

NMC, INC.
DISCLOSURE DOCUMENT

DATED: March 15, 2009

TABLE OF CONTENTS

FORWARD-LOOKING STATEMENTS	1
OUR BUSINESS	2
MANAGEMENT	4
EXECUTIVE OFFICERS AND KEY EMPLOYEES	7
EXECUTIVE COMPENSATION	7
SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT ...	8
CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS	9
MARKET FOR COMMON EQUITY, OUTSTANDING SECURITIES AND STOCK INFORMATION	11
RISK FACTORS	12
LEGAL PROCEEDINGS	18
FINANCIAL INFORMATION	18

FORWARD-LOOKING STATEMENTS

This Disclosure Document (this “Disclosure Document”) contains forward-looking statements. Such statements can be identified by the use of forward-looking words such as “anticipate,” “estimate,” “project,” “likely,” “believe,” “intend,” “expect” or similar words. These statements relate to our, and, in some cases, our clients’ or business partners’ future plans, objectives, expectations, intentions and financial performance and the assumptions that underlie these statements. All forward-looking statements included in this Disclosure Document are made as of the date hereof, based on information available to us as of such date, and we assume no obligation to update any forward-looking statements. It is important to note that such statements may not prove to be accurate and that our actual results and future events will differ, and could differ materially, from those anticipated in such statements. Among the factors that could cause actual results to differ materially from our expectations are those described under “Risk Factors.” All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by this section and other factors included elsewhere in this Disclosure Document

References in this Disclosure Document to the “Company,” “NMC” or forms of “we” are, unless otherwise specified or evident from the context, references to NMC, Inc. and its consolidated subsidiaries, California Precious Metals, LLC, a California limited liability company, and Peoples, Inc., a Delaware corporation.

OUR BUSINESS

Our Business

Overview. Our business is focused on the exploitation of existing inventories of precious metal concentrates located in the Copper Basin near Skull Valley, Arizona (the “Skull Valley Concentrates”) that we own. In general, “precious metal concentrates” are materials with higher concentrates of valuable metals than occur generally in ore materials but which need additional processing or refinement in order to isolate or extract pure metal. We are not actively processing the Skull Valley Concentrates but continue to conduct various tests, such as seismic studies, custodial assays, core drilling and recovery processing analysis, on the Skull Valley Concentrates and to take steps to assess and preserve the value of the concentrates.

We also hold 17 mining claims covering a 340 acre site in San Bernardino, California and 7 claims covering 140 acres on a site located near Mesquite, Nevada. Independent custodial assays performed on such properties suggest that one or more such claims may be of significant value.

Our future success is dependent on our ability to generate revenue from the sale of the Skull Valley Concentrates or our mining claims in the future by means of a sale, joint venture or other program. We are actively marketing the sale of the Skull Valley Concentrates separately and together with our mining claims and other assets. We are optimistic about the possibility of a revenue-generating transaction or sale; however, we are aware that the process of selling a significant deposit of mineral concentrates or other mineral assets — which includes marketing, testing of the concentrates, review of legal and environmental issues, negotiation of definitive documents and the seeking of required approvals—requires a significant amount of time and is subject to market, macroeconomic, political and other factors. We are uncertain as to when, if and under what terms we will be able to sell the Skull Valley Concentrates or our mining claims, particularly in light the ongoing global financial crisis. In the process of attempting to sell the Skull Valley Concentrates and the mining claims, the Company is has entertained and been willing to consider all reasonable offers.

The Skull Valley Concentrates. In August 2007, we received the results of a seismic study designed to estimate the volume of mineral concentrates included in the Skull Valley Concentrates. Based upon the results of that study, we believe that the Skull Valley Concentrates consist of approximately 279,000 tons of mineral concentrates.

The Skull Valley Concentrates have a book value on our balance sheet of \$432,000,000, representing our cost, in shares of capital stock valued at fair market value, of acquiring the Skull Valley Concentrates. Based upon the results of the recent seismic test and various custodial assays, we determined as part of our annual impairment analysis on the Skull Valley Concentrates that the fair market value of the Skull Valley Concentrates equals or exceeds the book value.

On June 3, 2003, we entered into a contract for the sale of 137,939 tons of the Skull Valley Concentrates to an unrelated party for the sum of \$500 million to be paid over 10 years. We received an aggregate of approximately \$1 million over three years under the contract, but the purchaser failed to make required payments in January and February 2007 and thereafter, leaving NMC no reasonable alternative but to serve the purchaser with a notice of default and termination.

Mining Claims. We have 17 mining claims covering a 340 acre site in San Bernardino, California and seven claims covering 140 acres on a site located near Mesquite, Nevada. Independent custodial assays performed on such properties suggest that one or more such claims may be of significant value. The assays have been limited to surface core drilling to three feet, and the value and content of the resource represented by such claims is inferred from the limited testing to date. We are not actively exploiting those mining properties; however, during 2008 and early 2009, we did authorize a third party to conduct limited testing of the mining claims. We are marketing these mining claims for sale, joint venture or other transaction separately and together with the Skull Valley Concentrates. We may directly or indirectly conduct additional testing and exploration of the mining claims during 2009 as part of that process but do not expect to commence any full scale exploration or mining operations in the near future.

