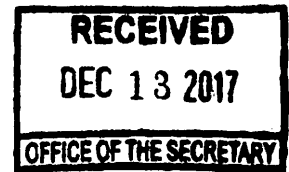


UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION.

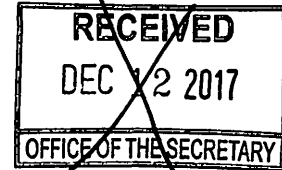


ADMINISTRATIVE PROCEEDING
File No. 3-18017

In the Matter of

Can-Cal Resources, Ltd., *et al.*,

Respondents.



DIVISION OF ENFORCEMENT'S MOTION TO SUBSTITUTE EXHIBITS

The Division of Enforcement ("Division"), by counsel, respectfully moves to substitute the attached Declaration of Robert W. Nesbitt containing new Exhibits 8 and 9 (the "Declaration") for Exhibit 5 to the Division's Motion for Summary Disposition, which was previously filed on November 3, 2017 (the "Motion"). Replacing Exhibit 5 with the attached Declaration is necessary because it has come to the Division's attention that the previously filed Exhibit 5 is inaccurate, and does not support the statement on p. 3 of the Motion that the stock of Can-Cal Resources Ltd. ("Can-Cal") "had 38 trades on the over-the-counter ("OTC") markets with a dollar volume of \$1.1 million, and share volume of 1.4 million shares."

In particular, allowing the attached document to replace the previously filed Exhibit 5 will correct the following errors. The information from the upper right-hand corner of Exhibit 5 was meant to represent the entire OTC market, not just Can-Cal's stock (symbol "CCRE"). Moreover, the entire OTC market had over 10,000 securities as of November 3, 2017, and the other numbers for dollar volume, share volume, and trades should have been much larger numbers. The Division has consulted with OTC Markets

Group, Inc., and OTC Markets Group, Inc. believes that some type of inadvertent glitch caused the inaccurate printout that the Division made from OTC Markets' website that was submitted as Exhibit 5.

The attached Declaration of Robert W. Nesbitt, a Market Surveillance Specialist in the Division's Office of Market Surveillance, introduces and authenticates two current printouts from the Bloomberg Financial database that provide an accurate picture of the current trading in Can-Cal's stock (symbol "CCRE"), which is relevant to the Court's application of the factors in *Gateway Int'l Holdings, Inc.*, Securities Exchange Act Rel. No. 53907, 2006 SEC LEXIS 1288 (May 31, 2006), and a determination of whether revocation is the appropriate sanction under Section 12(j) of the Exchange Act. The two Bloomberg printouts are marked as Division Exhibits 8 and 9.

Finally, the Respondent and the Intervenors will not be prejudiced by the substitution of the Declaration for Exhibit 5 because the deadline for filing their oppositions to the Division's motion has been extended to January 5, 2018.

Conclusion

For the reasons set forth above, the Division respectfully requests that the Court allow the Division to substitute the attached Declaration of Robert W. Nesbitt for Exhibit 5 to the Division's Motion for Summary Disposition filed on November 3, 2017.

Dated: December 13, 2017

Respectfully submitted,



James M. Carlson (202) 551-3711
Neil J. Welch, Jr. (202) 551-4731
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549-6010

COUNSEL FOR
DIVISION OF ENFORCEMENT

CERTIFICATE OF SERVICE

I hereby certify that true copies of the Division of Enforcement's Motion to Substitute Exhibits and attached Declaration of Robert W. Nesbitt were served on the following on this 13th day of December, 2017, in the manner indicated below:

By Hand:

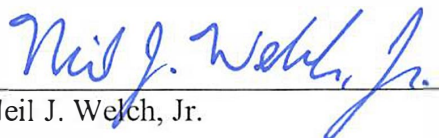
The Honorable Brenda P. Murray
Chief Administrative Law Judge
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549-2557

By Priority Mail Express:

Justin Jones, Esq.
3556 E. Russell Rd., 2nd Floor
Las Vegas, NV 89120
(Registered Agent and Counsel for Can-Cal Resources, Inc.)

