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

TO: Ram Energy Incorporated
2554 Lincoln Blvd., Suite 772
Venice, CA 90291-5082

Henry Ramer, President
4610 Densmore Avenue
Encino, CA 91436-2901

Brett Begley, President
1140 E Ocean Blvd., #202
Long Beach, CA 90802-5663

Michael T. Jackson, President
22404 Normandie Ave., #7
Torrance, CA 90502-3318

Richard M. Morr, President
14155 Magnolia Blvd., #323
Sherman Oaks, CA 91423-1102

DESIST AND REFRAIN ORDER

(For violations of Section 25110 of the Corporations Code)

The California Corporations Commissioner finds that:

1. At all relevant times, Ram Energy Incorporated ("Ram Energy"), a California Corporation, offered and sold approximately \$10 million worth of securities in the form of limited partnerships that were formed with the objective to purchase working interests in oil and gas leases, among other things. Those limited partnerships, sometimes described as joint ventures include, but are not limited to: Main Street Royalty, Ltd., Ultrabanfield #1 Joint Venture, Serpentine Anomaly, Ltd., Devanney Joint Venture, Serpentine Development Phase I, Ltd., Serpentine Development Phase II, Ltd., Richers #2, Ltd., Serpentine Development Phase III, Ltd., Mauritz #1, Ltd., Sisson #1, Ltd., Ramirez #3, Ltd., Harriman #1, Ltd., Rancho Saenz #1, Ltd., Bullard #1, Ltd., K-B Prospect, Ltd., Dow Chemical #1, Ltd., and Meismer #1, Ltd. None of the securities identified above as limited partnerships or joint ventures were qualified for sale in the State of California by the Corporations Commissioner.

1 2. Beginning in or about October 1998, Ram Energy, Inc. and Michael T.
2 Jackson, as president of Ram Energy, offered or sold unqualified securities in the form of
3 limited partnerships in Main Street Royalty, Inc., Ultra Banfield #1 Joint Venture, Serpentine
4 Anomaly, Ltd., Devanney Joint Venture, and Serpentine Development Phase I, Ltd. to
5 investors.

6 3. Beginning in or about July 2000, Ram Energy, Inc. and Brett Begley, as
7 president of Ram Energy, offered or sold unqualified securities in the form of limited
8 partnerships in Serpentine Development Phase II, Ltd., Sisson #1, Ltd., Richers #2, Ltd.,
9 Serpentine Development Phase III, Ltd., Mauritz #1, Ltd., Ramirez #3, Ltd., and Harriman
10 #1, Ltd. to investors.

11 4. Beginning in or about February 2002, Richard M. Morr, as president of Ram
12 Energy, offered or sold unqualified securities in the form of limited partnerships in Rancho
13 Saenz #1, Ltd. and K-B Prospect, Ltd. to investors.

14 5. Beginning in or about October 1998, Henry Ramer, as an officer and/or
15 president of Ram Energy, offered or sold unqualified securities in the form of limited
16 partnerships in Main Street Royalty, Ltd., Ultra Banfield #1 Joint Venture, Bullard #1, Ltd., K-
17 B Prospect, Ltd., Dow Chemical #1, Ltd., and Meismer #1, Ltd., to investors.

18 6. Through telephone calls and other means, Ram Energy, Henry Ramer,
19 Michael T. Jackson, Brett Begley, Richard M. Morr, and/or their agents, contacted
20 prospective investors and offered units in limited partnerships described in paragraph 1 of
21 this Order that had not been qualified.

22 7. These securities were offered or sold in this state in issuer transactions. The
23 Corporations Commissioner has not issued a permit or other form of qualification
24 authorizing any person to offer and sell these securities in this state.

25 Based upon the foregoing findings, the California Corporations Commissioner is of
26 the opinion that the limited partnerships, Main Street Royalty, Ltd., Ultrabanfield #1 Joint
27 Venture, Serpentine Anomaly, Ltd., Devanney Joint Venture, Serpentine Development
28 Phase I, Ltd., Serpentine Development Phase II, Ltd., Richers #2, Ltd., Serpentine

1 Development Phase III, Ltd., Mauritz #1, Ltd., Sisson #1, Ltd., Ramirez #3, Ltd., Harriman
 2 #1, Ltd., Rancho Saenz #1, Ltd., Bullard #1, Ltd., K-B Prospect, Ltd., Dow Chemical #1,
 3 Ltd., and Meismer #1, Ltd., issued by the general partner, Ram Energy, are securities
 4 subject to qualification under the California Corporate Securities Law of 1968 and are being
 5 or have been offered or sold without being qualified in violation of California Corporations
 6 Code section 25110. Pursuant to section 25532 of the California Corporations Code, Ram
 7 Energy, Henry Ramer, Michael T. Jackson, Brett Begley, Richard M. Morr, and their agents,
 8 or any affiliates or subsidiaries, including any limited partnerships, are hereby ordered to
 9 desist and refrain from the further offer or sale in the State of California of securities in the
 10 form of limited partnerships, unless and until qualification has been made under the law.
 11 This Order is necessary, in the public interest, for the protection of investors and consistent
 12 with the purposes, policies, and provisions of the Corporate Securities Law of 1968.

13 Dated: Dec. 12, 2003

14 Sacramento, California

15 DEMETRIOS A. BOUTRIS
16 California Corporations Commissioner



17 By VIRGINIA JO DUNLAP
18 Deputy Commissioner
19 Enforcement and Legal Services