Description of Consolidated Company

NMC, Inc. was incorporated on April 3, 1984. On February 4, 1997, we formed Peoples Mining Company (“PMC”), a Nevada corporation and wholly owned subsidiary. The assets of Peoples Mining LLC and F&H Mining, Inc. were consolidated into PMC. In addition, the first stage concentrated precious metals acquired from Zarzion, Ltd in 1995 were transferred to PMC. On September 9, 2003, NMC, Inc. merged with PMC, with NMC, Inc. continuing as the surviving corporation. In 2007, we created California Precious Metals, LLC, a California limited liability company, in order to hold our California mineral claims. The Company currently has two subsidiaries, Peoples, Inc., a Delaware corporation and California Previous Metals, LLC.

Description of Property

The Skull Valley Concentrates are located in the Copper Basin approximately twenty-two miles from Prescott and two miles from Skull Valley, Arizona on Iron Springs Road on land controlled by the Arizona State Land Department (the “Department”). We do not own the land underneath or surrounding the Skull Valley Concentrates. We used such property under a 20 year mineral lease which expired in 2003, at which time we applied for renewal. We have not received confirmation of the renewal of our lease but have been advised by counsel that the Department permits lessees to continue operations under a lease pending a decision on its renewal. The Department approved our Plan of Operations in 2005 to conduct non-commercial operations on the property subject to the lease.

Based upon court precedent, we believe that the “intentionally stored” Skull Valley Concentrates are personal property, severable from the underlying land, and that we own and have the right to transfer the Skull Valley Concentrates regardless of the status of the underlying lease. We, or a successor, would need approvals from, or permits or leases from, the Department prior to commencing commercial processing of the Skull Valley Concentrates at their current location. We believe that other permits would be required for the removal of the Skull Valley Concentrates from the land on which they are presently situated for processing elsewhere.

Employees

We have no employees other than our Chief Executive Officer. Our day-to-day business has historically been managed by third-party independent contractors, agreements with which were terminated in early 2007.

MANAGEMENT

Directors

The following constitute the directors of the Company as of the date of this Disclosure Document:

Name	Age	Position	Director Since
Michael Sheppard	63	CEO, Chairman of the Board	April 2005
J. Thomas Smith	61	Director	July 2005
George Brown	74	Director	July 2005
Richard W. Hyslop	54	Director	March 2007
Michael J. Magee	51	Director	March 2007

The following paragraphs set forth certain biographical information about each of the foregoing:

Michael Sheppard

Mr. Sheppard has served as the Chief Executive Officer of the Company since September 2004 and as Chairman since April 2005. From July 2003 to September 2004, Mr. Sheppard was formerly the chief executive officer of Atkinson Technology, a medical device company. Prior to joining Atkinson Technology, Mr. Sheppard was the President of New Life Corporation (“New Life”) and National Community Foundation, a charitable financial planning company from May 1997 to May 2003 where over \$400 million was raised for charities around the world and prior to that as CEO of Kidpower, Inc. Mr. Sheppard has over 30 years’ experience in top-level executive positions with both private and public companies, including 12 years with Firestone and five years with Thomas Nelson Publishers as Vice President. Mr. Sheppard is a nationally known speaker on financial matters, sales, marketing and management, whose expertise has been credited with a number of corporate turnarounds and record profitability. Mr. Sheppard received a Masters in Business Administration from Wright State University, a Bachelor of Science in industrial technology from Miami University (Ohio) and an Associate Degree in electrical engineering from Sinclair College (Ohio).

While Mr. Sheppard was serving as President of National Community Foundation and its parent company, New Life, from May 1997 through March 2003, New Life made Charitable Gift Annuities available to financial professionals and their clients. A Charitable Gift Annuity is an arrangement in which a donor transfers real property to a non-profit corporation in exchange for annuity payments for up to two lives and receives a tax deduction for the net value of the property less the present value of the annuity. New Life’s success in raising money for its charities using Charitable Gift Annuities was primarily the result of its innovative and controversial practice of paying financial professionals a 6% referral fee on the fair market value of donations made through Charitable Gift Annuities. During the period, regulation of Charitable Gift Annuities was rapidly evolving. As marketing of Charitable Gift Annuities as financial products increased, various States began to regulate Charitable Gift Annuities as “securities,” either in all circumstances or depending upon how they were marketed and sold. During this period, in part as a result of changing regulations, States such as California, Pennsylvania, Washington, and Alabama issued cease and desist orders to New Life and its management, including Mr. Sheppard, ordering them to stop marketing Charitable Gift Annuities in such States. Neither New Life nor Mr. Sheppard was required to pay any fine or penalty amount.

J. Thomas Smith

Mr. Smith has served as a director of the Company since April 2005 and currently serves as secretary of the Company. Mr. Smith has 34 years' legal experience representing corporate clients. Mr. Smith received his Bachelor of Arts degree in 1969 and his Juris Doctorate in 1973 from Vanderbilt University. He served in the corporate legal department of a medium-sized multinational corporation from 1973 to 1982. For the last six of those years, Mr. Smith was head of the department as Vice-President Law, where he supervised and budgeted the work of over 30 outside law firms in the U.S. and other nations. He served as a principal in Stokes & Bartholomew, PC, (then a 20-person firm) from 1982 to 1987 and then as a stockholder in the first law firm in Tennessee with statewide offices, Heiskell, Donelson, Bearman, Adams, Williams, & Kirsch, PC. From 1987 to 1990, while a member of those firms, he developed a practice focused on corporate structure & related transactions, litigation on behalf of corporate clients, and international and comparative advice to several multinational clients. A significant part of his corporate practice involved representing emerging entrepreneurs building their companies through angel or venture capital investments. Since 1990, as an independent practitioner, he has served as general counsel or outside counsel for various entities and has engaged in various pro-life legal battles involving constitutional briefing and abortion malpractice. Working most weeks in Washington, DC, he also advises and works with various pro-family organizations, and interfaces with congressional leaders and their staff on these and related issues. He has also developed a legal practice focusing on in-house representation of companies in corporate, administrative, and legislative matters.

