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Mail: P.O. BOX 13167
AUSTIN, TEXAS 78711-3167

Texas State Securities Board

208 E. 10th Street, 5th Floor
Austin, Texas 78701-2407
www.ssb.state.tx.us

Phone: (512) 305-8300
Facsimile: (512) 305-8310

IN THE MATTER OF
VADC, INC., ALSO KNOWN AS VISION ASSET
DEVELOPMENT COMPANY, INC., GOLDEN
TRIANGLE ENERGY, CORP., MICHAEL E. DANNELLY,
WILLIAM McGARRY AND HARLEY GARVIN

§
§
§ **Order No. ENF-09-CDO-1666**
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§

TO: VADC, Inc., also known as
Vision Asset Development Company, Inc.
4288 Kellway Circle
Addison, Texas 75001

Michael E. Dannelly
4288 Kellway Circle
Addison, Texas 75001

Golden Triangle Energy, Corp.
4288 Kellway Circle
Addison, Texas 75001

William McGarry
4288 Kellway Circle
Addison, Texas 75001

Harley Garvin
4288 Kellway Circle
Addison, Texas 75001

EMERGENCY CEASE AND DESIST ORDER

This is your OFFICIAL NOTICE of the issuance by the Securities Commissioner of the State of Texas ("Securities Commissioner") of an EMERGENCY CEASE AND DESIST ORDER pursuant to Section 23-2 of The Securities Act, TEX. REV. CIV. STAT. ANN. art. 581-1 et seq. (Vernon 1964 & Supp. 2008) ("Texas Securities Act").

The Staff of the Enforcement Division ("the Staff") of the Texas State Securities Board ("the Securities Board") has presented evidence sufficient for the Securities Commissioner to find that:

FINDINGS OF FACT

1. VADC, Inc., also known as Vision Asset Development Company, Inc. ("Respondent VADC"), maintains a last known address at 4288 Kellway Circle, Addison, Texas 75001.
2. Golden Triangle Energy, Corp. ("Respondent GTEC"), maintains a last known address at 4288 Kellway Circle, Addison, Texas 75001.

3. Michael E. Dannelly (“Respondent Dannelly”) is the controlling principal of Respondents VADC and GTEC and he maintains a last known business address at 4288 Kellway Circle, Addison, Texas 75001.
4. William McGarry (“Respondent McGarry”) maintains a last known business address at 4288 Kellway Circle, Addison, Texas 75001. Respondent McGarry is a sales agent for Respondent VADC.
5. Harley Garvin (“Respondent Garvin”) maintains a last known business address at 4288 Kellway Circle, Addison, Texas 75001. Respondent Garvin is a sales agent for Respondent VADC.
6. Respondents are offering for sale and selling shares of stock issued by Respondent VADC to the public through unregistered sales agents.
7. Respondents Dannelly and GTEC are offering for sale to the public units of interest in the PMC 2008 JV-1 Joint Venture issued by Respondent GTEC. One unit of interest in the joint venture will consist of a 1.665 % working interest in the venture’s oil and gas wells and leases.
8. In connection with the offer for sale and sale of the shares of stock in Respondent VADC, Respondents Dannelly and VADC knowingly misrepresented that Respondent VADC received a \$3 million down payment for the purchase of an oil and gas lease, and said information constitutes a relevant fact.
9. In connection with the offer for sale and sale of the shares of stock in Respondent VADC, Respondents Dannelly and VADC knowingly misrepresented that Respondent VADC had received a \$260,000 monthly delay fee payment for the purchase of an oil and gas lease, and said information constitutes a relevant fact.
10. In connection with the offer for sale of the shares of stock and units, Respondents Dannelly, VADC and GTEC are intentionally failing to disclose the following material facts:
 - a. Respondent Dannelly, doing business as Oil & Gas Managing Partners, Corp., previously sold interests in oil and gas well drilling programs and used the investors’ funds for unrelated and personal expenses, such as spending over \$5.3 million at casinos; and
 - b. Respondent Dannelly and Oil & Gas Managing Partners, Corp., engaged in a fraudulent scheme known as a “Ponzi scheme” whereby Oil & Gas Managing Partners, Corp., paid to investors in its oil and gas well drilling programs monthly “Distribution Guaranteed Payment” using funds contributed by investors purchasing interests in latter oil and gas drilling programs.

11. In connection with the offer for sale of the shares of stock and units, Respondents are intentionally failing to disclose the material fact that Respondent Dannelly, Respondent GTEC and Oil & Gas Managing Partners, Corp., were sued by investors for, among other reasons, securities fraud, in *Faber et al. v. Oil & Gas Managing Partners, Corp. et al.*, Cause No. CC-07-03704D, in the County Court of Law No. 4, Dallas County, Texas, and the Court appointed a Receiver to manage the oil and gas leases which Oil & Gas Managing Partners Corp., and Golden Triangle Energy, Corp., managed for the Oil & Gas Managing Partners 2006 A-1 Re-Entry Program, the Oil & Gas Managing Partners 2006 A-2 Program, the Oil & Gas Managing Partners 2006 A-3 Program, Oil & Gas Managing Partners 2006 A-4 Program, including wells #1, 2, 3, 4, 5, 6, 7 and 10 on the South Cornett Lease and wells # 1, 2, 4, 5, 7, and 8 on the North Cornett Lease, located in Taylor County, Texas.

CONCLUSIONS OF LAW

1. The shares of stock issued by Respondent VADC are "securities" as that term is defined by Section 4.A of the Texas Securities Act.
2. The units of interest in the PMC 2008 JV-1 Joint Venture issued by Respondent GTEC are "securities" as that term is defined by Section 4.A of the Texas Securities Act.
3. Respondents are engaging in fraud in connection with the offer for sale of securities.
4. Respondents' conduct, acts, and practices threaten immediate and irreparable public harm.
5. 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

It is therefore ORDERED that Respondents 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 27th day of January, 2009.

Denise Voigt Crawford
DENISE VOIGT CRAWFORD
Securities Commissioner