

STATE OF ALABAMA
ALABAMA SECURITIES COMMISSION

IN THE MATTER OF:)	
)	
NORTHSTAR ENERGY, INC.)	
LARRY M. KOONCE)	ADMINISTRATIVE ORDER
PAUL M. ESPOSITO)	NO. CO-2005-0053
TEXAS SECURITIES PARTNERS, INC.)	
BRIAN ALAN GUINN)	
TONY EUGENE MORRISON)	
JAMES GREGORY RICE)	
CHRISTOPHER R. MADRID)	
)	
<u>RESPONDENTS</u>)	

LIMITED CONSENT ORDER FOR TEXAS SECURITIES PARTNERS, INC., BRIAN
ALAN GUINN, TONY EUGENE MORRISON, JAMES GREGORY RICE, AND
CHRISTOPHER R. MADRID

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. TEXAS SECURITIES PARTNERS, INC. (TSPI), is a Delaware Corporation and Alabama registered broker dealer, CRD# 46247, with a principal place of business, at all times relevant, of 740 Lexington Drive, Building B, Plano, Texas 75075.

2. BRIAN ALAN GUINN ("GUINN"), at all times relevant, was the Chief Executive Officer AND Designated Principal, CRD# 2805926, of TSPI, with a business address of 740 Lexington Drive, Building B, Plano, Texas 75075.

3. TONY EUGENE MORRISON ("MORRISON"), at all times relevant, was the Secretary and Registered Principal, CRD# 4362545, TSPI, with a business address of 740 Lexington Drive, Building B, Plano, Texas 75075.

4. JAMES GREGORY RICE ("RICE"), at all times relevant, was a TSPI Alabama registered broker dealer agent, CRD# 4804281, with a business address of 740 Lexington Drive, Building B, Plano, Texas 75075.

5. CHRISTOPHER RENE MADRID ("MADRID"), at all times relevant, was a TSPI Alabama registered broker dealer agent, CRD# 4598127, with a business address of 740 Lexington Drive, Building B, Plano, Texas 75075.

STATEMENT OF FACTS

6. On August 18, 2004, NORTHSTAR ENERGY, INC. ("NORTHSTAR") filed a Form D 506 Offerings with the Commission for a private placement of securities for the Northstar Wallis Prospect #1 Joint Venture.

7. An Alabama resident claims to have visited the NORTHSTAR web site in October 2004 and following the instructions on the web site completed a questionnaire.

8. Subsequent to the Alabama resident's completion of the questionnaire RICE called and offered and sold the Alabama resident interests in the Northstar Wallis Prospect #1 Joint venture.

9. In November of 2004, RICE called the Alabama resident and offered and sold interests in the Northstar Exxon-Will O Joint Venture.

10. On January 6, 2005, NORTHSTAR filed a Form D 506 Offerings with the Commission for a private placement of securities for the Northstar Exxon-Will O Joint Venture.

11. In March of 2005 MADRID called the Alabama resident and offered and sold interests in the Northstar Davis #5-B Joint Venture.

12. On December 14, 2005, the Commission issued Administrative Order CD-2005-0053, ordering all RESPONDENTS and others to cease and desist from any further violations of the Alabama Securities Act.

13. On December 14, 2005, the Commission issued Administrative Order SC-2005-0054, ordering RESPONDENTS, TEXAS SECURITIES PARTNERS, INC., BRIAN ALAN GUINN, TONY EUGENE MORRISON, JAMES GREGORY RICE and CHRISTOPHER R. MADRID to show cause why their Alabama broker-dealer and agent registrations should not be suspended or revoked due to the sale of unregistered securities to an Alabama resident.

14. All RESPONDENTS requested informal hearings and through counsel have met with the Commission staff to resolve the issues enumerated herein, the last meeting having occurred on January 11, 2008.

CONCLUSIONS OF LAW

The Commission makes the following Conclusions of Law without any admission or denial by any of the Respondents:

15. To qualify for an exemption from registration under Rule 506 of the Securities Act of 1933, offers and sales of securities must satisfy all terms and conditions of Rules 501 and 502. Rule 502(c) of the 1933 Act states "neither the issuer nor any person acting on its behalf shall offer for sale the securities by any form of

general solicitation or general advertising.” An issuer’s use of an Internet web site, without appropriate “gatekeeping” functionality, in connection with a purported private offering would constitute a “general solicitation” and therefore disqualify the offering as “private”. The Commission has asserted that the securities offered and sold by RESPONDENTS were neither registered nor subject to a perfected exemption from registration in Alabama. Sale of securities in the state of Alabama, without benefit of registration or exemption from registration, is a violation of Section 8-6-4, Code of Alabama 1975. The RESPONDENTS have asserted that the issuance of the securities complied with Alabama law.

WHEREAS, RESPONDENTS neither admit nor deny that securities transactions were effected in the State of Alabama prior to registration or the perfection of any applicable exemption. Each of the RESPONDENTS states that the information and assertions presented to the Commission during its investigation of this matter by him or it are true and correct. The RESPONDENTS understand the Commission’s reliance upon such information and assertions in its determination to accept this Order, and that should this information or these assertions prove to be incorrect or misrepresented, the Commission may seek such other administrative, civil, or criminal remedies that may be available to it under the provisions of the Act.

