

UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 90369 / November 6, 2020

ACCOUNTING AND AUDITING ENFORCEMENT
Release No. 4193 / November 6, 2020

ADMINISTRATIVE PROCEEDING
File No. 3-20145

<p>In the Matter of</p> <p style="text-align:center">FRANK G. MUELLER,</p> <p>Respondent.</p>
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**ORDER INSTITUTING PUBLIC
ADMINISTRATIVE PROCEEDINGS
PURSUANT TO RULE 102(e) OF THE
COMMISSION’S RULES OF PRACTICE,
MAKING FINDINGS, AND IMPOSING
REMEDIAL SANCTIONS**

I.

The Securities and Exchange Commission (“SEC” or “Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted against Frank G. Mueller (“Respondent” or “Mueller”) pursuant to Rule 102(e)(3)(i) of the Commission’s Rules of Practice.¹

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

¹ Rule 102(e)(3)(i) provides, in relevant part, that:

The Commission, with due regard to the public interest and without preliminary hearing, may, by order, . . . suspend from appearing or practicing before it any . . . accountant . . . who has been by name . . . permanently enjoined by any court of competent jurisdiction, by reason of his or her misconduct in an action brought by the Commission, from violating or aiding and abetting the violation of any provision of the Federal securities laws or of the rules and regulations thereunder.

proceedings, and the findings contained in Section III.3. below, which are admitted, Respondent consents to the entry of this Order Instituting Public Administrative Proceedings Pursuant to Rule 102(e) of the Commission's Rules of Practice, 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. Mueller, age 66, is a resident of Albuquerque, New Mexico. Mueller joined Santa Fe Gold Corporation ("Santa Fe" or "the company") as assistant controller in 2010. Mueller obtained degrees in accounting, but is not and has not been licensed as a certified public accountant. He served as the company's chief financial officer ("CFO") from May 2014 until July 2020, and was a member of Santa Fe's board of directors from August 2016 to July 2020. He currently serves as Santa Fe's manager of mining operations. As Santa Fe's CFO, Mueller prepared and reviewed Santa Fe's financial statements that the company filed with the Commission, including the financial statements included in Santa Fe's annual report on Form 10-K for the year ended June 30, 2017, filed with the SEC on July 5, 2018 (the "Annual Report"),² and the corresponding management representation letter that Santa Fe provided to its independent auditor, dated July 3, 2018 (the "Management Representation Letter").

2. Santa Fe Gold Corporation, a Delaware corporation with its principal place of business in Albuquerque, New Mexico, is a small mining company. The company filed Chapter 11 Bankruptcy in August 2015 and exited bankruptcy in June 2016. Santa Fe has a class of securities registered under Section 12(g) of the Securities Exchange Act of 1934 ("Exchange Act") and was required to file periodic reports with the Commission pursuant to Section 13 of the Exchange Act and related rules thereunder. Santa Fe, however, was delinquent in its reporting obligations and, on June 29, 2020, the Commission instituted public administrative proceedings pursuant to Section 12(j) of the Exchange Act to determine if the company's Exchange Act registration should be suspended or revoked (the "12(j) Proceeding"). Prior to the 12(j) Proceeding, Santa Fe's common stock was traded on the OTC Marketplace operated by OTC Markets Group, Inc. or "OTC Pink Sheets," under the ticker symbol "SFEG."

3. On October 30, 2020, a final judgment was entered against Mueller, permanently enjoining him from future violations of Sections 17(a)(1) and (3) of the Securities Act of 1933, Sections 10(b) and 13(b)(5) of the Exchange Act and Rules 10b-5, 13b2-1, 13b2-2, and 13a-14 thereunder, and from aiding and abetting violations of Sections 13(a) and 13(b)(2) of the Exchange Act and Rules 12b-20 and 13a-1 thereunder in the civil action entitled Securities and Exchange Commission v. Frank G. Mueller, Civil Action Number 1:20-cv-00984-JB-JHR, in the United

² Santa Fe's 2017 fiscal year ended on June 30, 2017. Santa Fe was delinquent with respect to the filing of its 2017 Form 10-K.

States District Court for the District of New Mexico. Mueller was also ordered to pay a \$50,000 civil money penalty.

4. The Commission's complaint arose out the misappropriation of funds from Santa Fe by its former chief executive officer, Thomas H. Laws ("Laws"). The complaint alleged that Mueller, Santa Fe's CFO at the time of Laws' misappropriation of Santa Fe funds, was reckless in not knowing that Laws had not used at least \$500,000 of Santa Fe's funds for their intended corporate purpose and, as such, that the Annual Report and the Management Representation Letter, both of which Mueller signed, were materially false.

IV.

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

Accordingly, it is hereby ORDERED, effective immediately, that:

A. Mueller is suspended from appearing or practicing before the Commission as an accountant.

B. After five years from the date of this order, Mueller may request that the Commission consider his reinstatement by submitting an application (attention: Office of the Chief Accountant) to resume appearing or practicing before the Commission.

By the Commission.

Vanessa A. Countryman
Secretary