

BEFORE THE  
DIVISION OF SECURITIES  
DEPARTMENT OF FINANCIAL INSTITUTIONS  
STATE OF WISCONSIN

In the Matter of  
TEXAS PETROLEUM RESOURCES,

Respondent.

ORDER OF PROHIBITION  
(CONSENT)

File No. S-04226(EX)

Based upon the attached Petition for Order and Waiver and Consent to Order I find that this action is necessary and appropriate in the public interest and for the protection of investors;

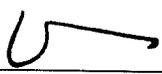
Therefore, pursuant to sec. 551.63, Wis. Stats.,

IT IS ORDERED THAT:

- a. Texas Petroleum Resources, its successors, affiliates, controlling persons, officers, agents, servants, employees, and every entity and person directly or indirectly controlled or organized by or on its behalf, are prohibited from making or causing to be made to any person or entity in Wisconsin any further offers or sales of securities unless and until such securities qualify as covered securities or are registered under Ch. 551, Wis. Stats., or successor statute, or properly exempted therefrom.
- b. Texas Petroleum Resources, its successors, affiliates, controlling persons, officers, agents, servants, employees, and every entity and person directly or indirectly controlled or hereafter organized by or on its behalf, are prohibited from employing an agent to represent them in Wisconsin unless the agent is licensed under Ch. 551, Wis. Stats., or successor statute, or exempted from the licensing requirement.

EXECUTED at Madison, Wisconsin, this 4<sup>th</sup> day of February, 2005.

(SEAL)

  
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Patricia D. Struck  
Administrator  
Division of Securities

NOTICE

You are advised that any wilful violation of an Order issued by the Administrator of the Division of Securities of the Department of Financial Institutions of the State of Wisconsin under Ch. 551, Wis. Stats., is a criminal offense punishable under the provisions of sec. 551.58, Wis. Stats.

BEFORE THE  
STATE OF WISCONSIN  
DEPARTMENT OF FINANCIAL INSTITUTIONS  
DIVISION OF SECURITIES.

In the Matter of TEXAS PETROLEUM RESOURCES      WAIVER AND CONSENT TO  
ORDER

Respondent.

File No. S-04226(EX)

The undersigned Respondent, having decided not to contest the issuance of the attached Petition for Order, hereby waives its right to a hearing with respect to this matter and without admitting the allegations set forth in the Petition for Order hereby consents to the issuance of the Order;

The undersigned Respondent understands that the Order is effective when signed by the Administrator of the Division of Securities and that a wilful violation of an Order signed by the Administrator is a criminal offense.

EXECUTED this 21st day of January, 2005.

TEXAS PETROLEUM RESOURCES

*George Utley*  
George Utley, President

State of Texas      ¶

County of Dallas      ¶

Subscribed before me this 21st day of January, 2005.

*J. B. Yearty*  
Notary Public, State of Texas

My commission expires 10/4/07

