STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER, SUITE 860
120 NORTH ROBINSON
OKLAHOMA CITY, OKLAHOMA 73102

In the Matter of:

National Mining Corporation, and
Curt Fischer,

Respondents.

ODS File No. 12-030

ORDER

Pursuant to Section 1-602 of the Oklahoma Uniform Securities Act of 2004 ("Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (2011), the Enforcement Division of the Oklahoma Department of Securities ("Department") conducted an investigation into the activities of National Mining Corporation (NMC) and Curt Fischer (collectively, "Respondents"), in connection with the offer and/or sale of securities in and/or from Oklahoma, in the nature of units in the National Mining Brown #1 Joint Venture and the National Mining Brown #2-3-4 Joint Venture ("Brown Units").

Respondents voluntarily executed the *Agreement* ("Agreement"), attached hereto as "Exhibit A" and incorporated herein by reference, and consented to the issuance of this Order ("Order").

This Order is issued pursuant to the Agreement, Section 1-604 of the Act, and 660:2-5-3 of the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities (as amended July 1, 2007). For purposes of this Order, the Administrator adopts the Findings of Fact and Conclusions of Law set forth below.

Findings of Fact

1. NMC is an Oklahoma corporation with its principal place of business in Norman, Oklahoma.

2. Fischer, an Oklahoma resident, is the President of NMC.

3. Respondents, at all times material hereto, were not registered in any capacity under the Act.

4. Respondents offered and/or sold the Brown Units in and/or from Oklahoma.

5. In connection with the offer and/or sale of the Brown Units, Respondents used private placement memorandums that described the Brown Units as "speculative securities" that involved "a high degree of risk."

6. Respondents represented that they would return profits to investors from the drilling, completion and commercial production of the wells associated with the joint ventures.

7. The investors gave Respondents funds to purchase the Brown Units.

8. The Brown Units were not registered under the Act and no filing to claim an exemption from registration was filed under the Act.

To the extent any of these Findings of Fact are more properly characterized as Conclusions of Law, they should be so considered.

Authorities

1. Section 1-102 of the Act provides in pertinent part:

> 2. "Agent" means an individual, other than a broker-dealer, who represents a broker-dealer in effecting or attempting to effect purchases or sales of securities or represents an issuer in effecting or attempting to effect purchases or sales of the issuer's securities. A partner, officer, or director of a broker-dealer or issuer, or an individual having a similar status or performing similar functions is an agent only if the individual otherwise comes within the term.
>
> * * *
>
> 19. "Issuer" means a person that issues or proposes to issue a security[.]
>
> * * *
>
> 32. "Security" means a note; stock; treasury stock; security future; bond; debenture; evidence of indebtedness; certificate of interest or participation in a profit-sharing agreement; collateral trust certificate; preorganization certificate or subscription; transferable share; investment contract; voting trust certificate; certificate of deposit for a security; fractional undivided interest in oil, gas, or other mineral rights; put, call, straddle, option, or privilege on a security, certificate of deposit, or group or index of securities, including an interest therein or based on the value thereof; put, call, straddle, option, or privilege entered into on a national securities exchange relating to foreign currency; or, in general, an interest or instrument commonly known as a "security," or a certificate of interest

or participation in, temporary or interim certificate for, receipt for, guarantee of, or warrant or right to subscribe to or purchase, any of the foregoing. The term:

* * *

> d. includes as an "investment contract" an investment in a common enterprise with the expectation of profits to be derived primarily from the efforts of a person other than the investor and a "common enterprise" means an enterprise in which the fortunes of the investor are interwoven with those of either the person offering the investment, a third party, or other investors[.]

2. Section 1-301 of the Act provides in part:

It is unlawful for a person to offer or sell a security in this state unless:

1. The security is a federal covered security;

2. The security, transaction, or offer is exempted from registration under Sections 6 through 8 of this act [Sections 1-201 through 1-203 of this title]; or

3. The security is registered under this act.

3. Section 1-402 of the Act provides in pertinent part:

A. It is unlawful for an individual to transact business in this state as an agent unless the individual is registered under this act as an agent or is exempt from registration as an agent under subsection B of this section.

* * *

D. It is unlawful for a broker-dealer, or an issuer engaged in offering, selling, or purchasing securities in this state, to employ or associate with an agent who transacts business in this state on behalf of broker-dealers or issuers unless the agent is registered under subsection A of this section or exempt from registration under subsection B of this section.

Conclusions of Law

1. The Brown Units are securities as defined by Section 1-102 of the Act.

2. Respondents offered and/or sold unregistered securities in and/or from this state, in violation of Section 1-301 of the Act.

3. Respondent Fischer transacted business as an unregistered agent in and/or from this state, in violation of Section 1-402 of the Act.

