

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 68754 / January 29, 2013

ACCOUNTING AND AUDITING ENFORCEMENT
Release No. 3442 / January 29, 2013

ADMINISTRATIVE PROCEEDING
File No. 3-15191

In the Matter of

BRIAN D. FOX,

Respondent.

**ORDER INSTITUTING PUBLIC
ADMINISTRATIVE PROCEEDINGS AND
IMPOSING TEMPORARY SUSPENSION
PURSUANT TO RULE 102(e)(3) OF THE
COMMISSION'S RULES OF PRACTICE**

I.

The Securities and Exchange Commission ("Commission") deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted pursuant to Rule 102(e)(3) of the Commission's Rules of Practice against Brian D. Fox ("Respondent" or "Fox").

II.

The Commission finds that:

A. RESPONDENT

1. Brian D. Fox, age 64, served as Powder River Petroleum International, Inc.'s ("Powder River" or the "company") sole director, president and CEO from December 2003 until July 2008, and as its CFO until August 2007. From year-end 2004 through the first-quarter 2008, Fox misled the investing public by fraudulently inflating the revenue and assets and fraudulently omitting major liabilities, of Powder River in the company's Commission filings, and by making other false and misleading public disclosures.

B. CIVIL INJUNCTION

2. On November 2, 2012, the U.S. District Court for the Northern District of Oklahoma entered judgment against Fox, permanently enjoining him from future violations, direct or indirect, of Sections 10(b), 13(a), 13(b)(2)(A), 13(b)(2)(B) and 13(b)(5) of the Securities Exchange Act of 1934 (the “Exchange Act”) and Rules 10b-5, 12b-20, 13a-1, 13a-13, 13b2-1 and 13b2-2 thereunder. The Judgment further prohibited Fox, pursuant to Exchange Act Section 21(d)(2), from acting as an officer or director of any issuer that has a class of securities registered pursuant to Section 12 of the Exchange Act or required to file reports pursuant to Section 15(d) of the Exchange Act. Securities and Exchange Commission v. Brian D. Fox, Civil Action Number 4:11-CV-0211-CVE-PJC.

3. The Commission’s complaint alleged that from year-end 2004 through the first-quarter 2008, Fox misled the investing public by fraudulently inflating the revenue and assets and fraudulently omitting major liabilities, of Powder River in the company’s Commission filings, and by making other false and misleading public disclosures. From year-end 2004, Powder River conveyed working interests in oil-and-gas leases to investors in Asia for over \$43 million. Because Powder River promised full repayment of the working interest investors’ initial investment, with a 9% guaranteed annual return of principal, these transactions were, in reality, loans. But Powder River, with Fox as chairman, president, CFO and Chief Executive Officer CEO, improperly recognized the loan proceeds as revenue in the company’s financial statements. These bogus revenues were incorporated in Powder River’s quarterly and annual public filings with the SEC.

III.

Based upon the foregoing, the Commission finds that a court of competent jurisdiction has permanently enjoined Brian D. Fox, from violating the Federal securities laws within the meaning of Rule 102(e)(3)(i)(A) of the Commission’s Rules of Practice. In view of these findings, the Commission deems it appropriate and in the public interest that Brian D. Fox be temporarily suspended from appearing or practicing before the Commission.

IT IS HEREBY ORDERED that Brian D. Fox be, and hereby is, temporarily suspended from appearing or practicing before the Commission. This Order shall be effective upon service on the Respondent.

IT IS FURTHER ORDERED that Brian D. Fox may within thirty days after service of this Order file a petition with the Commission to lift the temporary suspension. If the Commission within thirty days after service of the Order receives no petition, the suspension shall become permanent pursuant to Rule 102(e)(3)(ii).

If a petition is received within thirty days after service of this Order, the Commission shall, within thirty days after the filing of the petition, either lift the temporary suspension, or set the matter down for hearing at a time and place to be designated by the Commission, or both. If a hearing is ordered, following the hearing, the Commission may lift the suspension, censure the petitioner, or disqualify the petitioner from appearing or practicing before the Commission for a

period of time, or permanently, pursuant to Rule 102(e)(3)(iii).

This Order shall be served upon Brian D. Fox personally or by certified mail at his last known address.

By the Commission.

Elizabeth M. Murphy
Secretary