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**STATE OF CALIFORNIA**  
**BUSINESS, TRANSPORTATION AND HOUSING AGENCY**  
**DEPARTMENT OF CORPORATIONS**

TO: El Capitan Minerals, Inc.  
Mardi Lynn Noon  
Richard Alan Weiland  
338 W. 7th Street  
San Bernardino, CA 92401

**DESIST AND REFRAIN ORDER**

**(For violations of Corporations Code Section 25401)**

The California Corporations Commissioner finds that:

1. El Capitan Minerals, Inc. (“El Capitan”) is a California corporation incorporated on August 23, 2004 with a registered business address of 338 W. 7th Street, San Bernardino, CA 92401. El Capitan was established for the purpose of mining certain gold mines located in San Bernardino County, California (the “Gold Mine”).

2. At all relevant times herein, Mardi Lynn Noon (“Noon”) is or was an individual whose last known business address is 338 W. 7th Street, San Bernardino, CA 92401. Noon is the president of El Capitan.

3. At all relevant times herein, Richard Alan Weiland (“Weiland”) is or was an individual whose last known business address is 338 W. 7th Street, San Bernardino, CA 92401. Weiland is a principal of El Capitan.

4. In or about June 2004, Noon and Weiland recommended to a California resident whom Noon had met at an investment seminar that the resident invest money in El Capitan. Noon and Weiland told the investor that El Capitan was a new gold mining venture located in Big Bear, California. Noon and Weiland further told the investor that the money invested was needed to make

1 the Gold Mine operational, which would be within two (2) months. El Capitan, Noon and Weiland  
2 offered the investor shares of El Capitan stock.

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4 5. On or about July 1, 2004, the investor purchased securities in the form of thirty (30)  
5 shares of non-voting stock in El Capitan at a total cost of \$150,000. Pursuant to the parties'  
6 agreement, the investor deposited \$150,000 in Noon's business bank account as the purchase price  
7 for the El Capitan stock (the "Investment Money").

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9 6. El Capitan, Noon and Weiland offered and sold these securities by means of written and  
10 oral communications which included untrue statements of material fact and which omitted to state  
11 material facts necessary in order to make the statements made, in light of the circumstances under  
12 which they were made, not misleading. The misrepresentations of material fact include:

- 13 a) The Investment Money would be used only for El Capitan; in fact, Noon and  
14 Weiland never intended to use the money for El Capitan, as evidenced by their  
15 immediate withdrawal of funds before El Capitan was even established, for their  
16 own personal and other use;
- 17 b) The Investment Money would be held, untouched, in Noon's business bank  
18 account until a separate account was established for El Capitan; in fact, Noon and  
19 Weiland never intended to hold the money for El Capitan, as evidenced by their  
20 immediate withdrawal of the funds for personal use, and failure to establish any  
21 account for El Capitan;
- 22 c) The Investment Money was necessary to make the Gold Mine operational and  
23 would be used for that purpose; in fact, as Noon and Weiland knew, the Gold Mine  
24 was already operational;
- 25 d) El Capitan would soon be incorporated, with two classes of stock—voting and  
26 non-voting—and the investor would receive thirty (30) shares of non-voting El  
27 Capitan stock; in fact, at the time the agreement was signed, El Capitan had  
28 already been incorporated, and no such stock existed;

- 1 e) The investor would receive stock certificates evidencing her investment; in fact,
- 2 Noon and Weiland never intended to deliver such certificates, as evidenced by the
- 3 fact that at the time the agreement was signed, El Capitan's Articles of
- 4 Incorporation were already filed and specified only one class of common stock,
- 5 and further, the investor never received any certificates; and
- 6 f) Only Noon and another individual would receive salaries; in fact, Noon and
- 7 Weiland always intended to pay a salary to Weiland, as evidenced by the
- 8 immediate payment of a salary to Weiland.

9 7. The omissions of material fact include:

- 10 a) Noon was in debt from a failed real estate venture, and it was this business account
- 11 into which she directed the investor to deposit the Investment Money; and
- 12 b) Noon and Weiland needed the money not to make the Gold Mine operational, but
- 13 to pay for their own personal expenses.

15 8. In or about October 2004, El Capitan, Noon and Weiland solicited the investor to  
16 purchase an additional twenty (20) shares of non-voting El Capitan stock for a total cost of \$100,000.  
17 On or about October 2004, the investor deposited an additional \$31,000 into Noon's business bank  
18 account toward the purchase of this additional stock (the "Additional Investment Money"). El  
19 Capitan, Noon and Weiland offered and sold these securities by means of written and oral  
20 communications which included untrue statements of material fact and which omitted to state  
21 material facts necessary in order to make the statements made, in light of the circumstances under  
22 which they were made, not misleading. These misrepresentations of material fact include the  
23 following:  
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- a) The Gold Mine was almost operational, and needed only the Additional Investment Money in order to become operational; in fact, Noon and Weiland knew the Gold Mine was already operational;
- b) The Investment Money was being used only for El Capitan; in fact, Noon and Weiland had already spent the majority of the Investment Money on personal debt and expenditures;
- c) The Additional Investment Money would be used only for El Capitan; in fact, Noon and Weiland planned, and did, continue to use both the Investment Money and Additional Investment Money for personal and other uses; and
- d) The investor would receive the thirty (30) shares of non-voting El Capitan stock purchased in July 2004, in addition to an additional twenty (20) shares of non-voting EL Capitan stock, when El Capitan was incorporated; in fact, Noon and Weiland knew that El Capitan was already incorporated, and no such non-voting stock existed.

9. The omissions of material fact include the following:

- a) Weiland was being paid a salary;
- b) By October 2004, less than \$8,000 remained of the Investment Money; and
- c) The majority of the Investment Money had been withdrawn by Noon and Weiland for their own use, and not for El Capitan.

Based on the foregoing findings, the California Corporations Commissioner is of the opinion that El Capitan, Noon and Weiland offered and sold securities in the form of El Capitan stock, by means of written and oral communications including untrue statements of material facts and omissions of material facts necessary to make the statements, in light of the circumstances under

1 which they were made, not misleading, in violation of section 25401 of the Corporations Code.  
2 Pursuant to section 25532 of the Corporate Securities Law of 1968, El Capitan Minerals, Inc., Mardi  
3 Lynn Noon and Richard Alan Weiland are hereby ordered to desist and refrain from offering or  
4 selling any security in the State of California by means of any written or oral communication which  
5 includes an untrue statement of a material fact, or omits to state a material fact necessary in order to  
6 make the statements made, in the light of the circumstances under which they were made, not  
7 misleading.  
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9           This Order is necessary, in the public interest, for the protection of investors and consistent  
10 with the purposes, policies, and provisions of the Corporate Securities Law of 1968.  
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12 Dated:           July 19, 2007  
13                   Los Angeles, California

14                                   PRESTON DuFAUCHARD  
15                                   California Corporations Commissioner

16                                   By \_\_\_\_\_  
17                                   ALAN S. WEINGER  
18                                   Lead Corporations Counsel  
19                                   Enforcement Division  
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