

4000, Dallas, Texas 75021 and can be served via its registered agent, Cecil S. Mathis, at 5700 Democracy Drive, Suite 1000, Plano, Texas 75024.

2. George Knight Utley, Jr, aka George Utley ("Respondent Utley") maintains last known addresses at 2200 Ross Avenue, Suite 4000, Dallas, Texas 75021 and 114 Hilltop Drive, Van Alstyne, Texas 75495. Respondent Utley is the Director, President, Secretary and Managing Partner of Respondent TPR.
3. Andy Gautreaux ("Respondent Gautreaux") maintains a last known address at 2200 Ross Avenue, Suite 4000, Dallas, Texas 75021.
4. Tom Horn ("Respondent Horn") maintains a last known address at 2200 Ross Avenue, Suite 4000, Dallas, Texas 75021.
5. Respondents are currently making available in Texas the opportunity to invest in the Texas Petroleum Resources South Bank Joint Venture (the "South Bank Offering"), a four well oil and gas drilling program in Archer County, Texas. Investors are told that they will become Tenants-In-Common with Respondent TPR, and that investors will be assigned a one percent working interest in each of the four wells.
6. Investors are required to execute an agreement that indicates their relationship with Respondent TPR is not a partnership and that grants Respondent TPR full power and authority to manage the affairs of the underlying lease and to operate the wells.
7. The South Bank Offering has not been registered by qualification, notification or coordination and no permit has been granted for its sale in Texas.
8. Respondents have not been registered with the Securities Commissioner as dealers or agents at any time material hereto.
9. Respondent Gautreaux instructed a prospective Texas investor to modify or "scratch out" certain provisions in the aforementioned agreement, including provisions related to the billing of investors for additional expenses and the consequences of failing to pay a cash completion call. This representation is materially misleading or otherwise likely to deceive the public in light of the fact that the offering materials indicate that no person has been authorized to make any representations other than those contained therein.
10. Respondent Gautreaux represented the Railroad Commission of Texas ("RRC") assigned operator number 847725 to Respondent TPR, which is materially misleading or otherwise likely to deceive the public in light of the fact that this operator number is assigned to Texas Petroleum Resources Co., a company that has been listed as inactive in RRC filings since on or about October 30, 1987.

11. In connection with the offer for sale of the above-described South Bank Offering, Respondents TPR and Utley are intentionally failing to disclose the material facts that:
- A. On or about November 26, 2007, in Kev Enerav Services, Inc. vs. TPR – Texas Petroleum Resources, Inc., Cause No. DC-07-05375-B, 44th Judicial District Court of Dallas County, Texas, Respondent TPR was found liable and ordered to pay \$243,705.80 and post-judgment interest at the rate of 8.25% per annum. This judgment has not been wholly satisfied by Respondent TPR.
 - B. On or about June 11, 2007, in Wood Group Logging Services Inc. v. TPR – Texas Petroleum Resources, Inc., Cause No. 07-1-65,251-A, 24th Judicial District Court of Victoria County, Texas, Respondent TPR was found liable and ordered to pay \$46,733.80, attorney's fees of \$15,577.93 and pre-judgment and post-judgment interest at the rate of 8.25% per annum. This judgment has not been wholly satisfied by Respondent TPR.
 - C. On or about May 14, 2007, in Watson Pipe, Inc. vs. Georae Utley and TPR- Texas Petroleum Resources, Inc., Cause No. 06-6720-D, 105th Judicial District Court of Nueces County, Texas, Respondents TPR and Utley were found liable and ordered to pay \$313,163.91, accrued interest of \$50,498.20, attorney's fees of \$6,500.00, prejudgment interest at the rate of \$154.42 per day and postjudgment interest at the rate of 18% per annum. This judgment has not been wholly satisfied by Respondent TPR and Utley.
 - D. On or about January 8, 2007, in Schlumberger Technology Corporation vs. TPR – Texas Petroleum Resources, Inc., Cause No. 06-11-65,061-C, 267th Judicial District Court of Victoria County, Texas, Respondent TPR was found liable and ordered to pay \$70,475.58, attorney's fees of \$1,000.00, prejudgment interest at a rate of 6% per annum and postjudgment interest at a rate of 8.25% per annum. This judgment has not been wholly satisfied by Respondent TPR.
 - E. On or about February 4, 2005, in In the Matter of Texas Petroleum Resources, and In the Matter of Georse Utley, File No. S-04226(EX), the Administrator for the Wisconsin Department of Financial Institutions, Division of Securities, executed Orders of Prohibition against Respondents TPR and Utley prohibited them from offering for sale and selling unregistered and non-exempt securities in Wisconsin and from employing a non-licensed securities agent in Wisconsin.

CONCLUSIONS OF LAW

1. The above-described investments in the South Bank Offering are "securities" as that term is defined by Section 4.A of the Texas Securities Act.
2. Respondents are violating Section 7 of the Texas Securities Act by offering securities for sale in Texas at a time when the securities are not registered with the Securities Commissioner.
3. Respondents are violating 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. Respondent Gautreaux has made an offer containing statements that are materially misleading or otherwise likely to deceive the public.
5. Respondents TPR and Utley are engaging in fraud in connection with the offer for sale of securities.
6. Respondents' conduct, acts, and practices threaten immediate and irreparable public harm.
7. The foregoing violations constitute bases for the issuance of an Emergency Cease and Desist Order pursuant to Section 23-2 of the Texas Securities Act.

ORDER

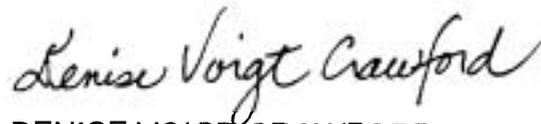
1. It is therefore ORDERED that Respondents immediately CEASE AND DESIST from offering for sale any security in Texas until the security is registered with the Securities Commissioner or is offered for sale pursuant to an exemption from registration under the Texas Securities Act.
2. It is further ORDERED that Respondents immediately 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 Gautreaux immediately CEASE AND DESIST from offering securities in Texas through an offer containing a statement that is materially misleading or otherwise likely to deceive the public.
4. It is further ORDERED that Respondents TPR and Utley immediately CEASE AND DESIST from engaging in any fraud in connection with the offer for sale of any security in Texas.

NOTICE

Pursuant to Section 23-2 of the Texas Securities Act, you may request a hearing before the 31st day after the date you were served with this Order. The request for a hearing must be in writing, directed to the Securities Commissioner, and state the grounds for the request to set aside or modify the Order. Failure to request a hearing will result in the Order becoming final and non-appealable.

You are advised under Section 29.D of the Texas Securities Act that any knowing violation of an order issued by the Securities Commissioner under the authority of Section 23-2 of the Texas Securities Act is a criminal offense punishable by a fine of not more than \$5,000, or imprisonment in the penitentiary for not more than two years, or by both such fine and imprisonment.

SIGNED AND ENTERED by the Securities Commissioner this 5th day of March, 2008.



DENISE VOIGT CRAWFORD
Securities Commissioner