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2000 S. Colorado Blvd.
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Las Vegas, NV 89145
(Counsel for Intervenors)


Neil J. Welch, Jr.

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING

File No. 3-18017

In the Matter of

Can-Cal Resources, Ltd., et al.,

Respondents.

**DECLARATION OF ROBERT W. NESBITT IN SUPPORT OF
DIVISION OF ENFORCEMENT'S MOTION FOR SUMMARY DISPOSITION**

ROBERT W. NESBITT, pursuant to 28 U.S.C. § 1746, declares:

1. I am a Market Surveillance Specialist in the Office of Market Surveillance of the Division of Enforcement ("Division") of the Securities and Exchange Commission ("Commission"), and have been so employed since 2009. My duties include providing market analysis for the Division's investigations and civil enforcement actions against persons and entities alleged to have violated the federal securities laws. I submit this Declaration in support of the Division's Motion for Summary Disposition against respondent Can-Cal Resources Ltd. ("Can-Cal").

2. Attached hereto as Exhibit 8 is a true copy of a six-page Bloomberg report entitled "Historical Price Table," which shows the daily volume in Can-Cal's stock (symbol "CCRE") between January 3, 2017 and November 28, 2017. The total trade volume for CCRE stock during this time period is 340,212 shares.

3. Attached hereto as Exhibit 9 is a true copy of a two-page Bloomberg report entitled "Trade/Quote Recap," which shows the volume of each trade in Can-Cal's

stock (symbol "CCRE") in the "min size" column when multiplied by 100. The daily aggregate volume of each trade in Exhibit 9 equals the daily volume in Exhibit 8 (if multiplied by 100), and also shows the individual execution price of each trade. Multiplying the volume by the execution prices in aggregate gives the total dollar volume for the period. The total dollar volume in Can-Cal stock was approximately \$8,700 for all trades between January 3, 2017 and November 28, 2017.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on December 13, 2017.



Robert W. Nesbitt

Division Ex. 8

CCRE US Equity 96 Export to Excel 97 Settings

Page 1/6 Historical Price Table

Can-Cal Resources Ltd

Range 01/03/2017 - 11/28/2017 Period Daily

Market Last Price Volume Currency USD

View Price Table

High .035 on 02/27/17
 Low .015 on 11/28/17
 Average .0262 18,901
 Net Chg -.005 -25.00%

Date	Last Price	Volume	Date	Last Price	Volume	Date	Last Price	Volume
Fr 12/01/17			Fr 11/10/17			Fr 10/20/17		
Th 11/30/17			Th 11/09/17			Th 10/19/17		
We 11/29/17			We 11/08/17			We 10/18/17		
Tu 11/28/17 L	.015	4,500	Tu 11/07/17			Tu 10/17/17		
Mo 11/27/17			Mo 11/06/17			Mo 10/16/17		
Fr 11/24/17			Fr 11/03/17			Fr 10/13/17		
Th 11/23/17			Th 11/02/17			Th 10/12/17		
We 11/22/17			We 11/01/17			We 10/11/17		
Tu 11/21/17			Tu 10/31/17			Tu 10/10/17		
Mo 11/20/17			Mo 10/30/17			Mo 10/09/17		
Fr 11/17/17			Fr 10/27/17			Fr 10/06/17		
Th 11/16/17			Th 10/26/17			Th 10/05/17		
We 11/15/17			We 10/25/17			We 10/04/17		
Tu 11/14/17			Tu 10/24/17	.03	1,083	Tu 10/03/17		
Mo 11/13/17			Mo 10/23/17			Mo 10/02/17		

