STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER, SUITE 860
120 NORTH ROBINSON AVENUE
OKLAHOMA CITY, OKLAHOMA 73102

In the Matter of:

Nueces Valley Resources, Inc.,
Logan County Production Joint Venture, and
George Burrell,

Respondents.

ODS File No. 11-012

FINAL ORDER TO CEASE AND DESIST

Pursuant to Section 1-602 of the Oklahoma Uniform Securities Act of 2004 (Act), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2009), the Oklahoma Department of Securities (Department) conducted an investigation into the activities of Nueces Valley Resources, Inc., Logan County Production Joint Venture, and George Burrell (collectively, "Respondents") in connection with the offer, sale and/or purchase of securities in and/or from Oklahoma. On January 27, 2011, the Administrator of the Department (Administrator) issued an *Order to Cease and Desist* and *Notice of Opportunity for Hearing* (Order to Cease and Desist) against Respondents.

In order to resolve this matter, Respondents voluntarily executed the Agreement, attached hereto as "Exhibit A" and incorporated herein by reference (Agreement).

This Order is issued pursuant to Section 1-604 of the Act.

NOW THEREFORE, IT IS HEREBY ORDERED that the January 27, 2011 Order to Cease and Desist is made final.

IT IS HEREBY FURTHER ORDERED that Respondents pay a civil penalty in the amount of $1,500.00 to the Department pursuant to the terms of the Agreement.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 4th day of March, 2011.

(SEAL)

IRVING L. FAUGHT, ADMINISTRATOR OF THE
OKLAHOMA DEPARTMENT OF SECURITIES

CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 4th day of March, 2011, a true and correct copy of the above and foregoing *Final Order to Cease and Desist* was mailed by U.S. Mail, with postage prepaid thereon, addressed to:

George Burrell, President
Nueces Valley Resources, Inc.
14875 Landmark Blvd, Suite 203
Dallas, TX 75254

Richard M. Hewitt, Esq.
Nueces Valley Resources, Inc.
300 Trophy Club Drive, Suite 700
Trophy Club, TX 76262
rmhewitt@rmhpc.com

Brenda London
Brenda London
Paralegal

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AGREEMENT

THIS AGREEMENT is entered into among Nueces Valley Resources, Inc., Logan County Production Joint Venture, and George Burrell (collectively, "Respondents") and the Administrator ("Administrator") of the Oklahoma Department of Securities ("Department") as of the Effective Date set forth below.

Pursuant to Section 1-602 of the Oklahoma Uniform Securities Act of 2004 ("Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2009), the Department conducted an investigation into certain alleged activities of Respondents to determine whether violations of the Act and/or the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities ("Rules") may have occurred. Based thereon, an Order to Cease and Desist and Notice of Opportunity for Hearing ("Order to Cease and Desist") was issued by on January 27, 2011.

Respondents desire to settle this matter expeditiously in a manner consistent with the purposes fairly intended by the policies and provisions of the Act and the Rules. Respondents voluntarily waive their right to a hearing provided by the Act, the Rules, and the Oklahoma Administrative Procedures Act, and any right to appeal.

The undersigned parties hereto agree as follows:

1. **Jurisdiction.** The Administrator has jurisdiction over Respondents and the subject matter of this action.

2. **Order.** The Administrator will issue an order in the form attached hereto as "Exhibit A".

3. **Civil Penalty.** Respondents shall collectively pay a civil penalty, in the amount of $1,500.00, to the Department within thirty (30) days of the Effective Date of

EXHIBIT
A

this Agreement. The civil penalty shall be paid by check, cashier's check, or money order payable to the "Oklahoma Department of Securities" and shall be received on or before the date it is due, at the following address:

Oklahoma Department of Securities
120 North Robinson Avenue, Suite 860
Oklahoma City, Oklahoma 73102

4. **Public Record.** Respondents acknowledge and understand that this Agreement is a public record and will be available for public examination, pursuant to Section 1-607 of the Act.

5. **No Coercion.** Respondents enter into this Agreement voluntarily and without any duress, undue influence, or coercion by the Administrator, any employee of the Department, or any member of the Oklahoma Securities Commission.

6. **Consideration.** In consideration of this Agreement, the Administrator will not take further action against Respondents in connection with the findings of fact contained in the Order to Cease and Desist.

7. **Failure to Comply**. Should Respondents fail to comply with the terms of this Agreement in any material respect or if Respondents have made any false or misleading statements to the Department in connection with this matter, the Department may initiate an action against Respondents as authorized by the Act.

8. **Entire Agreement.** This writing constitutes the entire agreement of the parties with respect to the subject matter hereof and supersedes any and all prior and contemporaneous agreements, representations and understandings of the parties. No supplement, modification or amendment to this Agreement shall be binding unless executed in writing by each of the parties hereto.

9. **Limitation on Agreement.** Nothing in this Agreement shall prohibit the Administrator from furnishing information to any other properly constituted agency or authority. In the event any other agency or authority commences an action in connection with information obtained by the Administrator against Respondents, the Administrator may assist in such actions as authorized by law. It is further agreed that the execution of this Agreement does not mean that the Administrator has passed in any way upon the merits or qualifications of, or recommended or given approval to, the transactions to which it relates or any future securities transactions by Respondents.

10. **Effective Date.** This Agreement shall be effective as of the date on which it is signed by the Administrator as set forth below his signature hereto.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date and year set forth below their signatures hereto.

NUECES VALLEY RESOURCES, INC.

By: George C. Burrell

Title: PRESIDENT

Date: 2/24/11

LOGAN COUNTY PRODUCTION JOINT VENTURE

By: George C. Burrell

Title: PRESIDENT
NUECES VALLEY RESOURCES, INC.
JOINT VENTURE MANAGER

Date: 2/24/11

GEORGE BURRELL

George C. Burrell

Date: 2/24/11

OKLAHOMA DEPARTMENT OF SECURITIES

By: Irving L. Faught

Irving L. Faught, Administrator

Date: March 4, 2011