STATE OF ALABAMA
ALABAMA SECURITIES COMMISSION

IN THE MATTER OF:	)	
	)	
T. D. & ASSOCIATES	)	ADMINISTRATIVE ORDER
DENNIS TIMPE	)	NO. CD-2005-0017
MICHAEL SPRADLEY	)	
	)	
RESPONDENTS	)	

CEASE AND DESIST ORDER

The Alabama Securities Commission ("Commission"), having the power 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. T. D. & ASSOCIATES ("T. D.") is a California company, with a business address of 18281 Lemon Drive, Yorba Linda, California, 92886.

2. DENNIS TIMPE ("TIMPE") is the Chairman, President, and Chief Executive Officer of T. D. & Associates, with a business address of 18281 Lemon Drive, Yorba Linda, California, 92886.

3. MICHAEL SPRADLEY ("SPRADLEY") is an account representative with T.D. & ASSOCIATES, with a business address of 18281 Lemon Drive, Yorba Linda, California, 92886.

STATEMENT OF FACTS

4. Information made available to the Commission indicates that in November 2004, SPRADLEY offered an investment in a limited offering of an oil and gas well venture to an investor residing in Alabama.

5. A review of the files of the Alabama Securities Commission Registration Division disclosed no record of registration, nor exemption from registration for TIMPE as a Securities Agent or Dealer in the state of Alabama.

6. A review of the files of the Alabama Securities Commission Registration Division disclosed no record of registration, nor exemption from registration for SPRADLEY as a Securities Agent or Dealer in the state of Alabama.

7. A review of the files of the Alabama Securities Commission Registration Division disclosed a notice filing by T. D. & ASSOCIATES for a Reg D 506 limited offering named T D Park City 5 Well.

8. Information made available to the Commission indicates that SPRADLEY made a general solicitation ("cold call") to an Alabama investor. This is in violation of the United States Securities and Exchange Regulation 230.502(c), regarding Limitation on Manner of Offering. The exemption for registration concerning Reg D 506 (Limited Offering) is conditional to the issuer abiding by the rules against general solicitation. The violation committed by SPRADLEY voids any exemption claimed by T. D. & ASSOCIATES concerning the offering of T D Park City 5 Well limited offering.

CONCLUSIONS OF LAW

9. TIMPE, SPRADLEY nor T. D. & ASSOCIATES are registered, or exempt from registration as a Dealer or Agent in the state of Alabama. The sale of securities by an unregistered Dealer or Agent in the state of Alabama is a violation of Section 8-6-3(a), Code of Alabama 1975.

10. Due to the general solicitation made by SPRADLEY, the registration exemption for the offer of this particular security is void; therefore, the limited offering of T D Park City 5 Well is neither registered nor exempt from registration in the state of Alabama. The sale of unregistered securities, in the state of Alabama is a violation of

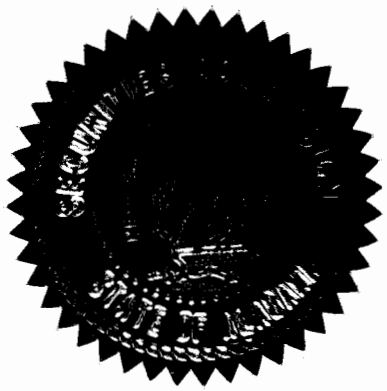
Section 8-6-4, Code of Alabama 1975.

This Order does not prevent the Alabama Securities Commission from seeking such other 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 11th day of April, 2005.



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BY:

JOSEPH P. BORG
Director