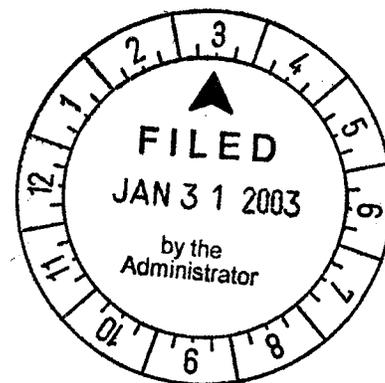


STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER
120 N. ROBINSON, SUITE 860
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Brooksmith Partners, Ltd. and
Gregory C. Perry *aka* Gregory Charles Crowley,

Respondents.

ODS File No. 02-169

ORDER TO CEASE AND DESIST

On December 23, 2002, a recommendation to issue an order to cease and desist (Recommendation) against Brooksmith Partners, Ltd. (Brooksmith Partners) and Gregory C. Perry *aka* Gregory Charles Crowley (Perry) (collectively, the "Respondents") was filed with the Administrator of the Oklahoma Department of Securities (Department). The issuance of such order is authorized by subsection (b) of Section 406 of the Oklahoma Securities Act (Act), Okla. Stat. tit. 71, §§ 1-413, 501, 701-703 (2001 & Supp. 2002).

On December 23, 2002, the Administrator of the Department issued a Notice of Opportunity for Hearing with the Recommendation attached (Notice). Pursuant to Section 413 of the Act, the Notice was served on the Administrator of the Department on December 23, 2002, and mailed to the last known addresses of Brooksmith Partners and Perry at 23679 Calabasas Road, Suite 233, Calabasas, CA 91302, by certified mail, return receipt requested, and delivery restricted. On January 16, 2003, the Notice was returned marked "Returned To Sender, Not Deliverable As Addressed, Unable To Forward, Moved." The Notice was also mailed to Brooksmith Partners and Perry at 22231 Mulholland Highway, Suite 233, Calabasas, CA 91302, by certified mail, return receipt requested, and delivery restricted. On January 27, 2003, the Notice was returned marked, "Returned To Sender."

The Notice specified that failure to request a hearing within fifteen (15) days of service will result in the issuance of an order to cease and desist. 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. Brooksmith Partners, at all times material hereto, was represented to be a California limited partnership engaged in the business of developing oil and gas leases in the state of Texas.

2. Perry, at all times material hereto, was represented to be the managing general partner of Brooksmith Partners.

3. J. Beasley (Beasley) is an individual who, at all times relevant hereto, was an Oklahoma resident.

4. In or around June 1999, Perry solicited Beasley's participation in the Brooksmith Partners program through the offer of units in oil and gas leases (Units).

5. On or about July 19, 1999, Beasley executed a subscription agreement whereby he purchased one Unit in the Brooksmith Partners program at a price of \$2,500.

6. On or about September 3, 1999, Beasley purchased an additional Unit in the Brooksmith Partners program at a price of \$2,500.

7. At all times material hereto, the Units were not registered under the Act.

8. Brooksmith Partners did not file a notice to claim an exemption from registration pursuant to Section 401 of the Act with respect to the Units.

To the extent any of these Findings of Fact are more properly characterized as Conclusions of Law, they should be so considered.

Conclusions of Law

1. Service of process was effected on Respondents pursuant to Section 413 of the Act.

2. The Units are securities as defined by subsection (v) of Section 2 of the Act.

3. Respondents offered and sold securities in and/or from the state of Oklahoma.

4. Respondents offered and sold securities that were not registered under the Act or exempted from registration under Section 401 of the Act or that are not federal covered securities, in violation of Section 301 of the Act.

5. The Administrator has the authority pursuant to Section 406 of the Act to issue an order to cease and desist.

6. It is in the public interest to order Respondents to cease and desist from violations of Section 301 of the Act.

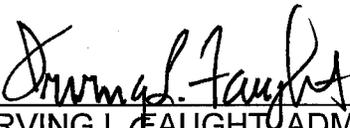
To the extent any of these Conclusions of Law are more properly characterized as Findings of Fact, they should be so considered.

ORDER

IT IS HEREBY ORDERED that Brooksmith Partners and Perry cease and desist from engaging in violations of Section 301 of the Act.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 31st day of January, 2003.

(SEAL)



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

CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 31st day of January, 2003, 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 to addressee, with postage prepaid thereon addressed to:

Brooksmith Partners, Ltd.
22231 Mulholland Hwy., Suite 233
Calabasas, CA 91302

Brooksmith Partners, Ltd.
23679 Calabasas Road, Suite 233
Calabasas, CA 91302

Gregory C. Perry *aka* Gregory Charles Crowley
22231 Mulholland Hwy., Suite 233
Calabasas, CA 91302

Gregory C. Perry *aka* Gregory Charles Crowley
23679 Calabasas Road, Suite 233
Calabasas, CA 91302


Brenda London Smith
Paralegal