. Whether it is necessary and appropriate for the protection of investors to suspend for a period not exceeding twelve months, or revoke, the registration of each class of securities of the Respondents identified in Section II registered pursuant to Section 12 of the Exchange Act.

#### IV.

IT IS HEREBY ORDERED that a public hearing for the purpose of taking evidence on the questions set forth in Section III hereof shall be convened at a time and place to be fixed, and before an Administrative Law Judge to be designated by further order as provided by Rule 110 of the Commission's Rules of Practice [17 C.F.R. § 201.110].

IT IS HEREBY FURTHER ORDERED that Respondents shall file an Answer to the allegations contained in this Order within ten (10) days after service of this Order, as provided by Rule 220(b) of the Commission's Rules of Practice [17 C.F.R. § 201.220(b)].

If Respondents fail to file the directed Answers, or fail to appear at a hearing after being duly notified, the Respondents may be deemed in default and the proceedings may be determined against them upon consideration of this Order, the allegations of which may be deemed to be true as provided by Rules 155(a), 220(f), 221(f), and 310 of the Commission's Rules of Practice [17 C.F.R. §§ 201.155(a), 201.220(f), 201.221(f), and 201.310].

This Order shall be served forthwith upon Respondents personally or by certified, registered, or Express Mail, or by other means of verifiable delivery.

IT IS FURTHER ORDERED that the Administrative Law Judge shall issue an initial decision no later than 120 days from the date of service of this Order, pursuant to Rule 360(a)(2) of the Commission's Rules of Practice [17 C.F.R. § 201.360(a)(2)].

In the absence of an appropriate waiver, no officer or employee of the Commission engaged in the performance of investigative or prosecuting functions in this or any factually related proceeding will be permitted to participate or advise in the decision of this matter, except as witness or counsel in proceedings held pursuant to notice. Since this proceeding is not "rule making" within the meaning of Section 551 of the Administrative Procedure Act, it is not deemed subject to the provisions of Section 553 delaying the effective date of any final Commission action.

By the Commission.

Nancy M. Morris  
Secretary

Attachment

**Appendix 1**  
**Chart of Delinquent Filings**  
**In the Matter of Empyrean Bioscience, Inc., et al.**

Company Name	Form Type	Period Ended	Due Date	Date Received	Months Delinquent (rounded up)
<b>Empyrean Bioscience, Inc.</b>					
	<i>10-QSB</i>	09/30/02	11/14/02	Not filed	65
	<i>10-KSB</i>	12/31/02	03/31/03	Not filed	61
	<i>10-QSB</i>	03/31/03	05/15/03	Not filed	59
	<i>10-QSB</i>	06/30/03	08/14/03	Not filed	56
	<i>10-QSB</i>	09/30/03	11/14/03	Not filed	53
	<i>10-KSB</i>	12/31/03	03/30/04	Not filed	49
	<i>10-QSB</i>	03/31/04	05/17/04	Not filed	47
	<i>10-QSB</i>	06/30/04	08/16/04	Not filed	44
	<i>10-QSB</i>	09/30/04	11/15/04	Not filed	41
	<i>10-KSB</i>	12/31/04	03/31/05	Not filed	37
	<i>10-QSB</i>	03/31/05	05/16/05	Not filed	35
	<i>10-QSB</i>	06/30/05	08/15/05	Not filed	32
	<i>10-QSB</i>	09/30/05	11/14/05	Not filed	29
	<i>10-KSB</i>	12/31/05	03/31/06	Not filed	25
	<i>10-QSB</i>	03/31/06	05/15/06	Not filed	23
	<i>10-QSB</i>	06/30/06	08/14/06	Not filed	20
	<i>10-QSB</i>	09/30/06	11/14/06	Not filed	17
	<i>10-KSB</i>	12/31/06	04/02/07	Not filed	12
	<i>10-QSB</i>	03/31/07	05/15/07	Not filed	11
	<i>10-QSB</i>	06/30/07	08/14/07	Not filed	8
	<i>10-QSB</i>	09/30/07	11/14/07	Not filed	5
	<i>10-KSB</i>	12/31/07	03/31/08	Not filed	1
Total Filings Delinquent		22			
<b>Languageware.net Co. Ltd.</b>					
	<i>10-K</i>	12/31/00	04/02/01	Not filed	84
	<i>10-Q</i>	03/31/01	05/15/01	Not filed	83
	<i>10-Q</i>	06/30/01	08/14/01	Not filed	80
	<i>10-Q</i>	09/30/01	11/14/01	Not filed	77
	<i>10-K</i>	12/31/01	04/01/02	Not filed	72
	<i>10-Q</i>	03/31/02	05/15/02	Not filed	71
	<i>10-Q</i>	06/30/02	08/14/02	Not filed	68
	<i>10-Q</i>	09/30/02	11/14/02	Not filed	65
	<i>10-K</i>	12/31/02	03/31/03	Not filed	61
	<i>10-Q</i>	03/31/03	05/15/03	Not filed	59
	<i>10-Q</i>	06/30/03	08/14/03	Not filed	56
	<i>10-Q</i>	09/30/03	11/14/03	Not filed	53
	<i>10-K</i>	12/31/03	03/30/04	Not filed	49
	<i>10-Q</i>	03/31/04	05/17/04	Not filed	47
	<i>10-Q</i>	06/30/04	08/16/04	Not filed	44
	<i>10-Q</i>	09/30/04	11/15/04	Not filed	41
	<i>10-K</i>	12/31/04	03/31/05	Not filed	37
	<i>10-Q</i>	03/31/05	05/16/05	Not filed	35
	<i>10-Q</i>	06/30/05	08/15/05	Not filed	32
	<i>10-Q</i>	09/30/05	11/14/05	Not filed	29
	<i>10-K</i>	12/31/05	03/31/06	Not filed	25
	<i>10-Q</i>	03/31/06	05/15/06	Not filed	23

