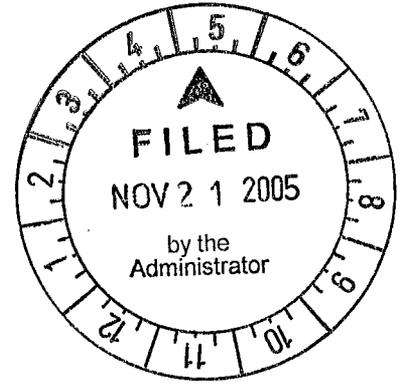


STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER, SUITE 860
120 NORTH ROBINSON
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Matthew Russell McDowell, and
SEMM Investments, Inc.,

Respondents.

ODS File No. 05-102

NOTICE OF SERVICE ON THE ADMINISTRATOR
AND
AFFIDAVIT OF COMPLIANCE

STATE OF OKLAHOMA)
) SS.
COUNTY OF OKLAHOMA)

The undersigned affiant, of lawful age, being first duly sworn upon oath deposes and states:

1. That he is the Administrator of the Oklahoma Department of Securities (Department).
2. That a copy of the Notice of Opportunity for Hearing (Notice) with Enforcement Division Recommendation (Recommendation) attached was delivered to Affiant in the office of the Administrator of the Department (Administrator) pursuant to Section 1-611 of the Oklahoma Uniform Securities Act (Act), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003).
3. That the Administrator has received service of process on behalf of Matthew Russell McDowell and SEMM Investments, Inc. pursuant to Section 1-611 of the Act.
4. That a copy of the Notice, with the Recommendation attached, and a copy of this Notice of Service on the Administrator and Affidavit of Compliance are being sent this 21st day of November, 2005, by certified mail, return receipt requested, delivery restricted to addressee, to the last known address of Respondents, in compliance with Section 1-611 of the Act.
5. That this Affidavit of Compliance is declared filed of record as of the date set forth below in compliance with Section 1-611 of the Act.

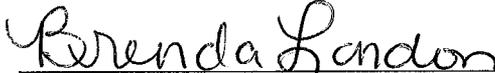
FURTHER AFFIANT SAYETH NOT.

Dated this 21st day of November, 2005.

(SEAL)


Irving L. Faught, Administrator

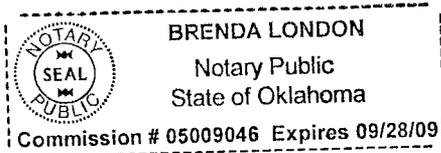
Subscribed and sworn to before me this 21st day of November, 2005.


Notary Public

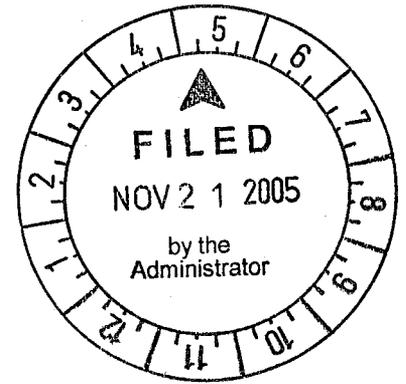
My Commission Expires:

My Commission No.:

SEAL



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



In the Matter of:

Matthew Russell McDowell, and
SEMM Investments, Inc.,

Respondents.

ODS File No. 05-102

NOTICE OF OPPORTUNITY FOR HEARING

1. Pursuant to his authority under Section 1-602(A)(1) of the Oklahoma Uniform Securities Act of 2004 (Act), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003), the Administrator of the Oklahoma Department of Securities (Department) authorized an investigation into the activities of Matthew Russell McDowell (McDowell) and SEMM Investments, Inc. (SEMM) (collectively, "Respondents"), to determine whether certain violations of the Act, the Predecessor Act, and/or the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities (Rules) may have occurred.

2. On the 17th day of November, 2005, the attached Enforcement Division Recommendation (Recommendation) was left in the office of the Administrator.

3. Pursuant to Section 1-604 of the Act, the Administrator hereby gives notice to Respondents of their right to request a hearing to show why an order based on the Recommendation should not be issued.

4. The request for a hearing on the Recommendation must be received by the Administrator within twenty (20) days after service of this Notice. Failure to request a hearing as provided for herein shall result in the issuance of an order directing Respondents to cease and desist: the offer and sale of unregistered securities in and/or from the state of Oklahoma; transacting business in this state as an agent without the benefit of registration; employing an unregistered agent; and omitting to state material facts necessary in order to make the statements made, in light of the circumstances under which they are made, not misleading, in connection with the offer and/or sale of securities in and/or from the state of Oklahoma; and to pay a civil penalty in the sum of Five Thousand Dollars (\$5,000).

