

STATE OF NEW JERSEY
BUREAU OF SECURITIES
P. O. Box 47029
Newark, New Jersey 07101

In the matter of:)
)
BIOCUREX, INC.)
(f/k/a Whispering Oaks International, Inc.))
)
_____)

**ADMINISTRATIVE
CONSENT ORDER**

WHEREAS, BioCurex, Inc. (“BioCurex”) formerly known as Whispering Oaks International, Inc. (“Whispering Oaks”) is a Texas corporation, located on 7080 River Road, Suite 215, Richmond, British Columbia, Canada; and

BioCurex has cooperated with the New Jersey Bureau of Securities (“Bureau”) by responding to inquiries by the Bureau, providing documentary materials, and providing access to facts relating to the Bureau’s inquiries; and

BioCurex has advised the Bureau of its agreement to resolve the inquiry pursuant to the terms specified in this Administrative Consent Order (“the Order”); and

Biocurex agrees to make certain corrections with respect to the Notice Filings of its private placements and to make certain payments in accordance with the terms of this Order; and

BioCurex elects to waive permanently any right to a hearing and appeal under N.J.S.A. 52:14B-1 et seq. with respect to this Order; and

Solely for the purpose of terminating the inquiry, and in settlement of the issues contained in this Order, BioCurex, without admitting or denying the findings of fact or conclusions of law contained in this Order, consents to the entry of this Order.

NOW, THEREFORE, pursuant to the authority granted to Bureau Chief by the Uniform Securities Law, as amended, L. 1997, c. 276 N.J.S.A. 49:3-47 et seq. (hereinafter the “Law”), the Bureau Chief, hereby enters this Order:

I.

FINDINGS OF FACTS AND CONCLUSIONS OF LAW

1. BioCurex admits the jurisdiction of the Bureau in this matter.
2. BioCurex’s common stock is currently quoted on the Bulletin Board under the symbol BOCX.
3. On June 2009, in the course of a private placement offering, BioCurex sold (“Sale” as defined in N.J.S.A. 49:3-49(j)) 1,000,000 units at \$0.05 per unit for gross proceeds of \$50,000 to a New Jersey resident. The securities effected in this transaction was not registered or exempted from registration in New Jersey.
4. On June 2007, in the course of a private placement offering, BioCurex sold (“Sale” as defined in N.J.S.A. 49:3-49(j)) 220,000 units at \$0.45 per unit for gross proceeds of \$99,000 to a New Jersey resident. The securities effected in this transaction was not registered or exempted from registration in New Jersey.
5. On April 2007, in the course of a private placement offering, BioCurex sold (“Sale” as defined in N.J.S.A. 49:3-49(j)) 35,000 units at \$0.45 per unit for gross proceeds of \$15,750 to a New Jersey resident. The securities effected in this transaction was not registered or exempted from registration in New Jersey.
6. Pursuant to N.J.S.A. 49:3-60, it is unlawful for any security to be offered or sold in this state unless: (a) The security or transaction is exempt...; (e) The security is registered under

this act; or (f) It is a federal covered security for which a notice filing and fees have been submitted as required ...

7. BioCurex's failure to register its securities in New Jersey or appropriately file notice of its units in New Jersey prior to the securities being offered or sold in New Jersey, constitutes a violation of N.J.S.A. 49:3-60, and is basis for the issuance of an Order assessing a penalty against BioCurex.

8. Pursuant to N.J.S.A. 49:3-70.1, the violations described above constitute basis for the assessment of penalties against BioCurex.

9. The Bureau finds the following relief appropriate and in the public interest.

II.

ORDER

On the basis of the Findings of Facts, Conclusions of Law, and BioCurex's consent to the entry of this Order,

IT IS HEREBY ORDERED:

1. This Order concludes the inquiry by the New Jersey Bureau of Securities and any other action that the New Jersey Bureau of Securities could commence against BioCurex under applicable New Jersey Securities law on behalf of New Jersey as it relates to the securities transactions stated in the Findings of Facts and Conclusions of Law section of this Order.

2. This Order is entered into solely for the purpose of resolving the referenced inquiry, and is not intended to be used for any other purpose. For any person or entity not a party to the Order, this Order does not limit or create any private rights or remedies against BioCurex

including, limit or create liability of BioCurex, or limit or create defenses of BioCurex, to any claims.

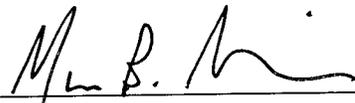
3. BioCurex is hereby ordered to register its securities in New Jersey or appropriately file notice of its units in new Jersey.

4. BioCurex is hereby ordered to Cease and Desist, from engaging in the sale of unregistered securities in the state of New Jersey, or from failing to file notice of its securities as required by the Law.

5. BioCurex is hereby ordered to pay, within ten days of the date of this Order, the sum of \$2,000 to the State of New Jersey, Bureau of Securities, 153 Halsey Street, 6th Floor, Newark, New Jersey 07102. The civil monetary penalty shall be deposited in the Securities Enforcement Fund pursuant to N.J.S.A. 49:3-66.1.

Dated this 29th day of January, 2010.

BY ORDER



Marc B. Minor

Chief, New Jersey Bureau of Securities

**CONSENT TO ENTRY OF
ADMINISTRATIVE ORDER BY
BIOCUREX, INC.**

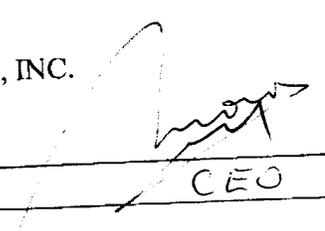
BioCurex hereby acknowledges that it has been served with a copy of this Administrative Consent Order ("Order"), has read the foregoing Order, is aware of its right to a hearing and appeal in this matter, and has waived the same.

Dated this 25th day of January, 2010.

BIOCUREX, INC.

By: _____

Title: _____


CEO