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**STATE OF CALIFORNIA**  
**BUSINESS, TRANSPORTATION AND HOUSING AGENCY**  
**DEPARTMENT OF CORPORATIONS**

**TO: Energy Group of America, Inc.**  
**American Energy Group**  
**Mark A. Cook**  
**Norman W. Cook**  
304 Flynn Road  
Branson, MO 65616

**American Energy Group of California, Inc.**  
**Chris Bryan**  
1300 Bristol North, Suite 100  
Newport Beach, CA 92660

**DESIST AND REFRAIN ORDER**  
(For violations of sections 25110 and 25401 of the Corporations Code)

The California Corporations Commissioner finds that:

1. At all relevant times, Energy Group of America, Inc. (“EGA”) conducted business as American Energy Group (“AEG”). AEG’s last known business address was at 304 Flynn Road, Branson, Missouri 65616. AEG was purportedly in the oil and gas business.
2. At all relevant times, AEG operated as American Energy Group of California, Inc. (“AEG of California”) for the purpose of conducting business in the state of California. AEG of California’s last known business address was at 1300 Bristol North, Suite 100, Newport Beach, CA 92660.
3. At all relevant times, Mark A. Cook was chief executive officer of EGA, AEG and AEG of California.
4. At all relevant times, Norman W. Cook was the president of EGA, AEG and AEG of California.
5. At all relevant times, Chris Bryan was a senior vice president of AEG of California.
6. Beginning in at least June 2005, EGA, AEG, AEG of California, Mark A. Cook, Norman W. Cook and Chris Bryan offered and sold securities in the form of common stock in AEG of California.

1 7. The purported purpose of the offering was to raise funds for research and development, and  
2 administrative costs.

3 8. These securities were offered or sold in this state in issuer transactions. The Department of  
4 Corporations has not issued a permit or other form of qualification authorizing any person to offer or  
5 sell these securities in this state.

6 9. EGA, AEG, AEG of California, Mark A. Cook, Norman W. Cook and Chris Bryan, in  
7 connection with the offers and sales of common stock in AEG of California, made untrue statements  
8 of material fact or omitted to state material facts necessary in order to make the statements made, in  
9 the light of the circumstances under which they were made, not misleading. These  
10 misrepresentations and/or omissions included, but are not limited to:

- 11 a. AEG of California was going public;
- 12 b. AEG of California was a California corporation.

13 Based upon the foregoing findings, the California Corporations Commissioner is of the  
14 opinion that the common stock in AEG of California are securities subject to qualification under the  
15 California Corporate Securities Law of 1968 and are being or have been offered or sold without first  
16 being qualified. Pursuant to Section 25532 of the Corporate Securities Law of 1968, Energy Group  
17 of America, Inc., American Energy Group, American Energy Group of California, Inc., Mark A.  
18 Cook, Norman W. Cook and Chris Bryan are hereby ordered to desist and refrain from the further  
19 offer or sale in the State of California of securities, including but not limited to common stock, unless  
20 and until qualification has been made under said law or unless exempt.

21 Further, the California Corporations Commissioner is of the opinion that the securities of  
22 AEG of California were offered or sold in this state by means of written or oral communications  
23 which included an untrue statement of a material fact or omitted to state a material fact necessary in  
24 order to make the statements made, in the light of the circumstances under which they were made, not  
25 misleading, in violation of section 25401 of the Corporate Securities Law of 1968. Pursuant to  
26 Section 25532 of the Corporate Securities Law of 1968, Energy Group of America, Inc., American  
27 Energy Group, American Energy Group of California, Inc., Mark A. Cook, Norman W. Cook and  
28 Chris Bryan are hereby ordered to desist and refrain from offering or selling or buying or offering to

1 buy any security in the State of California, including but not limited to common stock, by means of  
2 any written or oral communication which includes an untrue statement of a material fact or omits to  
3 state a material fact necessary in order to make the statements made, in the light of the circumstances  
4 under which they were made, not misleading.

5 This Order is necessary, in the public interest, for the protection of investors and consistent  
6 with the purposes, policies, and provisions of the Corporate Securities Law of 1968.

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8 Dated: May 4, 2006  
9 Los Angeles, California

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WAYNE STRUMPFER  
Acting California Corporations Commissioner

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By \_\_\_\_\_  
ALAN S. WEINGER  
Acting Deputy Commissioner  
Enforcement Division

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