4. Respondent NMC employed one or more unregistered agents who transacted business in and/or from this state, in violation of Section 1-402 of the Act.

5. The Administrator has the authority to order Respondents to cease and desist from engaging in acts, practices, or a course of business constituting a violation of the Act.

6. It is in the public interest for the Administrator to enter into this Agreement.

To the extent any of these Findings of Fact are more properly characterized as Conclusions of Law, they should be so considered.

NOW THEREFORE, IT IS HEREBY ORDERED that Respondents cease and desist from engaging in an act, practice, or course of business constituting a violation of the Act or doing any act in furtherance thereof.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 10th day of November, 2014.

(SEAL)

IRVING L. FAUGHT, ADMINISTRATOR OF THE
OKLAHOMA DEPARTMENT OF SECURITIES

STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER, SUITE 860
120 NORTH ROBINSON
OKLAHOMA CITY, OKLAHOMA 73102

In the Matter of:

National Mining Corporation, and
Curt Fischer,

Respondents. ODS File No. 12-030

AGREEMENT

THIS AGREEMENT is entered into by and among National Mining Corporation ("NMC"), Curt Fischer ("Fischer"), and the Administrator ("Administrator") of the Oklahoma Department of Securities ("Department") as of the Effective Date set forth below.

Pursuant to Section 1-602 of the Oklahoma Uniform Securities Act of 2004 ("Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (2011), the Enforcement Division of the Department conducted an investigation into the activities of NMC and Fischer (collectively, "Respondents"), in connection with the offer and/or sale of securities, in and/or from Oklahoma, in the nature of units in the National Mining Brown #1 Joint Venture and the National Mining Brown #2-3-4 Joint Venture ("Brown Units").

Respondents offered and/or sold unregistered securities in and from the state of Oklahoma in violation of Section 1-301 of the Act. Fischer acted as an unregistered agent and NMC employed an unregistered agent in violation of Section 1-402 of the Act.

Respondents desire to expeditiously settle this matter without the adjudication of any issue of law or fact and in a manner consistent with the purposes fairly intended by the policies and provisions of the Act. Respondents voluntarily waive their right to a hearing, as provided by the Act, the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities (Rules) (as amended July 1, 2007), and the Oklahoma Administrative Procedures Act, and any right to appeal.

The undersigned parties hereto agree as follows:

1. **Jurisdiction.** The Administrator has jurisdiction over Respondents and the subject matter of this action.

2. **Order.** The Administrator will issue an order in the form attached hereto as "Attachment A."

3. **No Coercion.** Respondents enter into this Agreement voluntarily and without any duress, undue influence, or coercion by the Administrator, any employee of the Department, or any member of the Oklahoma Securities Commission.

4. **Consideration.** In consideration for this Agreement, the Administrator will not take further action against Respondents in connection with the offer and/or sale of the Brown Units, except as provided below in items 5 and 6.

5. **Limitation on Agreement.** Nothing in this Agreement shall prohibit the Administrator from furnishing information to any other properly constituted agency or authority. In the event any other agency or authority commences an action in connection with information obtained by the Administrator against Respondents, the Administrator may assist in such action as authorized by law.

6. **Failure to Comply.** If Respondents fail to comply with the terms of this Agreement in any material respect, the Administrator shall proceed against Respondents as authorized by law.

7. **Entire Agreement.** This writing constitutes the entire agreement of the parties with respect to the subject matter hereof and supersedes any and all prior and contemporaneous agreements, representations and understandings of the parties. No supplement, modification or amendment to this Agreement shall be binding unless executed in writing by each of the parties hereto.

8. **Effective Date.** This Agreement shall be effective as of the date on which it is signed by the Administrator as set forth below his signature hereto.

9. **Applicability.** This Agreement applies only to the activities of Respondents in connection with the offer and/or sale of the Brown Units and to no others.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date and year set forth below their signatures hereto.

CURT FISCHER

Date: 11/4/2014

Address: P.O. Box 1734
Norman, OK 73070

NATIONAL MINING CORPORATION

By: _____
Curt Fischer

Title: President

Date: 11/4/2014

Address: P.O. Box 1734
Norman, OK 73070

IRVING L. FAUGHT, ADMINISTRATOR
OKLAHOMA DEPARTMENT OF SECURITIES

Date: November 10, 2014

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 10th day of November, 2014, a true and correct copy of the above and foregoing *Agreement* and *Order* were mailed with postage prepaid thereon, addressed to:

James C. McMillin
McAfee and Taft
10th Floor, Two Leadership Square
211 North Robinson
Oklahoma City, OK 73102

Brenda London

Brenda London, Paralegal