

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C.**

SECURITIES ACT OF 1933  
Release No. 8948 / July 31, 2008

SECURITIES EXCHANGE ACT OF 1934  
Release No. 58270 / July 31, 2008

ADMINISTRATIVE PROCEEDING  
File No. 3-13109

In the Matter of Lexington Resources, Inc., Grant Atkins and Gordon Brent Pierce

The United States Securities and Exchange Commission (Commission) today issued an Order Instituting Cease-and-Desist Proceedings Pursuant to Section 8A of the Securities Act of 1933 and Section 21C of the Securities Exchange Act of 1934 (Order) against Lexington Resources, Inc. (Lexington), based in Las Vegas, NV; Lexington CEO and Chairman Grant Atkins (Atkins), 48, of Vancouver, Canada; and Gordon Brent Pierce (Pierce), 51, also of Vancouver, Canada.

The Division of Enforcement alleges in the Order that Lexington and Atkins issued over 5 million shares of Lexington stock to Pierce and Pierce's business associates, who then commenced a massive spam and newsletter campaign to promote the stock, more than doubling Lexington's stock price and allowing Pierce to net millions of dollars when he sold his shares to the public. According to the allegations, these parties failed to register their stock sales, avoiding the public disclosures and other investor protections of the federal securities laws. Instead, the Order alleges, Lexington improperly relied on a short-form registration statement, Form S-8, which is reserved for certain employees and consultants and expressly prohibits use by stock promoters.

The Division of Enforcement alleges that Lexington, Atkins and Pierce violated the registration provisions of Sections 5(a) and 5(c) of the Securities Act of 1933, and that Pierce violated the stock ownership reporting provisions of Sections 13(d) and 16(a) of the Securities Exchange Act of 1934 and Rules 13d-1, 13d-2 and 16a-3 thereunder.

An administrative hearing will be scheduled to determine whether the allegations in the Order are true, and to provide Lexington, Atkins and Pierce an opportunity to establish any defenses to the allegations. The proceedings also will determine whether remedial actions are appropriate. As directed by the Commission, the administrative law judge shall issue an initial decision in this matter no later than 300 days from the date of service of the Order.