

STATE OF ALABAMA  
ALABAMA SECURITIES COMMISSION

IN THE MATTER OF: )  
TRITON EP, LLC. )  
GARRY B. SMITH )  
JOHN M. FAETH )  
RESPONDENTS )  
) ADMINISTRATIVE ORDER  
NO. CD-2006-00 09

## 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. TRITON EP, LLC. ("TRITON") is a Texas limited liability company with a business address of 1504 North Greenville Avenue, Suite 150, Allen, Texas 75002.
  2. GARY B. SMITH ("SMITH"), at all times relevant, was President of TRITON, with a business address 1504 North Greenville Avenue, Suite 150, Allen, Texas 75002.
  3. JOHN M. FAETH ("FAETH"), at all times relevant, was the Chief Executive Officer of TRITON, with a business address of 1504 North Greenville Avenue, Suite 150, Allen, Texas 75002.

STATEMENT OF FACTS

4. By memorandum dated January 7, 2005, RESPONDENTS offered to sell a certificate of interest or participation in an oil and gas title or lease or payments out of production in a gas and oil well entitled Subscription Agreement, for a project named the Baker #1 Joint Venture, to an Alabama resident for \$45,250.00
5. On August 6, 2004, RESPONDENTS offered and sold a certificate of interest or participation in an oil and gas title or lease or payments out of production in a gas and oil well entitled Subscription Agreement, for a project named the Neighbors #1 Joint Venture, to an Alabama resident for \$26,000.00.
6. By letter dated October 8, 2004, SMITH solicited and received \$9,000 from an Alabama resident for completion costs for the Neighbors #1 Joint Venture well.
7. By memorandum dated August 15, 2005, RESPONDENTS offered to sell a certificate of interest or participation in an oil and gas title or lease or payments out of production in a gas and oil well entitled Subscription Agreement, for a project named the Wiese #1 Joint Venture, to an Alabama resident for \$47,525.00.
8. By memorandum dated September 15, 2005, RESPONDENTS offered to sell a certificate of interest or participation in an oil and gas title or lease for payments out of production in a gas and oil well entitled Subscription Agreement, for a project named the Neighbors #2 Joint Venture, to an Alabama resident for \$35,050.00.
9. Review of the files of the Commission, disclosed no record of registration for RESPONDENTS as a dealer or broker dealer agent in the state of Alabama.
10. Review of the files of the Commission, disclosed no record of registration or exemption from registration in the state of Alabama for the Subscription Agreements offered and sold by RESPONDENTS.

## CONCLUSIONS OF LAW

11. Section 8-6-2 (10), Code of Alabama 1975, defines 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, or any right to subscribe to any of the foregoing, as a security.
12. The Subscription Agreements offered and sold by RESPONDENTS to the Alabama resident are securities.
13. Section 8-6-3, Code of Alabama 1975 states It is unlawful for any person to transact business in this state as a dealer or agent for securities unless he is registered under this article.
14. RESPONDENTS are not registered as a broker dealer or broker dealer agent in the state of Alabama.
15. 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.
16. The securities offered and sold by the RESPONDENTS were neither registered nor exempt from registration in Alabama.
17. This Order does not prevent the 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 6<sup>th</sup> day of March, 2006.



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

BY:

  
JOSEPH P. BORG  
Director