WHEREAS, RESPONDENTS have voluntarily waived all rights to a hearing upon entry of this Order, and have consented to the entry of this Order, and

WHEREAS, the Commission finds this Order necessary and appropriate in the public interest for the protection of investors, and consistent with the purposes fairly intended by the policy and provisions of the Act, and

WHEREAS, the Commission and RESPONDENTS are desirous of settling this matter as hereafter set forth and agree to the entry of this Order.

ACCORDINGLY, IT IS HEREBY ORDERED:

1. That RESPONDENTS, TEXAS SECURITIES PARTNERS, INC., BRIAN ALAN GUINN, TONY EUGENE MORRISON, JAMES GREGORY RICE and CHRISTOPHER R. MADRID shall, until such time as the securities are properly registered, or an appropriate exemption from registration has been perfected, refrain from effecting securities transactions into, within or from the State of Alabama.

2. That RESPONDENT TEXAS SECURITIES PARTNERS, INC., shall not employ, or allow to act on their behalf, any broker-dealer or agent to effect securities transactions in this state who is not appropriately registered or exempt from registration under the Alabama Securities Act.

3. That RESPONDENT TEXAS SECURITIES PARTNERS, INC., shall ensure that proper procedures are enacted to preclude any non-compliance with the Act.

4. That in accordance with Section 8-6-19(j)(1), Code of Alabama 1975, , RESPONDENT, TEXAS SECURITIES PARTNERS, INC., shall pay to the **State of Alabama** an administrative assessment in the total sum of Four Thousand Five Hundred Dollars (\$4,500), said funds to be tendered in certified funds contemporaneously with the entry of this Order.

5. That in accordance with Section 8-6-19(k)(1), Code of Alabama 1975, RESPONDENT TEXAS SECURITIES PARTNERS, INC., shall pay to the **Alabama Securities Commission**, as partial reimbursement for the Commission's cost for investigating this matter, the sum of Four Thousand Five Hundred Dollars (\$4,500), said funds to be tendered in certified funds contemporaneously with the entry of this Order.

6. That RESPONDENT TEXAS SECURITIES PARTNERS, INC., shall pay One Thousand Dollars (\$1,000) to the **Investor Protection Trust**, a non-profit

corporation with such funds designated specifically for investor education and investor protection in the state of Alabama as directed by the Alabama Securities Commission in its sole discretion.

7. That the entry of this Order resolves the Cease and Desist Order, Administrative Order No. CD-2005-0053 issued December 14, 2005, only as it relates to RESPONDENTS TEXAS SECURITIES PARTNERS, INC., BRIAN ALAN GUINN, TONY EUGENE MORRISON, JAMES GREGORY RICE and CHRISTOPHER R. MADRID.

8. That the entry of this Order resolves the Show Cause Order, Administrative Order No. CD-2005-0054 issued December 14, 2005, only as it relates to RESPONDENTS, TEXAS SECURITIES PARTNERS, INC., BRIAN ALAN GUINN, TONY EUGENE MORRISON, JAMES GREGORY RICE and CHRISTOPHER R. MADRID.

AGREED AND CONSENTED to on dates indicated:

RESPONDENT:
TEXAS SECURITIES PARTNERS, INC.

BY: _____
TITLE: _____
DATE: _____, 2008

BRIAN ALAN GUINN

BY: _____
DATE: _____, 2008

corporation with such funds designated specifically for investor education and investor protection in the state of Alabama as directed by the Alabama Securities Commission in its sole discretion.


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AGREED AND CONSENTED to on dates indicated:

RESPONDENT:

TEXAS SECURITIES PARTNERS, INC.

BY: 

TITLE: AUTHORIZED SIGNATORY

DATE: May 5, 2008

BRIAN ALAN GUINN

BY: _____
DATE: _____, 2008

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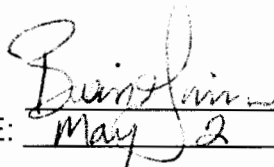
AGREED AND CONSENTED to on dates indicated:

RESPONDENT:

TEXAS SECURITIES PARTNERS, INC.

BY: _____
TITLE: _____
DATE: _____, 2008

BRIAN ALAN GUINN

BY:  _____
DATE: May 2, 2008

TONY EUGENE MORRISON

BY: _____
DATE: _____, 2008

JAMES GREGORY RICE

BY: James G. Rice
DATE: May 2, 2008

CHRISTOPHER R. MADRID

BY: _____
DATE: _____, 2008

APPROVED AND ORDERED this _____ day of _____, 2008

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

JOSEPH P. BORG
Director

TONY EUGENE MORRISON

BY: _____
DATE: _____, 2008

JAMES GREGORY RICE

BY: _____
DATE: _____, 2008

CHRISTOPHER R. MADRID

BY: 
DATE: 5/2/08, 2008

APPROVED AND ORDERED this _____ day of _____, 2008

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

JOSEPH P. BORG
Director

TONY EUGENE MORRISON

BY: 

DATE: May 5, 2008

JAMES GREGORY RICE

BY: _____

DATE: _____, 2008

CHRISTOPHER R. MADRID

BY: _____

DATE: _____, 2008

APPROVED AND ORDERED this 14th day of May, 2008


ALABAMA SECURITIES COMMISSION

770 Washington Avenue, Suite 570

Montgomery, AL 36130-4700

(334) 242-2984

BY:


JOSEPH P. BORG
Director

