

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 79349 / November 18, 2016

ADMINISTRATIVE PROCEEDING
File No. 3-17689

<p>In the Matter of</p> <p style="text-align:center">NICHOLAS R. HAMILTON,</p> <p>Respondent.</p>
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**ORDER INSTITUTING
ADMINISTRATIVE PROCEEDINGS
PURSUANT TO SECTION 15(b) OF
THE SECURITIES EXCHANGE ACT
OF 1934, MAKING FINDINGS AND
IMPOSING REMEDIAL SANCTIONS**

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 Section 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”) against Nicholas R. Hamilton (“Respondent”).

II.

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over him and the subject matter of these proceedings and the findings contained in paragraph III.3 below, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Section 15(b) of the Securities Exchange Act of 1934, Making Findings, and Imposing Remedial Sanctions (“Order”), as set forth below.

III.

On the basis of this Order and Respondent’s Offer, the Commission finds that:

1. Hamilton, age 29, is a resident of Fort Worth, Texas. He has never been registered with the Commission or FINRA in any capacity. From 2012 through 2014, while acting as a broker, Hamilton used means of interstate commerce to induce investors to purchase the securities of Southlake Resources Group, LLC, fka Southlake Energy, LLC (“Southlake”), a Missouri limited liability company headquartered in Fort Worth, Texas.

2. On October 27, 2016, a final judgment was entered by consent against Hamilton, permanently enjoining him from future violations of Section 15(a) of the Exchange Act in the civil action entitled *Securities and Exchange Commission v. Southlake Resources Group, LLC et al.*, Civil Action No. 4:16-cv-00992-O, in the United States District Court for the Northern District of Texas, Fort Worth Division.

3. The Commission's complaint alleged, among other things, that Hamilton was the lead salesperson at Southlake and acted as an unregistered broker in offering and selling securities in Southlake's oil-and-gas programs. The complaint alleged that Hamilton and other members of Southlake's sales force raised more than \$5.2 million from investors in 12 Southlake securities offerings.

IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanctions agreed to in Respondent Hamilton's Offer.

Accordingly, it is hereby ORDERED pursuant to Section 15(b)(6) of the Exchange Act that Respondent Hamilton be, and hereby is barred from association with any broker, dealer, investment adviser, municipal securities dealer, municipal advisor, transfer agent, or nationally recognized statistical rating organization; and

Pursuant to Section 15(b)(6) of the Exchange Act Respondent Hamilton be, and hereby is barred from participating in any offering of a penny stock, including: acting as a promoter, finder, consultant, agent or other person who engages in activities with a broker, dealer or issuer for purposes of the issuance or trading in any penny stock, or inducing or attempting to induce the purchase or sale of any penny stock.

Any reapplication for association by the Respondent will be subject to the applicable laws and regulations governing the reentry process, and reentry may be conditioned upon a number of factors, including, but not limited to, the satisfaction of any or all of the following: (a) any disgorgement ordered against the Respondent, whether or not the Commission has fully or partially waived payment of such disgorgement; (b) any arbitration award related to the conduct that served as the basis for the Commission order; (c) any self-regulatory organization arbitration award to a customer, whether or not related to the conduct that served as the basis for the Commission order; and (d) any restitution order by a self-regulatory organization, whether or not related to the conduct that served as the basis for the Commission order.

By the Commission.

Brent J. Fields
Secretary