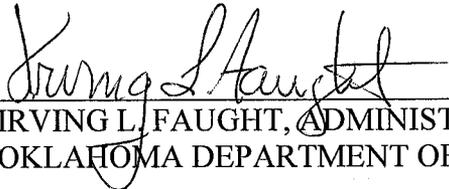
5. The request for hearing shall be in writing and Respondents shall specifically admit or deny each allegation in said request as required by 660:2-9-2(a) of the Rules.

6. Upon receipt of a written request, pursuant to 660:2-9-2 of the Rules, a hearing on this Notice shall be set within ninety (90) days or a written order denying hearing shall be issued.

7. Notice of the date, time and location of the hearing shall be given to Respondents not less than forty-five (45) days in advance thereof pursuant to 660:2-9-2(c) of the Rules. Additionally, the notice may contain matters to supplement this Notice and the Recommendation attached hereto.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 21st day of November, 2005.

(SEAL)



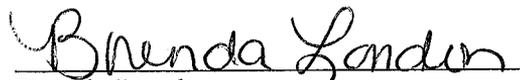
IRVING L. FAUGHT, ADMINISTRATOR OF THE
OKLAHOMA DEPARTMENT OF SECURITIES

CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 21st day of November, 2005, a true and correct copy of the above and foregoing Notice of Opportunity for Hearing and attached Enforcement Division Recommendation was mailed by certified mail, return receipt requested, delivery restricted, with postage prepaid thereon addressed to:

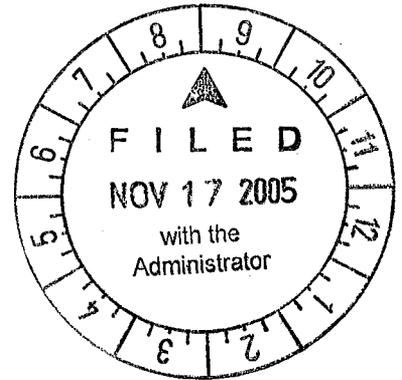
Matthew Russell McDowell
1947 NW 11th Street
Oklahoma City, OK 73106

SEMM Investments, Inc.
1947 NW 11th Street
Oklahoma City, OK 73106



Brenda London
Paralegal

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



In the Matter of:

Matthew Russell McDowell, and
SEMM Investments, Inc.,

Respondents.

ODS File No. 05-102

ENFORCEMENT DIVISION RECOMMENDATION

Pursuant to Section 1-602 of the Oklahoma Uniform Securities Act of 2004 (Act), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003), and Section 405 of the Oklahoma Securities Act (Predecessor Act), Okla. Stat. tit. 71, §§ 1-413, 501, 701-703 (2001 & Supp. 2003), the Oklahoma Department of Securities (Department) conducted an investigation into the activities of Matthew Russell McDowell (McDowell) and SEMM Investments, Inc. (SEMM) (collectively, "Respondents") to determine whether certain violations of the Act, the Predecessor Act, and/or the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities (Rules) may have occurred.

Based thereon, the following Findings of Fact, Authorities, and Conclusions of Law are submitted to the Administrator of the Department (Administrator) in support of the issuance of an order to cease and desist.

Findings of Fact

1. Mathew McDowell, an Oklahoma resident, is the president of SEMM Investments, Inc.
2. SEMM Investments, Inc., an Oklahoma corporation, is involved in the development and manufacturing of a plant extract to be used in the production of organic products for agricultural, horticultural, and home and garden uses. At all times material hereto, the principal business address of SEMM was in Norman, Oklahoma.
3. McDowell received a cease and desist order issued by the North Dakota Securities Commissioner on December 22, 1998. Such order was based on findings that McDowell violated the securities registration, licensing and fraud provisions of the North Dakota Securities Act.

4. McDowell became subject to a permanent injunction and the appointment of a receiver in the state of North Dakota on January 26, 2000, based on findings by a North Dakota district court of violations of the 1998 cease and desist order.

5. Beginning in August of 2002, McDowell offered and/or sold shares of stock in SEMM (Stock) to at least four investors in and/or from the state of Oklahoma.

6. McDowell was not registered pursuant to Section 201 of the Predecessor Act to transact business as a broker-dealer or agent.

7. SEMM was not registered in any capacity under the Predecessor Act.

8. The Stock was not registered under the Predecessor Act.

9. In connection with the offer and sale of the Stock in and/or from the state of Oklahoma, Respondents failed to disclose the North Dakota permanent injunction and cease and desist order against McDowell.

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 1-701(A) of the Act provides:

The predecessor act exclusively governs all actions or proceedings that are pending on the effective date of this act or may be instituted on the basis of conduct occurring before the effective date of this act, but a civil action may not be maintained to enforce any liability under the predecessor act unless instituted within any period of limitation that applied when the cause of action accrued or within five (5) years after the effective date of this act, whichever is earlier.

2. Section 2 of the Predecessor Act provides in pertinent part:

* * *

(d) “*Agent*” means any individual other than a broker-dealer who represents a broker-dealer or issuer in effecting or attempting to affect purchases or sales of securities.