George Brown

Mr. Brown, CLU, ChFC, CPhD, has served as a director of the company since April 2005. Mr. Brown is the founder of Brown Wealth Strategies, Inc. and Brown Investment Advisors, Inc. and served as chief executive officer of both companies for over 20 years. He is a former Philadelphia banking executive. After a brief career as a project engineer in the design of military radar systems for Sperry Gyroscope Company in Long Island, New York, he founded his own securities brokerage firm. Throughout his professional career, Mr. Brown has assisted and served on the boards of a number of nonprofit organizations. Through his company, American Preferred Services, Inc. he is active in the administration of charitable gift annuities, charitable remainder trusted and pooled income funds for charitable organizations. He works with the development officers of charities and their high net worth donor families to establish planned giving programs that suit the estate planning needs of the family and the funding needs of the charitable organization. Additionally, Mr. Brown has created the Trust Counselors Network, Inc., which is a new paradigm in the delivery of Planned Giving services. The Trust Counselors Network, Inc. is partnering with other charitable and financial service providers, including Summit Trust Company (Las Vegas, Nevada), of which he is a co-founder and Chief Marketing Officer, to deliver Trust and Estate Planning Administration, Investment Management, Qualified Retirement Plan and IRA Custodial services to the customers, clients and members of key organizations. These include community banks, law and accounting firms, community foundations, seniors membership organizations, senior living communities, adult care facilities and other organizations.

Richard Hyslop

Mr. Hyslop has served as a director of the Company since March 2007. 1990, Mr. Hyslop has served as a director and president of QIM Construction Company, a licensed General Contractor in the State of Florida. Mr. Hyslop is also a licensed realtor and commercial pilot. Mr. Hyslop previously served as Director of Ultracard Inc., a Nevada technology corporation that provided secure, high-density data card storage. He has raised significant capital for multiple corporations both domestic and international.

Michael J. Magee

Mr. Magee has served as a director of the Company since March 2007. Since 1998, Mr. Magee has worked in engineering management at a software firm. Mr. Magee has invested personally in mining, real estate and oil & gas for over 20 years, he dedicates additional personal time and resources to several community service efforts.

No family relationship exists among any director or officer and any other directors or officers of the Company.

Board Meetings and Committees

During the fiscal year ended December 31, 2008, our Board of Directors held approximately four formal board meetings and met informally on numerous occasions and approved relevant matters by written consent. All incumbent directors attended at least 75% of all board meetings and applicable committee meetings.

During the year ending December 31, 2008, the Board of Directors has convened a phone conference or meeting on an almost weekly basis during which has discussed and voted upon matters related to the business of the Company.

Director Compensation

Directors who are not officers of the Company do not receive any regular compensation for their service on the Board of Directors, and directors who are officers of the Company receive no additional compensation for their service as a director of the Company. However, we may periodically grant warrants to purchase common stock to our directors.

Effective as of March 31, 2007, we issued warrants to purchase 10 million shares of common stock at an exercise price of \$0.006 per share to each of our directors that are not executive officers (warrants to purchase 40 million shares of common stock in the aggregate), plus warrants to purchase an additional 10 million shares of common stock to its independent directors for the 2005-06 period (20 million in the aggregate). The warrants vested 25% on the effective date of issuance and then monthly until December 31, 2007, contain net exercise provisions and expire five years after the date of issuance.

Directors are entitled to receive compensation for services unrelated to their service as a director to the extent that they provide such unrelated services to us.

Compensation Committee and Audit Committee

We do not presently have a standing compensation committee or a compensation committee charter. The functions typically delegated to such committee are performed by the entire Board of Directors. We do not have an independent Audit Committee, and the entire Board of Directors functioned as the Audit Committee during the fiscal year ending December 31, 2008.

EXECUTIVE OFFICERS AND KEY EMPLOYEES

The Company is managed and its operations are being run by its Chief Executive Officer, Michael Sheppard. Mr. Sheppard has served as the Chief Executive Officer since September 2004 and now serves as Treasurer of the Company as well. We do not have any other employees or executive officers. Non-executive officers include J. Thomas Smith, Secretary, Curtis Orgill, Assist. Treasurer and Madeleine Franco, Assistant Secretary, none of whom are employees of the Company.

