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STATE OF CALIFORNIA
BUSINESS, TRANSPORTATION AND HOUSING AGENCY
DEPARTMENT OF CORPORATIONS

TO: Brooksmith Partners, Ltd.
Gregory C. Perry aka Gregory Charles Crowley
22231 Mulholland Highway, Suite 233
Calabasas, CA 91302

Brooksmith Partners, Ltd.
Gregory C. Perry aka Gregory Charles Crowley
5070 Canoga Avenue
Woodland Hills, CA 91364-3207

DESIST AND REFRAIN ORDER
(For violations of sections 25110 and 25210 of the Corporations Code)

The California Corporations Commissioner finds that:

1. At all relevant times, Brooksmith Partners, Ltd. was represented to be a California limited partnership engaged in the business of developing oil and gas leases in the state of Texas.

2. At all relevant times, Gregory C. Perry aka Gregory Charles Crowley was represented to be the managing general partner of Brooksmith Partners, Ltd.

3. Beginning in or about 1995 Brooksmith Partners, Ltd. and/or Gregory C. Perry aka Gregory Charles Crowley offered or sold securities in the form of "units" in Brooksmith Partners, Ltd. in the state of California.

1 4. Brooksmith Partners, Ltd. and/or Gregory C. Perry aka Gregory Charles
2 Crowley solicited potential investors through telephone calls, direct callings and/or in person
3 solicitation.

4 5. The Department of Corporations has not issued a permit or other form of
5 qualification authorizing Brooksmith Partners, Ltd. and/or Gregory C. Perry aka Gregory
6 Charles Crowley to offer or sell "units" in Brooksmith Partners, Ltd. in this state. These
7 "units" in Brooksmith Partners, Ltd. are not exempt from the qualification requirement under
8 Section 25110 of the California Corporate Securities Law of 1968.

9 6. None of the above parties, Brooksmith Partners, Ltd. and/or Gregory C. Perry
10 aka Gregory Charles Crowley have obtained a certificate as a broker-dealer from the
11 California Corporations Commissioner or have qualified as an agent by the Commissioner to
12 offer or sell securities in this state.

13 8. Based upon the foregoing findings, the California Corporations Commissioner
14 is of the opinion that the "units" offered and/or sold by Brooksmith Partners, Ltd. and/or
15 Gregory C. Perry aka Gregory Charles Crowley are securities subject to qualification under
16 the California Corporate Securities Law of 1968 and are being or have been offered or sold
17 without being qualified. Pursuant to Section 25532 of the Corporate Securities Law of 1968,
18 Brooksmith Partners, Ltd., and/or Gregory C. Perry aka Gregory Charles Crowley are
19 hereby ordered to **desist and refrain** from the further offer or sale in the State of California
20 of securities in the form of "units" in Brooksmith Partners, Ltd., unless and until qualification
21 has been made under said law or unless exempt. The sale of such securities is subject to
22 qualification under said law and such securities are being or have been offered for sale
23 without first being so qualified.

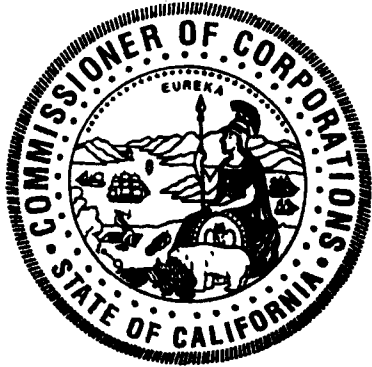
24 9. Brooksmith Partners, Ltd. and/or Gregory C. Perry aka Gregory Charles
25 Crowley also have effected transactions in securities as broker-dealers without first having
26 applied for and secured from the Commissioner a certificate, then in effect, authorizing
27 these persons to act in that capacity, in violation of section 25210 of the Corporate
28 Securities Law of 1968. Pursuant to Section 25532 of the Corporate Securities Law of

1 1968, Brooksmith Partners, Ltd. and/or Gregory C. Perry aka Gregory Charles Crowley are
2 hereby ordered to **desist and refrain** from effecting any transaction in, or inducing or
3 attempting to induce the purchase or sale of any security in this state, unless and until they
4 have applied for and secured from the Commissioner a certificate, then in effect, authorizing
5 these persons to act in that capacity.

6 This Order is necessary, in the public interest, for the protection of investors and
7 consistent with the purposes, policies, and provisions of the Corporate Securities Law of
8 1968.

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Dated: March 8, 2005
Sacramento, California



WILLIAM P. WOOD
California Corporations Commissioner

By _____
WAYNE STRUMPFER
Deputy Commissioner
Enforcement and Legal Services