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Screen Printed

CCRE US Equity 96) Export to Excel 97) Settings

Page 2/6 Historical Price Table

Can-Cal Resources Ltd

Range 01/03/2017 - 11/28/2017 Period Daily

Market Last Price Volume Currency USD

View Price Table

High .035 on 02/27/17
 Low .015 on 11/28/17
 Average .0262 18,901
 Net Chg -.005 -25.00%

Date	Last Price	Volume	Date	Last Price	Volume	Date	Last Price	Volume
Fr 09/29/17			Fr 09/08/17			Fr 08/18/17		
Th 09/28/17			Th 09/07/17			Th 08/17/17		
We 09/27/17			We 09/06/17			We 08/16/17		
Tu 09/26/17			Tu 09/05/17			Tu 08/15/17		
Mo 09/25/17			Mo 09/04/17			Mo 08/14/17		
Fr 09/22/17			Fr 09/01/17			Fr 08/11/17		
Th 09/21/17			Th 08/31/17			Th 08/10/17		
We 09/20/17			We 08/30/17			We 08/09/17		
Tu 09/19/17			Tu 08/29/17			Tu 08/08/17		
Mo 09/18/17			Mo 08/28/17			Mo 08/07/17		
Fr 09/15/17			Fr 08/25/17			Fr 08/04/17		
Th 09/14/17			Th 08/24/17			Th 08/03/17		
We 09/13/17			We 08/23/17			We 08/02/17		
Tu 09/12/17			Tu 08/22/17			Tu 08/01/17		
Mo 09/11/17			Mo 08/21/17			Mo 07/31/17		

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Screen Printed

CCRE US Equity 96 Export to Excel 97 Settings

Page 3/6 Historical Price Table

Can-Cal Resources Ltd

Range 01/03/2017 - 11/28/2017 Period Daily

Market Last Price Volume Currency USD

View Price Table

High .035 on 02/27/17
 Low .015 on 11/28/17
 Average .0262 18,901
 Net Chg -.005 -25.00%

Date	Last Price	Volume	Date	Last Price	Volume	Date	Last Price	Volume
Fr 07/28/17			Fr 07/07/17			Fr 06/16/17		
Th 07/27/17	.02	100,000	Th 07/06/17			Th 06/15/17		
We 07/26/17			We 07/05/17			We 06/14/17		
Tu 07/25/17			Tu 07/04/17			Tu 06/13/17		
Mo 07/24/17			Mo 07/03/17			Mo 06/12/17		
Fr 07/21/17			Fr 06/30/17			Fr 06/09/17		
Th 07/20/17			Th 06/29/17			Th 06/08/17		
We 07/19/17			We 06/28/17			We 06/07/17		
Tu 07/18/17			Tu 06/27/17			Tu 06/06/17		
Mo 07/17/17			Mo 06/26/17			Mo 06/05/17		
Fr 07/14/17			Fr 06/23/17			Fr 06/02/17		
Th 07/13/17			Th 06/22/17			Th 06/01/17		
We 07/12/17			We 06/21/17			We 05/31/17		
Tu 07/11/17			Tu 06/20/17			Tu 05/30/17	.025	10,000
Mo 07/10/17			Mo 06/19/17			Mo 05/29/17		

SN 680097 EST GMT-5:00 G690-2686-0 04-Dec-2017 16:56:54

Screen Printed

CCRE US Equity 96) Export to Excel 97) Settings

Page 4/6 Historical Price Table

Can-Cal Resources Ltd

Range 01/03/2017 - 11/28/2017 Period Daily

Market Last Price Volume Currency USD

View Price Table

High .035 on 02/27/17
 Low .015 on 11/28/17
 Average .0262 18,901
 Net Chg -.005 -25.00%