EXECUTIVE COMPENSATION

During each of the years ended December 31, 2005, 2006, 2007 and 2008, \$400,000 was accrued on the balance sheet of the Company as compensation to Mr. Sheppard. Of such accrued amounts, \$48,333 has been paid by the Company in cash, and the Board of Directors is conducting an inquiry into the appropriateness of this historical accrual. Mr. Sheppard has expressed an intent to seek a new compensation arrangement to replace the accrual, benefits, and other terms of the employment agreement, and has not requested or received cash compensation since 2006. Mr. Sheppard has been granted a warrant to purchase 5 million shares of common stock at an exercise price of \$0.006 per share during a five-year period. We continue to accrue salary for Mr. Sheppard at the rate stated in his employment agreement and are evaluating proposals that would resolve open issues on historical compensation and provide new terms for Mr. Sheppard's continuing service with the Company. See "Certain Relationships and Related Transactions – Employment Agreement

No other amounts have been accrued or paid with respect to any current officers of the company. For information with respect to the compensation to our former officers, see "Certain Relationships and Related Transactions" below.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The table below sets forth information, as of March 15, 2008, as to the ownership of our common stock as to (i) each person who beneficially owns more than 5% of the Company's outstanding common stock, (ii) each named executive officer and (iii) each continuing director. Except as otherwise indicated in the footnotes to this table, all shares are owned directly, and the persons named in the table have sole voting and investment power with respect to shares shown as beneficially being owned by them.

Name and Address	Ownership Amount and Nature of Beneficial Ownership(1)	Percentage Ownership(2)
Directors and Named Executive Officers		
Michael Sheppard, CEO and Chairman	105,776,170 ⁽³⁾	1.89%
J. Thomas Smith, Director	23,000,000 ⁽⁴⁾	*
George Brown, Director	23,500,000 ⁽⁵⁾	*
Richard W. Hyslop, Director	10,200,000 ⁽⁶⁾	*
Michael J. Magee, Director	13,500,000 ⁽⁷⁾	*

* Indicates the ownership of less than 1% of the outstanding common stock.

(1) Beneficial ownership for each person holding options, warrants or other rights has been calculated as though shares of common stock, subject to such options, warrants or other rights were outstanding, but such shares have not been deemed outstanding for the purpose of calculating the percentage of the class owned by any other person.

(2) The percentage indicated represents the number of shares of common stock, together with the number of shares of common stock subject to warrants, options and other rights to purchase common stock held by the indicated person, divided by the sum of (a) the number of shares subject to options and warrants to purchase common stock held by the indicated person, and (b) 5.6 billion which is the number of shares of common stock issued and outstanding as of March 15, 2009.

(3) Includes, in addition to directly owned shares, 50,000,000 shares owned by the Michael D. Sheppard 2006 Irrevocable Trust, 50,000,000 shares owned by the Barbara A. Sheppard 2006 Irrevocable Trust and warrants to purchase 5,000,000 shares of common stock. Neither Mr. Sheppard nor his spouse retain any voting or investment powers with respect to shares held by the trusts listed above.

(4) Includes, in addition to directly owned shares, warrants to purchase 20,000,000 shares of common stock.

(5) Includes, in addition to directly owned shares, warrants to purchase 20,000,000 shares of common stock and 500,000 shares of common stock owned by his spouse.

(6) Includes, in addition to directly owned shares, warrants to purchase 10,000,000 shares of common stock.

(7) Includes, in addition to directly owned shares, warrants to purchase 10,000,000 shares of common stock.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Independent Contractor Agreements

At various times between 1999 and 2004, we entered into Consulting and Independent Contractor Agreements (the “Contractor Agreements”) with family members of Maurice Furlong, the former Chairman and President of the Company, including Craig W. Furlong (son of Maurice Furlong), Valarie D. Furlong (daughter-in-law of Maurice Furlong), Travis J. Mayhan (son-in-law of Maurice Furlong), Michelle A. Mayhan (daughter of Maurice Furlong), Scott A. Miller (son-in-law of Maurice Furlong), Tamara A. Miller (daughter of Maurice Furlong) and Cynthia A. Furlong (former wife of Maurice Furlong) (each, an “Independent Contractor” and collectively, the “Independent Contractors”). Pursuant to the terms of the Contractor Agreements, each of the Independent Contractors was to receive annual compensation in the amount of \$100,000. Each of the Independent Contractors agreed to receive their compensation in the form of restricted common stock, with the common stock valued at 50% of the market price on the date prior to issue. During the years ended December 31, 2005 and 2006, based upon the terms of a settlement agreement, the following number of shares issued at the direction of Maurice Furlong were deemed to have been issued for the benefit of the Independent Contractors: (i) 760,830,119 shares of common stock as payment for amounts accrued prior to 2005 under the Contractor Agreements, (ii) 269,629,626 shares of common stock as payment of amounts due under the Contractor Agreements in 2005 and (iii) 169,999,998 shares of common stock as payment of amounts due under the Contractor Agreements in 2006. Because of an arrangement under which shares issuable to the Independent Contractors were issued on a delayed basis or issued in a name other than that of the Independent Contractor under a share borrowing program and in light of the past record keeping problems of the Company, it is uncertain how many shares were actually issued for the benefit of the Independent Contractors. The Contractor Agreements have been terminated effective as of December 31, 2006 pursuant to a certain Termination and Settlement Agreement. See “Certain Relationships and Related Transactions – Termination and Settlement Agreement.”

