

DENISE VOIGT CRAWFORD
SECURITIES COMMISSIONER



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WILLIAM R. SMITH
MEMBER

IN THE MATTER OF
REVELLE RESOURCES, INC., KAREN
S. REVELLE, AND JACK COMBS

§
§
§

Order No. ENF-05-CDO/FIN-1583

TO: Revelle Resources, Inc.
538 Woods Creek Lane
Algonquin, Illinois 60102

Karen S. Revelle
275 Hickory Point Court
Forsyth, Illinois 62535

Jack Combs
13034 Verde Drive, Suite 102
Fountain Hills, Arizona 85268

AGREED CEASE AND DESIST ORDER AND ORDER ASSESSING ADMINISTRATIVE FINE

Be it remembered that Revelle Resources, Inc., by and through its President, Karen S. Revelle; Karen S. Revelle, individually; and Jack Combs ("Respondents"), appeared before the Securities Commissioner 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. 2004-05) ("Texas Securities Act"), and the Administrative Procedure Act, TEX. GOV'T CODE ANN. § 2001.001 et seq. (Vernon Supp. 2004) ("Administrative Procedure Act").

2. Respondent Revelle Resources, Inc. maintains a last known address at 538 Woods Creek Lane, Algonquin, Illinois 60102.
3. Respondent Karen S. Revelle maintains a last known address at 275 Hickory Point Court, Forsyth, Illinois 62535.
4. Respondent Jack Combs maintains a last known address at 13034 Verde Drive, Suite 102, Fountain Hills, Arizona 85268.
5. Respondents have offered for sale in Texas working interests in the Ridgely #1 Oil Well to be located in Richland County, Illinois.
6. The working interests were not registered by qualification, notification or coordination and no permit has been granted for their sale in Texas.
7. Respondents were not registered with the Securities Commissioner as dealers or agents at any time material hereto.

CONCLUSIONS OF LAW

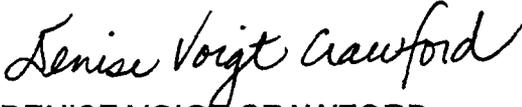
1. The above-described working interests are "securities" as that term is defined in Section 4.A of the Texas Securities Act.
2. Respondents have violated Section 7 of the Texas Securities Act by offering securities for sale in Texas at a time when the securities were not registered with the Securities 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 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 any security in Texas until the security is registered with the Securities Commissioner or is offered for sale pursuant to an exemption from registration under the Texas Securities Act.

2. It is further ORDERED that Respondents CEASE AND DESIST from the offer and sale of securities in Texas until Respondents are registered with the Securities Commissioner as dealers or agents or an available exemption from registration is utilized.
3. It is further ORDERED that Respondent Revelle Resources is ASSESSED AN ADMINISTRATIVE FINE in the amount of Five Hundred Dollars (\$500.00). Payment shall be made by delivery of a cashier's check to the Securities Commissioner in the amount of Five Hundred Dollars (\$500.00), payable to the State of Texas, contemporaneously with the delivery of this Order.

SIGNED AND ENTERED by the Securities Commissioner this 1st day of March, 2005.


DENISE VOIGT CRAWFORD
Securities Commissioner

Respondents:

Revelle Resources, Inc.



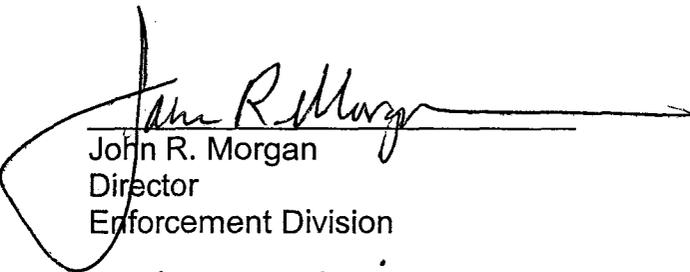
Karen S. Revelle, President



Karen S. Revelle, Individually

Jack Combs, Individually

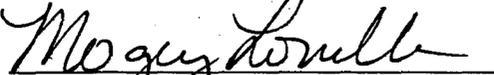
Approved as to Form:



John R. Morgan
Director
Enforcement Division



Sara Scribner
Attorney
Enforcement Division



Moge Lovelle
Attorney
Enforcement Division

Respondents:

Revelle Resources, Inc.

Karen S. Revelle, President

Karen S. Revelle, Individually



Jack Combs, Individually

Approved as to Form:

John R. Morgan
Director
Enforcement Division

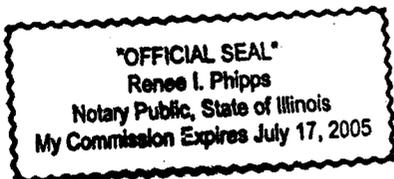
Sara Scribner
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Enforcement Division

Mogey Lovelle
Attorney
Enforcement Division

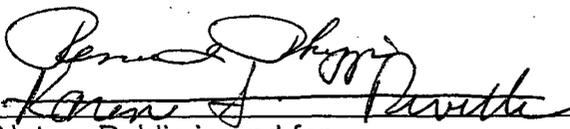
ACKNOWLEDGMENT

On the 16th day of Feb., 2005, Revelle Resources, Inc. ("Respondent"), by and through its President, Karen S. Revelle, personally appeared before me, executed the foregoing Order and acknowledged that:

1. Karen S. Revelle is duly authorized to enter into the foregoing Order on behalf of Respondent;
2. Karen S. Revelle has read the foregoing Order;
3. Respondent has been fully advised of its rights under the Texas Securities Act and the Administrative Procedure Act;
4. Respondent 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, by consenting to the entry of the foregoing Order, has knowingly and voluntarily waived its rights as set forth therein.



[affix notary seal here]

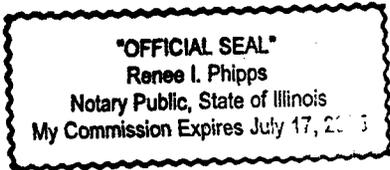

Notary Public in and for
the State of ILLINOIS

My commission expires on: 7-17-05

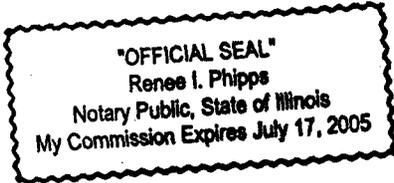
ACKNOWLEDGMENT

On the 16th day of Feb., 2005, Karen S. Revelle, individually ("Respondent"), personally appeared before me, executed the foregoing Order and acknowledged that:

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



[affix notary seal here]



Renee I. Phipps
Karen S. Revelle
Notary Public in and for
the State of ILLINOIS

My commission expires on: 7-17-05

ACKNOWLEDGMENT

On the 8th day of February 2005, Jack Combs ("Respondent") personally appeared before me, executed the foregoing Order and acknowledged that:

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

~~Notary Public State of Arizona
Janet K. Malcolm
Maricopa County
Expires January 04, 2008~~

[affix notary seal here]

Janet K. Malcolm
Notary Public in and for
the State of Arizona

My commission expires on: 01/04/08

~~Notary Public State of Arizona
Maricopa County
Janet K. Malcolm
Expires January 04, 2008~~

Notary Public State of Arizona
Maricopa County
Janet K. Malcolm
Expires January 04, 2008

~~Notary Public State of Arizona
Maricopa County
Janet K. Malcolm
Expires January 04, 2008~~