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BRYAN K. BROWN
MEMBER

SSB Docket No. 03-006

IN THE MATTER OF THE
APPLICATIONS FOR INVESTMENT
ADVISER REGISTRATION OF
WILLINGHAM ASSET MANAGEMENT, INC.
AND THE INVESTMENT ADVISER
REPRESENTATIVE REGISTRATION OF
BURTON JAMES WILLINGHAM

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Order No. CAF-1496

TO: Burton James Willingham, President and CEO
Willingham Asset Management, Inc. (IARD # 109963)
909 Fannin Street, Suite 2650
Houston, Texas 77010

Burton James Willingham (CRD # 2591855)
Willingham Asset Management, Inc.
909 Fannin Street, Suite 2650
Houston, Texas 77010

DISCIPLINARY ORDER

Be it remembered that Willingham Asset Management, Inc. ("Respondent WAMI"), by and through Burton James Willingham, its President and CEO, and Burton James Willingham ("Respondent Willingham"), individually, (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 appear and present evidence in this matter; (b) Respondents' right to appeal this Order; and (c) all other procedural rights granted to Respondents by The Securities Act, TEX. REV. CIV. STAT. ANN. art. 581-1 et seq. (Vernon 1964 & Supp. 2003) ("Texas Securities Act"), and the Administrative Procedure Act, TEX. GOV'T CODE ANN. § 2001.001 et seq. (Vernon Supp. 2003) ("Administrative Procedure Act").
2. Respondent WAMI is a Texas corporation with a business address of 909 Fannin Street, Suite 2650 Houston, Texas 77010. Respondent Willingham is President and CEO of Respondent WAMI.

3. On or about February 9, 1996, Respondents WAMI and Willingham registered with the Securities Commissioner as an investment adviser and investment adviser representative, respectively. On or about December 31, 2001, Respondents' registrations with the Securities Commissioner terminated due to non-renewal.
4. On or about December 10, 2002, Respondents WAMI and Willingham filed applications with the Securities Commissioner for late renewal of their investment adviser and investment adviser representative registrations, respectively, which are currently pending.
5. From on or about January 1, 2002, to the present, Respondent WAMI, by and through Respondent Willingham, has rendered services as an investment adviser to Texas clients.
6. From on or about January 1, 2002, to the present, Respondent Willingham, on behalf of Respondent WAMI, has rendered services as an investment adviser representative to Texas clients.

CONCLUSIONS OF LAW

1. Respondents WAMI and Willingham have rendered services as an investment adviser and investment adviser representative, respectively, to Texas clients, at a time when Respondents were not registered or notice-filed with the Securities Commissioner as required by Section 12 of the Texas Securities Act.
2. Pursuant to Section 14.A(6) of the Texas Securities Act, the foregoing violations constitute bases for the issuance of an order reprimanding an investment adviser representative.
3. Pursuant to Section 23-1 of the Texas Securities Act, the foregoing violations constitute bases for the issuance of an order assessing an administrative fine against an investment adviser.

ORDER

1. It is therefore ORDERED that the investment adviser notice-filing of Willingham Asset Management, Inc. and the investment adviser representative registration of Burton James Willingham are hereby GRANTED.
2. It is further ORDERED that Burton James Willingham is hereby REPRIMANDED.
3. It is further ORDERED that Willingham Asset Management, Inc. is hereby assessed AN ADMINISTRATIVE FINE in the amount of Five Thousand Dollars (\$5,000.00). Payment shall be made by delivery of a cashier's check to the Securities

Commissioner in the amount of Five Thousand Dollars (\$5,000.00), payable to the State of Texas, contemporaneously with the delivery of this Order.

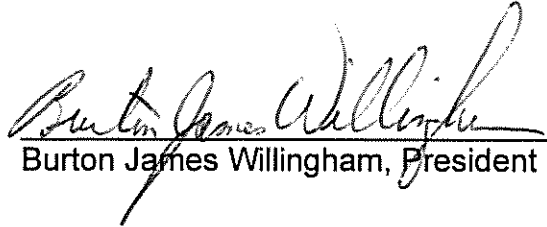
SIGNED AND ENTERED BY THE SECURITIES COMMISSIONER this 14th day of February, 2003

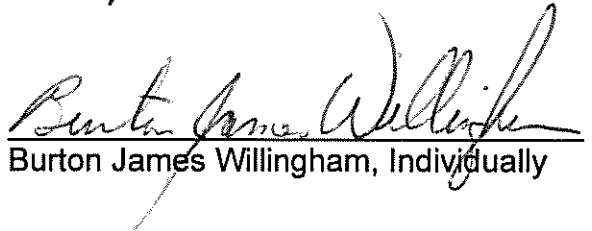
Denise Voigt Crawford

DENISE VOIGT CRAWFORD
Securities Commissioner


Respondents:


Willingham Asset Management, Inc.


Burton James Willingham, President


Burton James Willingham, Individually

Approved as to Form:

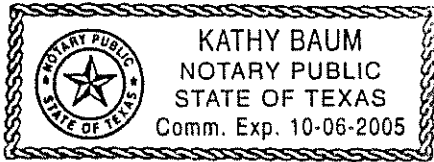

Michael S. Gunst
Director
Inspections and Compliance Division


David Grauer
Director
Enforcement Division

ACKNOWLEDGMENT

On the 5th day of February, 2003, Willingham Asset Management, Inc. ("Respondent WAMI"), by and through Burton James Willingham, its President and CEO, personally appeared before me, executed the foregoing Order, and acknowledged that:

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



[affix notary seal here]

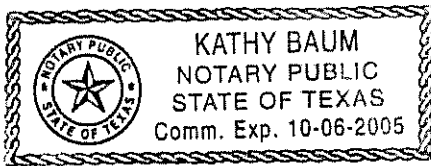
Kathy Baum
Notary Public in and for
The State of TEXAS

My commission expires on: 10-06-2005

ACKNOWLEDGMENT

On the 5th day of February, 2003, Burton James Willingham ("Respondent Willingham") personally appeared before me, executed the foregoing Order, and acknowledged that:

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



[affix notary seal here]

Kathy Baum
Notary Public in and for
The State of TEXAS

My commission expires on: 10-06-2005