Issuance of Class A Preferred Stock

During various meetings between July 9, 2004 and May 20, 2005, the Board of Directors authorized the creation and issuance of 500 million shares of Class A Preferred Stock, each share of which was convertible into five shares of common stock and voted on an as converted basis. The 500 million shares were ultimately issued to CCMT Trust, the beneficiaries of which are the children of Maurice Furlong. The Trustee of the CCMT Trust is Cynthia Furlong, Mr. Furlong’s ex-wife. During November and December 2006, 100 million shares of Class A Preferred Stock were converted into an aggregate of 500 million shares of common stock that were issued at the direction of Maurice Furlong. Pursuant to the Settlement Agreement described below, the remaining 400 million shares of Class A Preferred Stock have been returned to the Company and cancelled. As of the date of this Disclosure Document, there are no validly issued shares of Class A Preferred Stock outstanding.

Termination and Settlement Agreements

On February 8, 2007, we entered into a Termination Agreement and Mutual Release with each of the Independent Contractors (the “Termination Agreement”). Pursuant to the Termination Agreement, each of the Independent Contractors was issued a warrant for shares of common stock as

payment in full of all compensation owed under the Contractor Agreements. The warrants have an exercise price of \$.01 per share and are exercisable during a five-year term beginning on February 9, 2008. The warrants also include a net exercise provision. The total number of shares of common stock available pursuant to the warrants issued to the Independent Contractors is 215 million shares. Under the terms of the Termination Agreement, each of the Contractor Agreements was terminated.

On February 1, 2007, we entered into a Termination and Mutual Release (the "Settlement Agreement") with Maurice Furlong and Michael Pietrzak. The Board of Directors concluded that the settlement, which avoided potentially protracted litigation, reduced the number of outstanding securities convertible into common stock and permitted the Company to refocus its energies on marketing of its minerals and mineral properties, was in the best interests of the stockholders. We entered into the Settlement Agreement in order to avoid litigation that we did not believe we could afford in light of the company's limited cash resources. Key terms of the Settlement Agreement include the following:

- Mr. Furlong agreed to cause The CCMT Trust to return to the Company, for immediate cancellation, 400 million shares of Class A Preferred Stock; in exchange, the \$1.6 million in indebtedness to Mr. Furlong that had been canceled as payment for the Class A Preferred Stock was restored.
- In light of the 100 million shares of Class A Preferred Stock recently converted, \$5 million in debt owed by the Company to Mr. Furlong was cancelled, reducing debt to Mr. Furlong (not including any possible adjustments described below) from \$8,362,347 to \$4,362,347.
- Mr. Furlong agreed that our indebtedness to him would be reduced, at the rate of \$.006 per share of common stock, if a share audit indicated that Mr. Furlong caused the Company to issue shares without consideration to the Company.
- Each of the parties agreed to mutual non-disparagement covenants.
- We agreed to take steps to increase the authorized shares to cover the over-issuance of its common stock and to notice a stockholders meeting by March 31, 2007.
- The Company, on the one hand, and Messrs. Pietrzak and Furlong on the other hand, released each other from all existing liabilities and obligations other than as set forth in the Settlement Agreement.

Employment Agreement

The Company entered into an Employment Agreement, dated as of March 1, 2005, with Michael Sheppard, pursuant to which, Mr. Sheppard will serve as President, CEO and Chairman of the Board of the Company for a term of five years. As compensation for his duties, Mr. Sheppard is to receive \$33,333 per month, beginning with the first month we receive \$500,000 in revenue in a month. Prior to our receiving \$500,000 in revenue in a month, Mr. Sheppard is to receive a pro rata share of his salary in relation to our revenue received in that month, subject to a minimum of \$15,000 per month. For example, if the Company receives \$400,000 (80% of \$500,000) in revenue in a month, Mr. Sheppard will receive \$26,666 (80% of \$33,333).

In addition to his salary, Mr. Sheppard is entitled to receive benefits, including, but not limited to life insurance, health, dental, disability, directors and officers insurance and 4 weeks of paid vacation. Mr. Sheppard has also been granted a warrant to purchase up to 5 million shares of common stock at an exercise price of \$0.006 per share during a five-year term. In the event that the Company terminates Mr. Sheppard's employment before the end of the 5 year term, Mr. Sheppard is entitled to receive severance pay equal to \$400,000.

Independent Director Warrants

Effective as of March 31, 2007, we issued warrants to purchase 10 million shares of common stock at an exercise price of \$0.006 per share to each of its directors that are not executive officers (warrants to purchase 40 million shares of common stock in the aggregate), plus warrants to purchase an additional 10 million shares of common stock to its independent directors for the 2005-06 period (20 million in the aggregate). The warrants vest 25% on the date granted and then monthly thereafter so as to be fully vested on December 31, 2007, contain net exercise provisions and expire five years after the date of issuance.

MARKET FOR COMMON EQUITY, OUTSTANDING SECURITIES AND STOCK INFORMATION

Authorized and Outstanding Stock

Our authorized capital stock consists of 6.5 billion shares of common stock, par value \$0.001 per share, 600 million shares of Convertible Preferred Stock, par value \$0.001 per share, and 500 million shares of Class A Convertible Preferred Stock, par value \$0.001 per share.

As of the date of this Disclosure Document, there were approximately 5.6 billion shares of common stock issued and outstanding. In addition, there were outstanding warrants to purchase an aggregate of 280,000,000 shares of common stock and \$100,000 in convertible notes convertible (at \$0.005 per share) into an aggregate of 20,000,000 shares of common stock. There are no shares of preferred stock outstanding.

