

STATE OF ALABAMA
ALABAMA SECURITIES COMMISSION

IN THE MATTER OF:)
)
TRINITY OIL & GAS DRILLING, INC.) ADMINISTRATIVE ORDER
SPIRIT RESOURCES, INC.) NO. CD-2007-0001
TRINITY ENERGY GROUP, INC.)
TRINITY OIL PARTNERS NO 2, LLC)
TRINITY ENERGY GROUP)
INTERNATIONAL, INC.)
TRINITY RESOURCES, INC.)
ROY DENT)
JOHN HOLLAND)
DALE NORMAND)
)
)
RESPONDENTS)

CEASE AND DESIST ORDER

The Alabama Securities Commission ("Commission"), having the authority to administer and provide for the enforcement of all provisions of Title 8, Chapter 6, Code of Alabama 1975, the Alabama Securities Act ("Act"), upon due consideration of the subject matter hereof, and having confirmed information of the offers for sale and/or sale of securities into, within or from the state of Alabama, has determined as follows:

RESPONDENTS

1. TRINITY OIL & GAS DRILLING, INC., is an Alabama corporation with a business address of 555 County Road 7720, Troy Alabama 36081-6613.
2. SPIRIT RESOURCES, INC., is an Alabama corporation with a business address of 2398 County Road 7705, Troy Alabama 36081-6614.
3. TRINITY ENERGY GROUP, INC., is an Alabama corporation with a business address of 558 County Road 420, Tyler Alabama 36785-2956.

4. TRINITY OIL PARTNERS NO. 2, LLC., is an Alabama Limited Liability Company with a business address of 555 County Road 7720, Troy Alabama 36081-6613.

5. TRINITY ENERGY GROUP INTERNATIONAL, INC. with a business address of 4800 Maryland Pkwy, Ste J, Las Vegas, NV 89119-6316 was the incorporator of TRINITY ENERGY GROUP, INC., TRINITY RESOURCES, INC., AND SPIRIT RESOURCES, INC.

6. TRINITY RESOURCES, INC., is an Alabama corporation with a mailing address of 8190 Beechmont Ave., Suite 101, Cincinnati, Ohio 45250-6117.

7. ROY DENT ("DENT"), at all times relevant, was the Director of TRINITY OIL & GAS DRILLING, INC., President of TRINITY ENERGY GROUP, INC., and the registered agent of SPIRIT RESOURCES, INC., with a business address 555 County Road 7720, Troy, Alabama 36081-6613

8. JOHN HOLLAND ("HOLLAND"), at all times relevant, was the registered agent for TRINITY ENERGY GROUP, INC., and TRINITY RESOURCES, INC., with a business address of 555 County Road 7720, Troy, Alabama 36081-6613.

9. DALE NORMAND, at all times relevant, was the Chief Financial Officer of TRINITY ENERGY GROUP, INC.; a Director of TRINITY RESOURCES, INC.; and the registered agent for, TRINITY OIL PARTNERS NO. 2, LLC, and TRINITY ENERGY GROUP INTERNATIONAL, INC., with a business address of 555 County Road 7720, Troy, Alabama 36081-6613

STATEMENT OF FACTS

10. In August 2005, RESPONDENTS began soliciting oil and mineral leases from Alabama land owners for the purpose of drilling oil and gas wells.

11. On April 28, 2006, a letter was dispatched, by the Commission, to John

Holland advising him that prior to the sale of interests in oil wells the agents and each offering must adhere to the Alabama Securities Act and, that should Trinity Energy Group decide to offer and/or sell securities into, within, or from the state of Alabama, he should consult with an attorney knowledgeable in the securities laws.

12. On July 17, 2006, a letter was dispatched, by the Commission, to Roy Dent advising that if he was soliciting investors the securities being offered must be registered or exempt from registration under the Alabama Securities Act.

13. By letter dated August 15, 2006, James Roy Dent advised the Commission that a "company" affiliated with Trinity Oil & Gas Drilling, Inc., had engaged a securities attorney and that it was their desire to be good and lawful corporate citizens.

14. Information obtained by the Commission indicates that on November 13, 2006, RESPONDENTS entered into a certificate of interest or participation in an oil, gas or mining title or lease, entitled a "Subscription Agreement", with an Alabama resident. That agreement awarded the investor one (1) "Unit" in Trinity Oil Partners No. 2, LLC. That "Unit" represented a 10% undivided working interest in the Charles Ray Sanders Well #1. In exchange for the Subscription Agreement RESPONDENTS received \$75,000.00 from the Alabama investor. The subscription states that TRINITY ENERGY GROUP, INC., is the manager of the LLC. That agreement bears the signature of Dale Normand for TRINITY ENERGY GROUP, INC.

