

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff

v.

Ronald D. Brooks,

Defendant

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Case No.: 3:12-cv-2716

COMPLAINT

Plaintiff Securities and Exchange Commission (“Commission”) alleges against Defendant Ronald D. Brooks, as follows:

Summary

1. While serving as chairman of the board of Standard Oil Company USA, Inc. (“Standard”) in 2010, Brooks certified Standard public disclosures that said he had no criminal convictions.¹ In reality, Brooks had been convicted of multiple felonies, including securities fraud. While Brooks’s false statement was publicly available to Standard’s investors, Standard’s stock traded on OTC Pink, an over-the-counter securities market. As a result, Brooks committed securities fraud in violation of Sections 10(b) of the Securities Exchange Act of 1934 (“Exchange Act”) [15 U.S.C. §§ 78j(b) and 78o(a)(1)] and Rule 10b-5 [17 C.F.R. § 240.10b-5] thereunder.

2. To protect the public from further violations, the Commission seeks a final judgment against Brooks, permanently enjoining him from future violative conduct, ordering

¹ On March 19, 2012, Standard changed its name to Gold Mining USA, Inc. For clarity, the entity is referred to as Standard throughout this complaint.

him to disgorge illegal profits or unjust enrichment, and imposing a civil money penalty, an officer-and-director bar, and a penny-stock bar against him.

Jurisdiction and Venue

3. The Commission brings this action under Section 21(d) of the Exchange Act [15 U.S.C. § 78u(d)], seeking to restrain and enjoin permanently Brooks from engaging in the acts, practices, and courses of business alleged herein.

4. This Court has jurisdiction over this action under and Section 27 of the Exchange Act [15 U.S.C. § 78aa].

5. Brooks, directly and indirectly, made use of the mails and of the means and instrumentalities of interstate commerce in connection with the transactions, acts, practices, and courses of business described in this Complaint.

6. Venue is proper because transactions, acts, practices, and courses of business described below occurred within the jurisdiction of the Northern District of Texas.

Parties

7. Plaintiff Commission is an agency of the United States of America charged with enforcing the federal securities laws.

8. Defendant Brooks, 54, was chairman of the board of Standard—a company incorporated in Florida and based in Dallas, Texas—from approximately March 15, 2010 to at least April 29, 2011.

Facts

9. On May 19, 2010, Standard filed an Initial Company Information and Disclosure Statement (“Initial Disclosure”) with OTC Pink, as required by OTC Pink rules. Standard’s Initial Disclosure provided basic company information including, the nature of Standard’s

business and information about its management. One Initial Disclosure item asked whether Brooks had “a conviction in a criminal proceeding . . . (excluding traffic violations and other minor offenses).” In response to this item, the Initial Disclosure said, “No.”

10. The Initial Disclosure contained the following certification:

I, Ron Brooks, certify that:

1. I have reviewed this Issuer Disclosure Form of Standard Oil Company USA, Inc.

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

11. Immediately below this certification, Brooks signed it and dated it May 19, 2010.

Brooks’s certification was false. In reality, Brooks had been convicted of three felonies in separate cases and sentenced to prison each time. He was convicted in Kansas state court for securities-law violations in 1987 and 1992. In 1993, he was convicted of aiding and abetting concealment of property from the Federal Deposit Insurance Corporation in the United States District Court for the District of Kansas

12. On May 20, 2010, OTC Pink published the Initial Disclosure on the Standard section of the OTC Pink website, as required by OTC Pink rules. From May 20, 2010, through April 29, 2011, Standard’s stock traded on the OTC Pink securities market at average volume of approximately 1.22 million shares per day.

CLAIM

Violation of Section 10(b) of the Exchange Act and Rule 10b-5

13. Plaintiff Commission re-alleges and incorporates paragraphs 1 through 12 of this Complaint by reference as if set forth verbatim.

14. Defendant, directly or indirectly, singly or in concert with others, in connection with the purchase or sale of securities, by use of the means and instrumentalities of interstate commerce and by use of the mails have: (a) employed devices, schemes, and artifices to defraud; (b) made untrue statements of a material fact and omitted to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; and (c) engaged in acts, practices, and courses of business which operate or would operate as a fraud and deceit upon purchasers, prospective purchasers, and any other persons.

15. Defendant knowingly or recklessly made the untrue statements and omissions and engaged in the devices, schemes, artifices, acts, practices, and courses of business described above.

16. By reason of the foregoing, Defendant violated and, unless enjoined, will continue to violate Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5].

RELIEF REQUESTED

WHEREFORE, Plaintiff respectfully requests that this Court:

I.

Permanently enjoin Defendant Brooks from violating Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5 [17 C.F.R. § 240.10b-5] thereunder.

II.

Order Defendant Brooks to pay a civil money penalty in an amount determined appropriate by the Court pursuant to Section 21(d) of the Exchange Act [15 U.S.C. § 78u(d)] for the violations alleged herein.

III.

Permanently bar Defendant Brooks from participating in an offering of penny stock, pursuant to Section 21(d)(6) of the Exchange Act [15 U.S.C. § 78u(d)(6)].

IV.

Permanently bar Defendant Brooks from serving as an officer or director of a public reporting company pursuant to Section 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2)].

V.

Order Defendant Brooks to disgorge an amount equal to the amount by which he profited or was otherwise unjustly enriched as a result of the violations alleged herein.

Order such other relief as this Court may deem just and proper.

Dated: August 9, 2012

Respectfully submitted,

s/Timothy S. McCole

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