Rights of Holders of Common Stock

The holders of common stock are entitled to one vote per share on each matter submitted to a vote of stockholders. In the event of liquidation, holders of common stock are entitled to share ratably in the distribution of assets remaining after payment of liabilities, if any. Holders of common stock have no cumulative voting rights and the holders of a majority of the outstanding shares have the ability to elect all of the directors. Holders of common stock have no preemptive or other rights to subscribe for shares. Holders of common stock are entitled to such dividends as may be declared by the Board of Directors out of funds legally available for dividends. The rights, preferences and privileges of holders of our common stock are subject to any series of preferred stock that we may issue.

Market Price of Our Common Stock

Our common stock is traded on the "Pink Sheets" under the symbol "NMCX." We do not have access to historical information regarding the market price of our common stock; however the market

price has been below \$0.01 per share during 2008 and early 2009. You are advised to obtain market price, volume and other information with respect to our common stock prior to making an investment in the common stock.

The registration of our common stock under the Section 12 of the Securities Exchange Act of 1934, as amended, was revoked in March of 2003. Under Section 12 of the Securities Exchange Act of 1934, as amended: "No member of a national securities exchange, broker, or dealer shall make use of the mails or any means or instrumentality of interstate commerce to effect any transaction in, or to induce the purchase or sale of, any security the registration of which has been and is suspended or revoked pursuant to the preceding sentence."

Dividends

We have never declared or paid cash dividends on our shares of common stock.

RISK FACTORS

Our short and long-term success is subject to certain risks, many of which are substantial in nature. When evaluating our securities, the following risk factors and other information contained in this document should be carefully considered. Any one of the factors listed below could cause our actual results to differ materially from expected or projected results. You should carefully consider all of the risks and additional information identified below.

We are uncertain that we can sell our mineral concentrates without additional processing.

Currently, we are focused on the exploitation of existing inventories of mineral concentrates located near Skull Valley, Arizona (referred to as the Skull Valley Concentrates). We are attempting to sell the Skull Valley Concentrates in their present form, which requires further processing before pure metal can be isolated or extracted. We have no commitments to purchase the Skull Valley Concentrates, and all discussions regarding the sale of the Skull Valley Concentrates are preliminary. We may be unable to sell the Skull Valley Concentrates in the near future or at all. If there is a sale, we are uncertain what the price would be for the Skull Valley Concentrates and expect any sale to be subject to corporate income tax and likely a 5% royalty for the benefit of the State of Arizona. We have no other potential source of revenue in the near future other than the sale of our assets. The failure to sell the Skull Valley Concentrates or other assets will likely lead to the termination of our business.

We are uncertain that we can sell our mining claims without additional exploration.

We also attempting to sell our 24 mining claims located in Nevada and California. Our assays on such claims have been limited to surface core drilling to three feet, and we have not done sufficient testing or analysis to qualify the underlying resource as a "reserve." Given the early stage of our explorations, we may be unable to identify a potential buyer or joint venture candidate for these claims. Even if we are able to enter into a transaction, given the uncertainties as to the value of such claims, we may be required to sell, or contribute, such claims at a discount to full potential value. We have no

other potential source of revenue in the near future other than the sale of our assets. The failure to sell the mining claims or other assets will likely lead to the termination of our business.

We have not recognized significant revenue and may be unable to generate significant revenue in the future.

We have not recognized any revenue other than from the disposal of certain equipment. If we do not generate significant revenue in the future, or if costs of operation exceed revenues, we will not be profitable. We can provide no assurance that we will ever execute our business plan, generate significant revenue or be profitable.

We will be unable to implement our business plan or continue as a going concern if we cannot raise sufficient capital and may be required to pay a high price for capital.

We need to obtain a significant amount of additional capital to continue our operations and meet our financial obligations. We may not be able to raise the additional capital needed or may be required to pay a high price for capital. Factors affecting the availability and price of capital may include the following:

- the cost and availability of capital generally;
- the market price of, and volume of trading in, our common stock;
- our financial results;
- the experience and reputation of our management team;
- market interest, or lack of interest, in our industry and business plan;
- our ongoing success, or failure, in executing our business plan;
- the amount of our capital needs; and
- the amount of debt, options, warrants and convertible securities we have outstanding.

We may be unable to meet our current or future obligations or to adequately exploit existing or future opportunities if we cannot raise sufficient capital. If we are unable to obtain capital for an extended period of time, we may be forced to discontinue operations.

We have not engaged independent experts with respect to questions related to the economics of extraction or production of pure metal from the Skull Valley Concentrates.

The independent assays we have reviewed related to the Skull Valley Concentrates do not include an evaluation of the cost of extracting, transporting or refining the precious metals in the Skull Valley Concentrates, regulatory requirements, or information on the supply of, demand for and price of any precious metals included in the Skull Valley Concentrates. The market value of the Skull Valley Concentrates, if any, is determined not only by their volume and precious metal content, but is affected by the feasibility and cost of extracting valuable metals, transportation, permitting and other factors such as the spot prices of extractable metals. We have not hired independent consultants to estimate or test such factors. Absent information with respect to such factors, any estimates as the value of the Skull Valley Concentrates are highly speculative. We make no representations as to the value, if any, of the Skull Valley Concentrates.

Our lease with respect to the property surrounding our Skull Valley Concentrates has expired, it renewal or transfer may be denied or made subject to onerous conditions.