15. On November 23, 2006, RESPONDENTS offered and sold two (2) "UNITS" representing twenty (20) shares of SPIRIT RESOURCES, INC., to an Alabama resident for \$20,000.00. The offering documents state that "TRINITY ENERGY GROUP, INC., an associated company, will be the operator or liaison for all drilling and sales."

16. On November 30, 2006, DENT entered into a \$3,000.00 investment Contract, entitled "Contract Agreement", with an Alabama resident stating that the investors money would be doubled in 60 days. The funds solicited by RESPONDENTS were to be invested by RESPONDENTS on behalf of the investor. The funds were to be

managed by RESPONDENTS with the expectation that profits would be derived primarily from RESPONDENTS investment efforts.

17. On January 2, 2007, RESPONDENTS solicited and received \$5,000 as a down payment for a 1% interest in TRINITY RESOURCES, INC.

18. On January 17, 2007, review of the Registration files of the Commission, disclosed no record of registration for RESPONDENTS as a Dealer, Agent, Investment Advisor, or Investment Advisor Representative.

19. On January 17, 2007, review of the Registration files of the Commission, disclosed no record of registration or exemption from registration in the state of Alabama for the Subscription Agreements, stock or investment contracts being offered and sold by RESPONDENTS.

CONCLUSIONS OF LAW

20. Pursuant to Section 8-6-2 (10), Code of Alabama 1975, a certificate of interest or participation in an oil, gas, or mining title or lease or in payments out of production under such a title or lease is a security. The "Subscription Agreement" representing a 10% undivided working interest in the Charles Ray Sanders Well #1 is a security under the Act.

21. Pursuant to Section 8-6-2 (10), Code of Alabama 1975, the definition of "security" includes any stock. The two (2) Units representing twenty (20) shares of SPIRIT RESOURCES, INC., solicited and sold by RESPONDENTS falls within the definition of stock and are therefore a security under the act.

22. Pursuant to Section 8-6-2 (10), Code of Alabama 1975, the definition of "security" includes any investment agreement . The "Contract Agreement solicited and sold by DENT falls within the definition of an investment contract and is therefore a security under the act.

23. Pursuant to Section 8-6-2(2), Code of Alabama 1975, the definition of an “agent” includes, any individual who represents an issuer in effecting sales of securities. DENT, HOLLAND, AND NORMAND acted as securities agents of TRINITY OIL PARTNERS NO. 2, LLC. and SPIRIT RESOURCES, INC. when they solicited and received investor funds and/or issued securities, in the form of shares of stock, participation agreements in an oil, gas or mining title, and investment contracts, i.e. subscription agreements, to Alabama residents.

24. Section 8-6-4, Code of Alabama 1975 states: It is unlawful for any person to offer or sell any security in this state unless it is registered under this article; the security is exempt from registration under Section 8-6-10; or the transaction is exempt under Section 8-6-11. RESPONDENTS offered and sold unregistered, non-exempt securities, referred to in paragraphs 14, 15, 16, and 17 above, to Alabama residents in violation of the Act.

25. Pursuant to Section 8-6-3, Code of Alabama 1975 , It is unlawful for any person to transact business in this state as a Dealer, Agent, Investment Advisor, or Investment Advisor Representative unless he is registered under this article. RESPONDENTS are not registered as a Dealer, Agent, Investments Advisor, or Investment Advisor Representative the State of Alabama, and have effected security transactions with Alabama residents in violation of the Act.

This Order does not prevent the Commission from seeking such other administrative, civil or criminal remedies that are available to it under the Act.

This Order is appropriate in the public interest for the protection of investors and is consistent with the purposes of the Act.

ACCORDINGLY, IT IS HEREBY ORDERED that RESPONDENTS immediately **CEASE AND DESIST** from further offers or sales of any security into, within or from the state of Alabama.

Entered at Montgomery, Alabama, this 1st day of February, 2007.



ALABAMA SECURITIES COMMISSION
770 Washington Avenue, Suite 570
Montgomery, AL 36130-4700
(334) 242-2984
BY:

A handwritten signature in cursive script, appearing to read "J. Randall McNeill", is written over the "BY:" line.

J. Randall McNeill
Deputy Director