Date	Last Price	Volume	Date	Last Price	Volume	Date	Last Price	Volume
Fr 05/26/17			Fr 05/05/17			Fr 04/14/17		
Th 05/25/17			Th 05/04/17			Th 04/13/17		
We 05/24/17			We 05/03/17			We 04/12/17		
Tu 05/23/17			Tu 05/02/17			Tu 04/11/17		
Mo 05/22/17			Mo 05/01/17	.025	564	Mo 04/10/17		
Fr 05/19/17			Fr 04/28/17			Fr 04/07/17		
Th 05/18/17			Th 04/27/17	.025	2,000	Th 04/06/17		
We 05/17/17			We 04/26/17			We 04/05/17		
Tu 05/16/17	.025	2,035	Tu 04/25/17			Tu 04/04/17		
Mo 05/15/17			Mo 04/24/17			Mo 04/03/17		
Fr 05/12/17			Fr 04/21/17			Fr 03/31/17		
Th 05/11/17			Th 04/20/17			Th 03/30/17		
We 05/10/17			We 04/19/17			We 03/29/17		
Tu 05/09/17	.025	2,000	Tu 04/18/17			Tu 03/28/17		
Mo 05/08/17			Mo 04/17/17			Mo 03/27/17		

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Screen Printed

CCRE US Equity 96 Export to Excel 97 Settings

Page 5/6 Historical Price Table

Can-Cal Resources Ltd

Range 01/03/2017 - 11/28/2017 Period Daily

Market Last Price Volume Currency USD

View Price Table

High .035 on 02/27/17
 Low .015 on 11/28/17
 Average .0262 18,901
 Net Chg -.005 -25.00%

Date	Last Price	Volume	Date	Last Price	Volume	Date	Last Price	Volume
Fr 03/24/17	.025	1,000	Fr 03/03/17			Fr 02/10/17	.03	1,000
Th 03/23/17			Th 03/02/17			Th 02/09/17		
We 03/22/17			We 03/01/17			We 02/08/17		
Tu 03/21/17			Tu 02/28/17	.0195	2,000	Tu 02/07/17	.0294	5,000
Mo 03/20/17			Mo 02/27/17	.035	1,000	Mo 02/06/17		
Fr 03/17/17	.03	100,080	Fr 02/24/17			Fr 02/03/17		
Th 03/16/17			Th 02/23/17			Th 02/02/17		
We 03/15/17			We 02/22/17			We 02/01/17		
Tu 03/14/17			Tu 02/21/17	.0333	40,000	Tu 01/31/17		
Mo 03/13/17			Mo 02/20/17			Mo 01/30/17		
Fr 03/10/17			Fr 02/17/17			Fr 01/27/17		
Th 03/09/17			Th 02/16/17	.03	19,350	Th 01/26/17		
We 03/08/17			We 02/15/17			We 01/25/17		
Tu 03/07/17			Tu 02/14/17			Tu 01/24/17		
Mo 03/06/17			Mo 02/13/17			Mo 01/23/17		

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Screen Printed

CCRE US Equity 96 Export to Excel 97 Settings

Page 6/6 Historical Price Table

Can-Cal Resources Ltd

Range 01/03/2017 - 11/28/2017 Period Daily

Market Last Price Volume Currency USD

View Price Table

High .035 on 02/27/17
 Low .015 on 11/28/17
 Average .0262 18,901
 Net Chg -.005 -25.00%

Date	Last Price	Volume	Date	Last Price	Volume	Date	Last Price	Volume
Fr 01/20/17								
Th 01/19/17								
We 01/18/17								
Tu 01/17/17								
Mo 01/16/17								
Fr 01/13/17								
Th 01/12/17								
We 01/11/17								
Tu 01/10/17								
Mo 01/09/17	.03	48,000						
Fr 01/06/17								
Th 01/05/17								
We 01/04/17								
Tu 01/03/17	.02	600						

SN 680097 EST GMT-5:00 G690-2686-0 04-Dec-2017 16:56:55

Division Ex. 9

CCRE US \$ C .015 -0.015 --/-- --X--
 On 28 Nov Vol 4,500 O .015V H .015V L .015V Val 67.50

