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DERRICK MITCHELL
MEMBER

E. WALLY KINNEY
MEMBER

IN THE MATTER OF
WHITT OIL & GAS, INC. AND
W.J. WHITT

§
§
§

Order No. **ENF-08-CDO/FIN-1659**

TO: Whitt Oil & Gas, Inc.
P.O. Box 1708
Albany, Texas 76430

W.J. Whitt
13747 Farm Road 600 South
Abilene, Texas 79601

AGREED CEASE AND DESIST ORDER AND ORDER ASSESSING ADMINISTRATIVE FINE

Be it remembered that Whitt Oil & Gas, Inc. ("Respondent Whitt Oil & Gas"), by and through its President, W.J. Whitt, and *W.J.* Whitt, individually ("Respondent Whitt") (collectively "Respondents"), appeared before the Securities Commissioner of the State of Texas ("Securities Commissioner") and consented to the entry of this Order and the Findings of Fact and Conclusions of Law contained herein.

FINDINGS OF FACT

1. Respondents have waived (a) Respondents' right to notice and a hearing in this matter; (b) Respondents' right to appear and present evidence in this matter; (c) Respondents' right to appeal this Order; and (d) all other procedural rights granted to Respondents by The Securities Act, TEX. REV. CIV. STAT. ANN. art. 581-1 et seq. (Vernon 1964 & Supp. 2007) ("Texas Securities Act"), and the Administrative Procedure Act, TEX. GOV'T CODE ANN. § 2001.001 et seq. (Vernon Supp. 2007) ("Administrative Procedure Act").
2. Respondent Whitt Oil & Gas is a Texas corporation that maintains a last known address at P.O. Box 1708, Albany, Texas 76430.
3. Respondent Whitt is the President of Respondent Whitt Oil & Gas and maintains a last known address at 13747 FR 700 S., Abilene, Texas 79601.
4. Respondents have offered and sold, in Texas, working interests in an oil and gas prospect known as the LeGrande Lease in Red River Parish, Louisiana. Investors were solicited for the working interests by means that included advertisements in newspapers of general circulation. Respondents paid Alejandro Perales ("Perales"), an unregistered person, a percentage of the funds derived from Perales' sale of the working interests.

5. The above-described working interests were not registered by qualification, notification or coordination and no permit has been granted for their sale in Texas.
6. Respondents were not registered with the Securities Commissioner as dealers or agents at any time material hereto.

CONCLUSIONS OF LAW

1. The above-described working interests are "securities" as that term is defined in Section 4.A of the Texas Securities Act.
2. Respondents have violated Section 7 of the Texas Securities Act by offering securities for sale in Texas at a time when the securities were not registered with the Securities Commissioner.
3. Respondents have violated Section 12 of the Texas Securities Act by offering securities for sale in Texas without being registered pursuant to the provisions of Section 12 of the Texas Securities Act.
4. The foregoing violations constitute bases for the issuance of a cease and desist order pursuant to Section 23.A of the Texas Securities Act and the assessment of an administrative fine pursuant to Section 23-1 of the Texas Securities Act.

ORDER

1. It is therefore ORDERED that Respondents CEASE AND DESIST from offering for sale and selling any security in Texas until the security is registered with the Securities Commissioner or is offered for sale and sold pursuant to an exemption from registration under the Texas Securities Act.
2. It is further ORDERED that Respondents CEASE AND DESIST from acting as securities dealers or agents in Texas until Respondents are registered with the Securities Commissioner or are acting pursuant to an exemption from registration under the Texas Securities Act.
3. It is further ORDERED that Respondent WHITI is ASSESSED AN ADMINISTRATIVE FINE in the amount of Three Thousand Dollars (\$3,000.00). Payment shall be made by delivery of a cashier's check to the Securities Commissioner in the amount of Three Thousand Dollars (\$3,000.00), payable to the State of Texas, contemporaneously with the delivery of this Order.

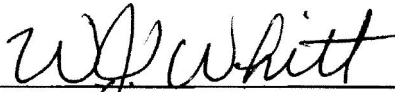
SIGNED AND ENTERED by the Securities Commissioner this 29th day of August, 2008.

Denise Voigt Crawford
DENISE VOIGT CRAWFORD
Securities Commissioner


Respondents:

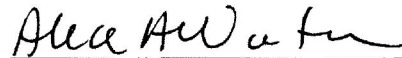
Whitt Oil & Gas, Inc.

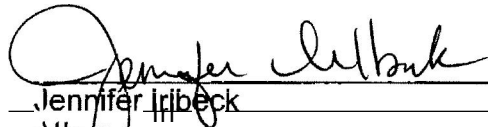

W.J. Whitt, President


W.J. Whitt, Individually

Approved as to Form:


Joe Rutenda
Director
Enforcement Division



Alice A. Waters
Secore & Waller, L.L.P.
Four Forest
12222 Merit Drive, Suite 1350
Dallas, Texas 75251
Attorney for Respondents, Whitt Oil & Gas
and W.J. Whitt


Jennifer Irbeck
Attorney
Enforcement Division

ACKNOWLEDGMENT

On the 22nd day of August, 2008. Whitt Oil & Gas, ("Respondent Whitt Oil & Gas"), by and through its President, W.J. Whitt, personally appeared before me, executed the foregoing Order and acknowledged that:

1. W.J. Whitt is duly authorized to enter into the foregoing Order on behalf of Respondent Whitt Oil & Gas;
2. W.J. Whitt has read the foregoing Order;
3. Respondent Whitt Oil & Gas has been fully advised of its rights under the Texas Securities Act and the Administrative Procedure Act;
4. Respondent Whitt Oil & Gas knowingly and voluntarily consents to the entry of the foregoing Order and the Findings of Fact and Conclusions of Law contained therein; and,
5. Respondent Whitt Oil & Gas, by consenting to the entry of the foregoing Order, has knowingly and voluntarily waived its rights as set forth therein.


 T.L. Lucas
 Notary Public
 STATE OF TEXAS
 My Comm. Exp. 04/10/2012
 [affix notary seal here]

Teri Lucas
 Notary Public in and for
 the State of Texas
 My commission expires on: 4/10/2012

ACKNOWLEDGMENT

On the 22nd day of August, 2008, W.J. Whitt, individually ("Respondent \Nhitt"), personally appeared before me, executed the foregoing Order and acknowledged that:

1. Respondent Whitt has read the foregoing Order;
2. Respondent Whitt has been fully advised of his rights under the Texas Securities Act and the Administrative Procedure Act;
3. Respondent Whitt knowingly and voluntarily consents to the entry of the foregoing Order and the Findings of Fact and Conclusions of Law contained therein; and,
4. Respondent Whitt, by consenting to the entry of the foregoing Order, has knowingly and voluntarily waived his rights as set forth therein,



Teri Lucas
 Notary Public in and for
 the State of Texas

My commission expires on: 4/10/2012