* * *

- (e) "Broker-dealer" means any person engaged in the business of effecting transactions in securities for the account of others or for his or her own account.

* * *

- (v) "Security" means any:

* * *

(2) stock[.]

3. Section 101 of the Predecessor Act provides:

It is unlawful for any person, in connection with the offer, sale or purchase of any security, directly or indirectly[:]

- (1) to employ any device, scheme, or artifice to defraud,
- (2) to make any untrue statement of material fact or to omit to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they are made, not misleading,
- (3) to engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person.

4. Section 201 of the Predecessor Act provides in part:

(a) (1) It is unlawful for any person to transact business in this state as a broker dealer or agent unless the person is so registered under this act or unless the person is exempt from registration as provided in paragraph (2) or (3) of this subsection.

* * *

(b) It is unlawful for any broker-dealer or issuer to employ an agent unless the agent is registered or is exempt from registration.

5. Section 301 of the Predecessor Act provides in part:

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

(1) It is registered under this act or the security or transaction is exempted under Section 401 of this title[.]

6. Section 405 of the Predecessor Act provides in part:

(a) The Administrator in his discretion:

(1) may make such public or private investigations within or outside of this state as he deems necessary to determine whether any person has violated or is about to violate any provision of this act or any rule or order hereunder, or to aid in the enforcement of this act or in the prescribing of rules and forms hereunder[.]

7. Section 406 of the Predecessor Act provides in pertinent part:

(a) If the Administrator reasonably believes, whether or not based upon an investigation conducted under Section 405 of this title, that a person has violated the Oklahoma Securities Act, except under the provisions of Section 202.1 or 305.2 of this title, or a rule or order of the Administrator under the Oklahoma Securities Act or has engaged in dishonest or unethical practices in the securities business, the Administrator, in addition to any specific power granted by any other section of the Oklahoma Securities Act, may impose one or more of the following sanctions:

(1) issue an order against the person to cease and desist from engaging in such violation or dishonest or unethical practices or doing any act in furtherance thereof[.]

8. Section 1-604 of the Act provides in pertinent part:

A. If the Administrator determines that a person has engaged, is engaging, or is about to engage in an act, practice, or course of business constituting a violation of this act or a rule adopted or order issued under this act or constituting a dishonest or unethical practice or that a person has materially aided, is materially aiding, or is about to materially aid an act, practice, or course of business constituting a violation of the act or a rule adopted or order issued under this act or constituting a dishonest or unethical practice, the Administrator may:

1. Issue an order directing the person to cease and desist from engaging in the act, practice, or course of business or to take other action necessary or appropriate to comply with this act[.]

Conclusions of Law

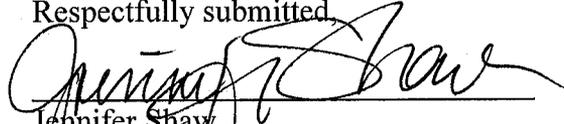
1. The Stock offered and sold by Respondents is a security.
2. McDowell offered and sold securities in and/or from the state of Oklahoma without the benefit of registration as an agent, in violation of Section 201 of the Predecessor Act.
3. SEMM employed an unregistered agent, in violation of Section 201 of the Predecessor Act.
4. Respondents sold unregistered securities, in violation of Section 301 of the Predecessor Act.
5. Respondents omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading, in connection with the offer and/or sale of securities in and/or from the state of Oklahoma.
6. The Administrator has the authority to order Respondents to cease and desist from engaging in an act, practice, or course of business constituting a violation of the Predecessor Act and/or the Act.
7. It is in the public interest to order McDowell to cease and desist from offering and selling securities in and/or from the state of Oklahoma without the benefit of registration as an agent.
8. It is in the public interest to order SEMM to cease and desist from employing an unregistered agent to transact business in and/or from the state of Oklahoma.
9. It is in the public interest to order Respondents to cease and desist from offering and selling unregistered securities in and/or from the state of Oklahoma; and omitting to state material facts necessary in order to make the statements made, in light of the circumstances under which they are made, not misleading, in connection with the offer and/or sale of securities in and/or from the state of Oklahoma.

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

NOW THEREFORE, it is hereby recommended that the Administrator issue an order directing Respondents to cease and desist: the offer and sale of unregistered securities in and/or from the state of Oklahoma; transacting business in this state as an agent without the benefit of registration; employing an unregistered agent; and omitting to state material facts necessary in order to make the statements made, in light of the circumstances under which they are made, not misleading, in connection with the offer and/or sale of securities in and/or from the state of Oklahoma; and to pay a civil penalty in the sum of Five Thousand Dollars (\$5,000).

Dated this 17th day of November, 2005.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Jennifer Shaw", written over a horizontal line.

Jennifer Shaw
Enforcement Attorney
Oklahoma Department of Securities
First National Center, Suite 860
120 North Robinson
Oklahoma City, Oklahoma 73102
(405) 280-7700