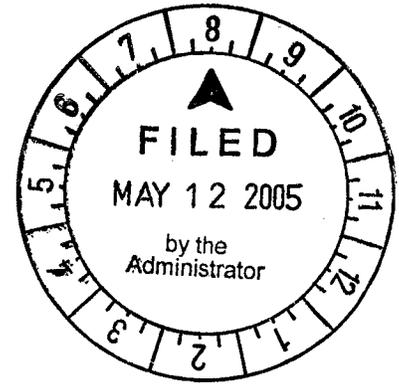


STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER
120 N. ROBINSON, SUITE 860
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Lance Duane Barron,

Respondent.

ODS File No. 04-090

ORDER TO CEASE AND DESIST

On April 12, 2005, an Enforcement Division Recommendation (Recommendation) naming Lance Duane Barron (Respondent), was filed with the Administrator of the Oklahoma Department of Securities (Department). The issuance of a cease and desist order is authorized by Section 406 of the Oklahoma Securities Act (Predecessor Act), Okla. Stat. tit. 71, §§ 1-413, 501, 701-703 (2001 & Supp. 2003), and Section 1-604 of the Oklahoma Uniform Securities Act of 2004 (Act), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003).

On April 13, 2005, the Administrator of the Department issued a Notice of Opportunity for Hearing with the Recommendation attached (Notice of Hearing). The Administrator also issued a Notice of Service on the Administrator and Affidavit of Compliance (Notice of Service) on April 13, 2005. The Notice of Hearing and the Notice of Service were mailed April 13, 2005, to the last known addresses of Respondent, by certified mail, return receipt requested, and delivery restricted.

The Notice of Hearing specified that failure to request a hearing will result in the issuance of an order to cease and desist against Respondent. No request for hearing or any other response has been received by the Administrator.

The Administrator of the Department, being fully advised in this matter, does hereby adopt the Findings of Fact and Conclusions of Law as set forth below.

Findings of Fact

1. At all times material hereto, Respondent, an individual and a resident of Oklahoma, represented himself as being affiliated with South Texas Petroleum, a company engaged in oil and gas exploration and production.

2. In June of 2003, Respondent offered and sold contractual interests (Interests) in a Texas oil well investment to certain investors (Investors). Investors met Respondent while he was traveling outside Oklahoma to promote a multi-level marketing business.

3. Respondent told Investors that he had "doubled" his previous investment with South Texas Petroleum. Respondent offered contracts with South Texas Petroleum relating to a specific well and guaranteed that Investors would at least double their money within six (6) months through the efforts of South Texas Petroleum. Respondent told Investors to make their checks payable to him as the investment opportunity was closed to new Investors. Respondent represented that he would pool the Investor funds with his personal money and with that of approximately twenty-four (24) other Investors. Respondent promised that there was no risk to Investors because their money would be refunded or they would receive an interest in another oil well if the specified well did not "hit."

4. One Investor mailed a cashier's check payable to Respondent to a post office box in Oklahoma. Investor funds were deposited into two accounts in the name of Respondent at a bank in Ringling, Oklahoma. Respondent disbursed the Investor funds from these accounts for his personal expenses and did not send Investor funds to South Texas Petroleum.

5. Respondent was not registered under the Predecessor Act to transact business as a broker-dealer or agent.

6. The Interests offered and sold by Respondent were not registered pursuant to Section 301 of the Predecessor Act.

Conclusions of Law

1. The Interests are securities pursuant to the Predecessor Act.

2. Respondent offered and sold unregistered securities in and/or from Oklahoma, in violation of Section 301 of the Predecessor Act.

3. Respondent was not registered under the Predecessor Act to transact business as a broker-dealer or agent, in violation of Section 201 of the Predecessor Act.

4. In connection with the offer, sale, or purchase of securities, Respondent made untrue statements of material fact and omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading, in violation of subsection (2) of Section 101 of the Predecessor Act.

5. In connection with the offer, sale, or purchase of securities, Respondent engaged in acts, practices, or a course of business, which operated, as a fraud or deceit upon Oklahoma residents, in violation of subsection (3) of Section 101 of the Predecessor Act.

6. The Administrator has the authority to order Respondent to cease and desist from offering and selling unregistered securities in and/or from Oklahoma; transacting business as a broker-dealer or agent without registration in the state of Oklahoma; making untrue statements of material fact in connection with the offer, sale, or purchase of securities; omitting to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading, in connection with the offer, sale, or purchase of securities; and engaging in acts, practices, or a course of business, which operates, as a fraud or deceit upon Oklahoma residents.

7. It is in the public interest to order Respondent to cease and desist from the conduct described above.

IT IS HEREBY ORDERED, that Respondent cease and desist from offering and selling unregistered securities in and/or from Oklahoma; transacting business as a broker-dealer or agent without registration in the state of Oklahoma; making untrue statements of material fact in connection with the offer, sale, or purchase of securities; omitting to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading, in connection with the offer, sale, or purchase of securities; and engaging in acts, practices, or a course of business, which operates, as a fraud or deceit upon Oklahoma residents.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities
this 12th day of May, 2005.

(SEAL)



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

CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 13th day of May, 2005, a true and correct copy of the above and foregoing Order to Cease and Desist was mailed by certified mail, return receipt requested, delivery restricted, with postage prepaid thereon addressed to:

Lance Duane Barron
P.O. Box 582
Ringling, OK 73456

Lance Duane Barron
305 South 7th Street
Ringling, OK 73456

Lance Duane Barron
P.O. Box 5682
Fort Smith, AR 72913

Lance Duane Barron
1314 North Albert Pike D
Fort Smith, AR 72904

Brenda London