Company Name	Form Type	Period Ended	Due Date	Date Received	Months Delinquent (rounded up)
<b>Languageware.net Co. Ltd.</b> (continued)	10-Q	06/30/06	08/14/06	Not filed	20
	10-Q	09/30/06	11/14/06	Not filed	17
	10-K	12/31/06	04/02/07	Not filed	12
	10-Q	03/31/07	05/15/07	Not filed	11
	10-Q	06/30/07	08/14/07	Not filed	8
	10-Q	09/30/07	11/14/07	Not filed	5
	10-K	12/31/07	03/31/08	Not filed	1

Total Filings Delinquent 29

**Uncle B's Bakery, Inc.**

10-KSB	07/31/98	10/29/98	Not filed	114
10-QSB	10/31/98	12/15/98	Not filed	112
10-QSB	01/31/99	03/17/99	Not filed	109
10-QSB	04/30/99	06/14/99	Not filed	106
10-KSB	07/31/99	10/29/99	Not filed	102
10-QSB	10/31/99	12/15/99	Not filed	100
10-QSB	01/31/00	03/16/00	Not filed	97
10-QSB	04/30/00	06/14/00	Not filed	94
10-KSB	07/31/00	10/30/00	Not filed	90
10-QSB	10/31/00	12/15/00	Not filed	88
10-QSB	01/31/01	03/19/01	Not filed	85
10-QSB	04/30/01	06/14/01	Not filed	82
10-KSB	07/31/01	10/29/01	Not filed	78
10-QSB	10/31/01	12/17/01	Not filed	76
10-QSB	01/31/02	03/18/02	Not filed	73
10-QSB	04/30/02	06/14/02	Not filed	70
10-KSB	07/31/02	10/29/02	Not filed	66
10-QSB	10/31/02	12/16/02	Not filed	64
10-QSB	01/31/03	03/17/03	Not filed	61
10-QSB	04/30/03	06/16/03	Not filed	58
10-KSB	07/31/03	10/29/03	Not filed	54
10-QSB	10/31/03	12/15/03	Not filed	52
10-QSB	01/31/04	03/16/04	Not filed	49
10-QSB	04/30/04	06/14/04	Not filed	46
10-KSB	07/31/04	10/29/04	Not filed	42
10-QSB	10/31/04	12/15/04	Not filed	40
10-QSB	01/31/05	03/17/05	Not filed	37
10-QSB	04/30/05	06/14/05	Not filed	34
10-KSB	07/31/05	10/31/05	Not filed	30
10-QSB	10/31/05	12/15/05	Not filed	28
10-QSB	01/31/06	03/17/06	Not filed	25
10-QSB	04/30/06	06/14/06	Not filed	22
10-KSB	07/31/06	10/30/06	Not filed	18
10-QSB	10/31/06	12/15/06	Not filed	16
10-QSB	01/31/07	03/19/07	Not filed	13
10-QSB	04/30/07	06/14/07	Not filed	10
10-KSB	07/31/07	10/29/07	Not filed	6
10-QSB	10/31/07	12/17/07	Not filed	4
10-QSB	01/31/08	03/18/08	Not filed	1

Total Filings Delinquent 39