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

In the Matter of MANNON L. WALTERS, INC., Respondent.	ORDER OF PROHIBITION (SUMMARY) File No. S-01065(EX)

Based upon the attached Petition for Order I have reason to believe that unregistered securities have been offered or sold in Wisconsin by an unlicensed person in violation of Ch. 551, Wis. Stats., and that any further offer or sale of unregistered securities by or on behalf of the Respondent would be fraudulent to purchasers and I find that this action is necessary and appropriate in the public interest and for the protection of investors;

Therefore, pursuant to secs. 551.60(2)(a) and (b) and 551.63, Wis. Stats.,

IT IS ORDERED THAT:

a. Mannon L. Walters, Inc., 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 are registered under Ch. 551, Wis. Stats., or successor statute, or properly exempted therefrom.

b. Mannon L. Walters, Inc., 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 excepted from the licensing requirement.

EXECUTED at Madison, Wisconsin, this 5th day of February, 2002.

(SEAL)

Patricia D. Struck
Administrator
Division of Securities

NOTICE

Under sec. 551.61(2), Wis. Stats., within thirty (30) days after any Order has become effective without a hearing, any interested party may file a written request with the Administrator of the Division of Securities for a hearing in respect to any matters determined by the Order. A request for hearing shall be in the form of a petition for hearing and shall, under section SEC 8.01, Wis. Adm. Code, plainly admit or deny each specific allegation, finding, or conclusion in

the Order and incorporated papers (unless the petitioner lacks sufficient knowledge or information to permit an admission or denial, in which case the petition shall so state, and such statement shall have the effect of a denial), and shall state all affirmative defenses.

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
DIVISION OF SECURITIES
DEPARTMENT OF FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

In the Matter of
MANNON L. WALTERS, INC.,
MANNON L. WALTERS, JR.,
JAMES BROWN, BETTY TRABANT, and
TONYA R. MEAD,

Respondents.

PETITION FOR ORDER

File No. S-01065(EX)

The staff of the Enforcement Unit, Bureau of Registration & Enforcement, of the Division of Securities, Department of Financial Institutions, State of Wisconsin has conducted an investigation in this matter pursuant to sec. 551.56, Wis. Stats. and as a result thereof alleges as follows:

1. Mannon L. Walters, Inc., ("MLWI") is a foreign business entity with a last known business address of 6015 Heckel Rd., Evansville, IN 47725.

2. Mannon L. Walters, Jr. ("Walters") is an individual who at all times material hereto has been the President and CEO of MLWI, with a last known business address at that of MLWI.

3. James Brown ("Brown") is an individual who at all times material hereto has been Vice President of MLWI, with a last known business address at that of MLWI.

4. Betty Trabent ("Trabent") is an individual who at all times material hereto has been Secretary of MLWI, with a last known business address at that of MLWI.

5. Tonya R. Mead ("Mead") is an individual who at all times material hereto has been an agent of MLWI, Walters, Brown and Trabent, with a last known business address at that of MLWI.

6. During the period from April through June 2001, Mead, on behalf of MLWI, Walters, Brown and Trabent, offered to at least one person in Wisconsin a certificate of interest or participation in an oil lease or in payments out of such title or lease.

7. The interests offered by the respondents are securities as defined by sec. 551.02(13), Wis. Stats., and have never been registered for offer and sale in Wisconsin pursuant to Ch. 551, Wis. Stats.

8. All Respondents have violated sec. 551.21(1), Wis. Stats., by offering unregistered securities in Wisconsin.

9. In connection with the offers of the securities described above, Mead transacted business in Wisconsin as an "agent" for MLWI, Walters, Brown and Trabent, as that term is defined by sec. 551.02(2), Wis. Stats.

10. At no time has Mead been licensed as a securities agent pursuant to Ch. 551, Wis. Stats.

11. Mead has violated sec. 551.31(1), Wis. Stats., by transacting business in Wisconsin as a securities agent without a license.

12. MLWI, Walters, Brown and Trabent have violated sec. 551.31(2), Wis. Stats., by employing an unlicensed agent to represent them in Wisconsin.

Therefore, the staff of the Enforcement Unit petitions the Administrator of the Division of Securities for the issuance of the attached Order pursuant to Ch. 551, Wis. Stats.

Susan A. Kittel Moore 1/25/02

Susan A. Kittel Moore — Date
Legal Assistant
Enforcement Unit

1/25/02

David A. Cohen — Date
Supervising Attorney
Enforcement Unit