CCRE US Equity 1) Actions 97) Settings Page 1 Trade/Quote Recap

Range 01/03/17 04:00:00 - 11/28/17 20:30:00

Trade Recap Quote Recap

Show Ticks All Con d Code Definitions

High .015 Low .015

Date	Time	Size (x100)	Price	E	Cond	Date	Time	Size (x100)	Price	E	Cond
		<min size>									
11/28	20:10:00		.015	V	CC	05/01	17:20:00		.025	V	CC
11/28	17:20:00		↓.015	V	CC	05/01	09:58:26	5.64	.025	V	
11/28	12:18:24	45	↓.015	V		04/27	20:10:00		.025	V	CC
10/24	20:10:00		.03	V	CC	04/27	17:19:59		.025	V	CC
10/24	17:19:59		.03	V	CC	04/27	09:30:05	20	.025	V	
10/24	14:10:11	10.83	↑.03	V		03/24	20:10:00		.025	V	CC
07/27	20:10:00		.02	V	CC	03/24	17:19:59		.025	V	CC
07/27	17:19:59		.02	V	CC	03/24	15:47:12	10	↓.025	V	
07/27	15:06:46	1000	↓.02	V		03/17	20:10:00		.03	V	CC
05/30	20:10:00		.025	V	CC	03/17	17:20:00		.03	V	CC
05/30	17:20:00		.025	V	CC	03/17	15:39:19	500	.03	V	
05/30	14:38:37	100	.025	V		03/17	10:15:09	0.8	.0339	V	OL
05/16	20:10:00		.025	V	CC	03/17	09:55:56	500	↑.03	V	
05/16	17:19:59		.025	V	CC	02/28	20:10:00		.0195	V	CC
05/16	12:04:05	20.35	.025	V		02/28	17:19:59		.0195	V	CC
05/09	20:10:00		.025	V	CC	02/28	09:30:02	20	↓.0195	V	
05/09	17:19:59		.025	V	CC	02/27	20:10:00		.035	V	CC
05/09	12:32:12	20	.025	V		02/27	17:20:00		.035	V	CC
05/01	20:10:00		.025	V	CC	02/27	09:30:02	10	↑.035	V	

Currency USD

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Page

CCR US Equity 1) Actions 97) Settings
 Range 01/03/17 04:00:00 - 11/23/17 20:30:00

Page 2 Trade/Quote Recap

Trade Recap Quote Recap
 Show Ticks All Cond Code Definitions

High .015 Low .015

Date	Time	Size (x100)	Price	E	Cond	Date	Time	Size (x100)	Price	E	Cond
<min size>											
02/21	20:10:00		.0333	V	CC	01/09	10:02:16	100	↑.03	V	
02/21	17:20:00		.0333	V	CC	01/09	10:02:13	166.91	.02	V	
02/21	15:15:01	100	↓.0333	V		01/09	09:30:28	60	.02	V	
02/21	15:15:01	100	↑.035	V		01/09	09:30:26	100	↓.02	V	
02/21	13:56:51	200	.03	V		01/09	09:30:15	20	↑.021	V	
02/16	20:10:00		.03	V	CC	01/03	20:10:00		.02	V	CC
02/16	17:19:59		.03	V	CC	01/03	17:20:00		.02	V	CC
02/16	14:57:09	13.5	↑.03	V		01/03	09:30:03	6	↓.02	V	
02/16	14:57:09	80	↑.029	V							
02/16	13:16:08	100	↓.025	V							
02/10	20:10:00		.03	V	CC						
02/10	17:19:59		.03	V	CC						
02/10	11:42:01	10	↑.03	V							
02/07	20:10:00		.0295	V	CC						
02/07	17:19:59		.0295	V	CC						
02/07	09:30:01	50	↓.0295	V							
01/09	20:10:00		.03	V	CC						
01/09	17:20:00		.03	V	CC						
01/09	10:05:42	33.09	.03	V							

Currency USD

SN 680097 EST GMT-5:00 G690-2686-0 04-Dec-2017 16:56:10