Our ability to continue operations on the property containing the Skull Valley Concentrates is subject to our ability to obtain a renewal of a leasehold interest with the Arizona State Land Department. The lease expired by its terms in 2003, at which time we applied for renewal. We have not received confirmation of the renewal of our lease but have been advised by counsel that the Department permits lessees to continue operations under a lease pending a decision on its renewal. Our application for lease renewal could be denied or made subject to onerous conditions, or the Department could refuse to approve a transfer of the lease, or an expansion of operations under the lease. In addition, we are uncertain what permits or approvals would be required for a purchaser of the Skull Valley Concentrates to remove the Skull Valley Concentrates from the land on which they are presently situated. Any action by the Department or other governmental entity in denying or conditioning required permits, leases or approvals could adversely affect our operations and our ability to sell the Skull Valley Concentrates.

We may not be able to raise funds to commence or complete any extraction, milling or commercial production process.

The processing of our Skull Valley Concentrates, and any future exploration and development of any mineral deposits or concentrates in which we have an interest, would require significant financing resources and involve significant financial and other risks over an extended period of time, which even a combination of careful evaluation, experience and knowledge may not eliminate. Few mineral resources ultimately are developed into producing mines. A significant amount of capital is required to develop a metal extraction and refining process, to obtain necessary permits and approvals and to design and construct processing facilities. We do not presently have the capital necessary to commence or complete this process or any plans to raise large amounts of capital. If we are unable to obtain such capital, through a loan, investment or sale of our Skull Valley Concentrates in their current form, we will not be able to exploit the value of any minerals in which we have an interest. Absent such capital or significant revenue from existing concentrates, we will be unable to generate significant revenue or pay our expenses and will be required to discontinue operations.

Test results obtained by us for certain portions of our properties and concentrates by independent assayers may prove inaccurate for all or any portion of a property or some concentrates.

We have relied primarily on independent assays to determine that the Skull Valley Concentrates have value. The independent assays were based on samplings and certain assumptions as to the size, formation and concentration of an ore body. While assays are used to calculate a reasonable indication of probable precious metal content, their accuracy is not guaranteed. Sampled metals, regardless of how frequently spaced within a resource, may not be representative of the entire inventory. If any assumptions related to the assays on which we rely, or our internal analyses, are inaccurate, estimates as to the value of metals in which we have an interest, such as the value of the Skull Valley Concentrates, may prove to be inaccurate. Since our business plan and the value of our company is based to a large extent on our estimated value of the Skull Valley Concentrates, any significant errors in such estimates would change the value of our company and the amount of any potential future revenues.

Market price fluctuations of precious metals, as well as increased production costs or reduced recovery rates, may adversely affect the value of any minerals in which we have an interest.

The price of precious metals on the open market fluctuates and is sensitive to various political and economic pressures. Additionally, labor, equipment and production costs could increase to a level that would make it unprofitable to recover the precious metals contained in our concentrates. Estimates of available precious metal content ore may require revision based on actual production experience or changes in market factors. The economics of recovering metals are subject to change and may render it uneconomic for us to exploit the Skull Valley Concentrates or any other minerals in which we have an interest.

The business of extracting, processing and refining precious metals is subject to a number of significant hazards and risks.

Environmental hazards, thefts and other losses, industrial accidents, changing governmental interpretation of existing statutes, regulations and rules, new statutes, and labor disputes could have a significant impact on our ability to exploit the commercial value of the Skull Valley Concentrates. Extracting, processing and refining processes are also subject to the risks of encountering unusual or unexpected geological formations, periodic interruptions due to inclement or hazardous weather conditions, and other acts of God. Such risks could result in damage to or destruction of properties or production facilities, personal injury or death, environmental damage, delays in mining or processing, monetary losses, and possible legal liability, which in each case would harm our results of operations and possibly cause us to become insolvent.

Governmental regulation of mining and metal processing could have a material adverse impact on our ability to exploit our properties and concentrates.

Our exploration, processing, and refining activities will be subject to extensive state and federal laws and regulations governing prospecting, developing, production, export, taxes, labor standards, occupational health, waste disposal, protection and remediation of the environment, protection of endangered and protected species, mine safety, toxic substances, and other matters. Costs associated with compliance with such government regulations may cause apparently viable mining or processing operations to become unviable. If any such regulation is violated, related fees, fines, penalties and damages would also materially adversely affect the viability of mining or processing operations.

The nature of our operations may expose us to environmental liabilities.

Our potential operations will create significant risk of environmental liabilities. We may incur liability to governments or to third parties for any unlawful mining or processing operations or the discharge of pollutants into the air, soil or water.

Environmental discharges may move through the soil to water supplies or adjoining properties, giving rise to additional liabilities. Some laws and regulations could impose liability for failure to obtain the proper permit for, to control the use of, or to notify the proper authorities of a hazardous discharge. Such liability could have a material adverse effect on our financial condition and our results

of operations and could possibly cause our operations to be suspended, prevented, terminated or unapproved for operations.

We may also be liable for any environmental hazards created either by the previous owners of properties that we purchase or lease or by acquired companies prior to the date of acquisition. Such liability would affect the costs of our acquisition of those properties. In connection with any of these environmental violations, we may also be charged with remedial costs. Pollution and similar environmental risks generally are not fully insurable.

