BEFORE THE SECURITIES COMMISSIONER

STATE OF COLORADO

Case No. XY 15 - CD - 05

STIPULATION FOR CONSENT CEASE AND DESIST ORDER CONCERNING BIG SPRING GOLD, LLC AND LOUIS A. CHRISTENSEN

IN THE MATTER OF BIG SPRING GOLD, LLC AND LOUIS A. CHRISTENSEN

The staff of the Colorado Division of Securities (the "Staff") and Respondents Big Spring Gold, LLC and Louis A. Christensen (the "Respondents") hereby enter into this Stipulation for Consent Cease and Desist Order in this matter as follows:

1. Pursuant to the authority provided in Section 11-51-601, C.R.S., the Staff conducted an investigation into the Respondents' offer and sale of certain securities in Colorado. Based on its investigation, the Staff alleges as follows:

   a. From approximately August 16, 2012, to approximately September 9, 2013, the Respondents engaged in offering and selling securities;
   b. The offers and sales included at least three offers and sales of membership units to two Colorado investors on, or about, March 14, 2013, March 25, 2013, and May 13, 2013;
   c. The Colorado investors paid $31,000.00 for the membership units.
   d. To conduct the offer and sale to the Colorado investors, the Respondents engaged in a practice of using unlicensed sales representatives;
   e. Pursuant to the sale of the membership units to the Colorado investors, the Respondents paid the unlicensed sales representatives a commission, consisting of cash and membership units, valued at approximately $3,100.00 (10%);
   f. The investment opportunity constituted at least the offer and sale of an "investment contract," which is defined as a security under Section 11-51-201(17), C.R.S.;
   g. The Respondents' securities offering was not registered with the Securities Commissioner, nor was it exempt from registration; and
   h. The offering was performed in violation of Section 11-51-301, C.R.S.

2. The Respondents have cooperated with the Staff in the investigation of this matter and affirm that there are only two Colorado investors in the offering.

The Staff and the Respondents desire to resolve this matter without further litigation and, prior to the entry of a final order by the Securities Commissioner, hereby stipulate and agree as follows:

4. The Respondents agree to the entry of a Consent Cease and Desist Order in the form attached hereto as Exhibit A and incorporated herein by reference.

5. As a condition of this Stipulation and Consent Cease and Desist Order, Big Spring Gold, LLC shall make an offer of rescission to the persons designated in Exhibit B attached hereto in the following manner:

a. The proposed offer of rescission shall be in the format as outlined in Exhibit C, a copy of which is attached hereto;

b. Big Spring Gold, LLC shall send the offer by certified mail to all persons identified in Exhibit B within fifteen days of receiving notice of the entry of the Consent Cease and Desist Order by the Commissioner;

c. Big Spring Gold, LLC shall tender payment by check to each investor who chooses to accept rescission within five business days of receiving a complete and valid acceptance of a rescission offer; and

d. Within sixty days of the date that the offer of rescission is sent, Big Spring Gold, LLC shall submit to the Department an affidavit certifying as true copies of documents submitted and setting forth the following: That the offer of rescission was sent out by certified mail to all persons identified in Exhibit B, that all persons who accepted rescission were paid by Big Spring Gold, LLC, and that all the terms of the rescission offer were completed by Big Spring Gold, LLC. The affidavit shall also have attached to it copies of all responses received by Big Spring Gold, LLC in reply to the offer of rescission and copies of any checks sent out.

6. By entering into this Stipulation, the Respondents neither admit nor deny that the allegations and grounds set forth in this Stipulation are true.

7. By entering into this Stipulation, the Respondents understand that they have the right to notice and a formal hearing pursuant to Sections 11-51-606(1) and (1.5), C.R.S., the right to be represented by counsel of their choice, the right to present a defense through oral or documentary evidence and to cross-examine witnesses, and the right to findings required by Section 11-51-606(1.5), C.R.S. at such hearing. By entering into this Stipulation, the Respondents expressly waive the rights set forth in this Paragraph 7, and further waive the right to seek judicial review of the Consent Cease and Desist Order entered pursuant to this Stipulation.

8. The Respondents acknowledge that they have entered into this Stipulation voluntarily, after the opportunity to consult with counsel of their choice, and with the understanding of the legal consequences of this Stipulation and the Consent Cease and Desist Order.

9. The Respondents hereby waive the findings required by Section 11-51-606(1.5)(d)(IV), C.R.S., and, pursuant to Section 11-51-704(2), C.R.S., agree that the entry of the Consent Cease and Desist Order is necessary and appropriate in the public interest and is consistent with the purposes and provisions of the Act.

10. The Respondents further acknowledge that any violation of this Stipulation or the Consent Cease and Desist Order when issued may constitute grounds for further sanctions and formal proceedings against them for such violation.

BIG SPRING GOLD, LLC

Louis A. Christensen

Louis A. Christensen, Managing Member on behalf of Big Spring Gold, LLC

Subscribed and sworn before me this___ day of Nov 6, 2014 by Louis A. Christensen.

Richard M. Keating

Notary Public

OFFICIAL SEAL
RICHARD M KEATING
NOTARY PUBLIC - OREGON
COMMISSION NO. 471478
MY COMMISSION EXPIRES SEPTEMBER 06, 2016

LOUIS A. CHRISTENSEN

Louis A. Christensen

Louis A. Christensen

Subscribed and sworn before me this 6 day of Nov, ~~2013~~ 2014 RK by Louis A. Christensen.

Richard M Keating

Notary Public

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RICHARD M KEATING
NOTARY PUBLIC - OREGON
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MY COMMISSION EXPIRES SEPTEMBER 06, 2016

THE STAFF OF THE DIVISION OF SECURITIES

By: _____ 11/12/14
Lillian Alves Date
Deputy Securities Commissioner