

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



In the Matter of:

Matthew Russell McDowell, and
SEMM Investments, Inc.,

Respondents.

ODS File No. 05-102

ORDER TO CEASE AND DESIST

An investigation into the activities of the named Respondents was conducted by the Enforcement Division (Division) of the Department, pursuant to Section 403 of the Oklahoma Securities Act (Predecessor Act), Okla. Stat. tit. 71, §§ 1-413, 501, 701-703 (2001 and Supp. 2003), and Section 1-602 of the Oklahoma Uniform Securities Act of 2004 (Act), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003), concerning possible violations of the Predecessor Act.

The Department's investigation revealed that 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.

The Department's investigation further revealed that 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.

The Department's investigation further revealed that 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. SEMM, an Oklahoma corporation, is purportedly 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.

McDowell was not registered in any capacity under the Predecessor Act, in violation of Section 201.

The Stock was not registered under the Predecessor Act, in violation of Section 301.

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, in violation of Section 101 of the Predecessor Act.

IT IS HEREBY ORDERED that Matthew Russell McDowell and SEMM Investments, Inc., cease and desist from engaging in an act, practice or course of business constituting a violation of the Act, and that McDowell pay a civil penalty to the Department by money order or cashier's check in the sum of One Thousand Dollars (\$1,000) on or before May 20, 2006.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 27th day of April, 2006.

(SEAL)



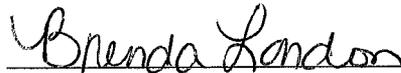
IRVING L. FAUGHT, ADMINISTRATOR OF THE
OKLAHOMA DEPARTMENT OF SECURITIES

CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 27th day of April, 2006, a true and correct copy of the above and foregoing Order to Cease and Desist was mailed by certified mail, return receipt requested, delivery restrict, with postage prepaid thereon address to:

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

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

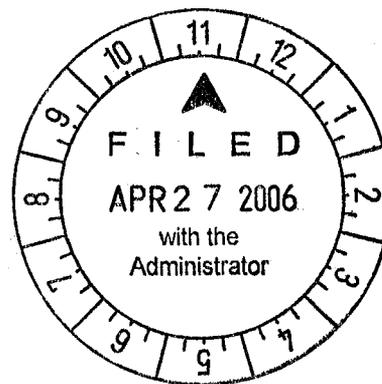


Brenda London
Paralegal

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**STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
THE 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

**STIPULATION AND CONSENT BY RESPONDENTS
MATTHEW RUSSELL McDOWELL AND SEMM INVESTMENTS, INC.**

Respondents Matthew Russell McDowell (McDowell) and SEMM Investments, Inc. (SEMM) (collectively, "Respondents") stipulate to the following facts and consent to the following undertakings:

Stipulations:

The Respondents hereby stipulate as follows:

1. The Oklahoma Department of Securities (Department), pursuant to Section 403 of the Oklahoma Securities Act (Predecessor Act), Okla. Stat. tit. 71, §§ 1-413, 501, 701-703 (2001 and Supp. 2003), and Section 1-602 of the Oklahoma Uniform Securities Act of 2004 (Act), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003), is the proper party to bring this action seeking an order to cease and desist.

2. An investigation into the activities of the Respondents was conducted by the Enforcement Division (Division) of the Department. The Department's investigation revealed that 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.

3. The Department's investigation further revealed that 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.

4. The Department's investigation further revealed that 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. SEMM, an Oklahoma corporation, is

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purportedly 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.

5. McDowell was not registered in any capacity under the Predecessor Act.
6. SEMM was not registered in any capacity under the Predecessor Act. The Stock was not registered under the Predecessor Act.
7. 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.
8. Respondents do not contest the application of the Act to the issuance, offer and/or sale of the Stock in and/or from the state of Oklahoma referenced in paragraph 4 above. Respondents contend and maintain that McDowell had no intention to defraud any person in connection with the offer and/or sale of shares of stock in SEMM Investments, Inc.

Undertakings:

The Respondents hereby undertake as follows:

1. The Respondents consent to the entry of the Cease and Desist Order attached hereto as Exhibit "A" and incorporated herein by reference (Order) and waive any right they may have to appeal from the entry of the Order.
2. The Respondents state that this Stipulation and Consent (Stipulation and Consent) is entered into voluntarily and that no threat or promise of immunity of any kind has been made by the Administrator or staff of the Department to coerce agreement with this Stipulation and Consent.
3. The Respondents agree that this Stipulation and Consent and all provisions hereof shall be incorporated into the Order.
4. The Respondents shall pay a sum of One Thousand Dollars (\$1,000), to the Department by money order or cashier's check on or before May 20, 2006.
5. The Respondents shall dissolve the corporate status of SEMM, in the state of Oklahoma, within ten (10) days of the conclusion of the pending civil matter in Cleveland County Oklahoma, case number CJ-2005-1234.
6. The Respondents agree that the Department will retain jurisdiction of this matter for the purpose of enforcement of the Order and this Stipulation and Consent.

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7. The Respondents understand that the Department will take action as authorized by law, including, but not limited to, an enforcement action under the Act, for the failure of any Respondent to comply with the terms of the Order and this Stipulation and Consent in any material respect or for any future violation of the Act.

8. The Respondents agree to the presentation of this Stipulation and Consent, executed by each Respondents, and the Order in the form attached as Exhibit "A", to the Administrator of the Department to be entered without further notice.

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

MATTHEW RUSSELL McDOWELL:

Matthew R. McDowell

Date: 27 APRIL 06

Address: 1947 NW 11TH
OKLAHOMA CITY, OK 73106

SEMM INVESTMENTS, INC.:

By: *Matthew R. McDowell*

Print Name: MATTHEW R. McDowell

Title: Former President

Date: 27 APRIL 06

Address: 1947 NW 11TH
OKLAHOMA CITY, OK 73106

Handwritten initials