Although we do not believe that our environmental risks are materially different from those of comparable companies in the metals or mining industry, we cannot assure you that environmental laws will not result in difficult permitting processes, development, exploration, extraction, production, transmission or substantially increased costs of operations or other adverse effects to our combined operations and financial condition.

We must conduct our operations in accordance with various laws and regulations concerning occupational safety and health. Amendments to current laws and regulations governing operations and activities of mining or metals companies and companies processing metals or more stringent implementation thereof are actively considered from time to time and could have an adverse impact on us and our operations.

We have limited personnel and may be unable to conduct operations unless we can attract, compensate and retain qualified personnel.

Our only employee is our Chief Executive Officer, who does not have expertise in mining or related fields. Our current business plan is to attempt to sell the Skull Valley Concentrates and our mining assets in their current condition or to enter into a joint venture with a qualified party. If we are unsuccessful in selling such assets or entering into a joint venture with a qualified party, our alternative would be to begin conducting mineral processing or exploratory mining operations on our own, assuming the availability of capital. In connection with any future processing or mining operations, we would be required to attract and retain employees or consultants with knowledge of engineering, mining, and related fields of expertise. In light of our limited resources and other problems, we may be unable to attract appropriately qualified accounting and technical personnel in the future. The failure to attract and retain key personnel would inhibit our ability to generate revenue in the future other than from the possible sale of the Skull Valley Concentrates in their existing form.

We may become the subject of investigations, indictments and litigation.

Although we are not aware of any investigation, indictment or litigation involving the company or its current officers and directors, we may unknowingly be or become the subject of an investigation, indictment or litigation as a result of the actions or omissions of the company or its representatives. We may also be required to indemnify our former officers or directors with respect to actions or omissions within their scope of duty as officers or directors of the company.

Our financial resources are limited. Any such investigation, indictment or litigation could result in substantial costs and diversion of our limited resources. It would also harm our ability to raise capital and could lead to our insolvency.

Obtaining additional capital through the sale of common stock will result in dilution of shareholder interests.

We have found it necessary to raise capital by issuing additional shares of common stock, or securities that are convertible into common stock, such as convertible notes, options, warrants or preferred stock. Any such sale of common stock or other securities will lead to further dilution of the equity ownership of existing holders of our common stock.

Our stock price is volatile and subject to manipulation.

As is the case with the securities of other small public companies, the market price of our common stock, may be highly volatile. The price of our stock may fluctuate dramatically due to various factors, including without limitation the following:

- the ability of existing or future shareholders to manipulate the stock price;
- short selling of the common stock in domestic or overseas markets;
- purchase or sale of a large number of shares by a single shareholder in a short period of time;
- announcements by us concerning our business results, financial results, legal disputes or other issues;
- governmental regulations or similar developments in the United States and/or foreign countries that could affect the conduct of our business or our markets specifically, the market for precious metals or general market conditions.
- adverse or positive publicity;
- a general lack of trust in the financial markets resultant of management and/or accounting errors or publicized scandals involving other public companies, especially those in the mining or metals sector; and
- a variety of natural, economic, geopolitical, and other external factors beyond our control.

The so-called “penny stock rule” and other impediments could adversely impact the value and liquidity of our common stock.

Trading of our common stock is subject to certain provisions of the Securities Exchange Act of 1934, commonly known as the “penny stock rule.” Penny stocks are those generally defined as those with a market price under \$5.00, subject to certain exceptions. If our stock is deemed to be a penny stock, it will be subject to certain regulations that limit the sales practices of broker-dealers. Such regulations may require a broker-dealer to (1) make a suitability determination for purchasers of our shares; (2) receive written consent of the purchaser prior to the consummation of a transaction involving our shares; and/or (3) obtain the purchaser’s signature on a risk disclosure document prior to execution of the trade. The aforementioned administrative and regulatory requirements could limit retail interest in our common stock, which could harm our stock price and liquidity.

In addition, the registration of our common stock under the Section 12 of the Securities

Exchange Act of 1934, as amended, was revoked in March of 2003. As a result, under Section 12 of the Securities Exchange Act of 1934, as amended, brokers and dealers are subject to a prohibition on trading in our stock. In addition, the Depository Trust Corporation and/or certain of its affiliates have recently placed a lock on processing trades in our common stock, and many brokerages have placed limitations on transactions in our common stock. Each of these factors currently harms, and may continue to harm, the value and liquidity of our common stock.

We have not paid dividends and do not have the cash to pay dividends.

We have never declared or paid dividends on our stock and do not presently have any cash or earnings to serve as a basis for a dividend. This means that, absent a substantial change in our cash position, a shareholder's potential for economic gain from ownership of our stock depends on appreciation of our stock price and will only be realized by a sale of the stock at a price higher than the purchase price. Because there presently is a limited public market for our common stock, a shareholder may be unable to realize a gain on the shareholder's investment.

LEGAL PROCEEDINGS

We are not engaged in any legal proceedings, nor are we aware of any pending or threatened legal proceedings that, singly or in the aggregate, would reasonably be expected to have a material adverse effect on our business, financial condition or results of operations.

FINANCIAL INFORMATION

Provided on the company's website at www.nmcinc.com are copies of unaudited balance sheets as of, and profit and loss statements for the annual periods ended, December 31, 2008, 2007, 2006 and 2005. Such financial statements do not include certain footnotes and adjustments required for audited financial statements prepared in accordance with generally accepted accounting principles.