

DEPARTMENT OF CONSUMER AND BUSINESS SERVICES
DIVISION OF FINANCE AND CORPORATE SECURITIES
ENFORCEMENT SECTION
BEFORE THE DIRECTOR OF THE DEPARTMENT OF CONSUMER AND
BUSINESS SERVICES

| | | |
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| <p>4 In the Matter of:</p> <p>5 DOUGLAS GOODRUM, ALPHA</p> <p>6 ENERGY, INC., ALLIANCE</p> <p>7 RESOURCES GROUP, INC., ALEX</p> <p>8 BAILEY, and JAY REYNOLDS,</p> <p>9 Respondents.</p> | <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> | <p>No. S-07-0025</p> <p>ORDER WITHDRAWING FINAL</p> <p>ORDER TO CEASE AND DESIST,</p> <p>DENYING EXEMPTIONS, AND</p> <p>ASSESSING CIVIL PENALTIES</p> <p>ENTERED BY DEFAULT AGAINST</p> <p>DOUGLAS GOODRUM ONLY</p> |
|--|---|--|

11 **WHEREAS**, on January 24, 2008 the Director of the Oregon Department of Consumer
12 and Business Services, Division of Finance and Corporate Securities (hereafter the “Director”),
13 acting by and pursuant to the authority of the Oregon Securities Law, ORS 59.005 *et. seq.*, and
14 other applicable authority, issued an “Order to Cease and Desist, Denying Exemptions, and
15 Assessing Civil Penalties and Notice of Right to Contested Case Hearing” against **DOUGLAS**
16 **GOODRUM** (hereafter “**GOODRUM**”), **ALPHA ENERGY, INC.** (hereafter “**ALPHA**
17 **ENERGY**”), **ALLIANCE RESOURCES GROUP, INC.** (hereafter “**ALLIANCE**
18 **RESOURCES**”), and **JAY REYNOLDS** (hereafter “**REYNOLDS**”);

19 **WHEREAS**, on February 5, 2008 Respondent **GOODRUM** was served with a true copy
20 of the Order and Notice by United States Mail, first class and United States Mail, certified
21 delivery, addressed to him at his last known address: 3850 South Hampton Court, West Linn,
22 Oregon 97068.

23 **WHEREAS**, on March 8, 2008 the Director, noting that **GOODRUM** had not filed a
24 request for hearing, issued a “Final Order to Cease and Desist, Denying Exemptions, and
25 Assessing Civil Penalties Entered By Default” against, inter alia, Respondent **GOODRUM**;

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 350 Winter Street NE, Suite 410
 Salem, OR 97301-3881
 Telephone: (503) 378-4387



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**DEPARTMENT OF CONSUMER AND BUSINESS SERVICES
 DIVISION OF FINANCE AND CORPORATE SECURITIES
 ENFORCEMENT SECTION
 BEFORE THE DIRECTOR OF THE DEPARTMENT OF CONSUMER AND
 BUSINESS SERVICES**

| | | |
|--|---|--|
| <p>4 In the Matter of:</p> <p>5 DOUGLAS GOODRUM, ALPHA</p> <p>6 ENERGY, INC., ALLIANCE</p> <p>7 RESOURCES GROUP, INC., ALEX</p> <p>8 BAILEY, and JAY REYNOLDS,</p> <p>9 Respondents.</p> | <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> | <p>No. S-07-0025</p> <p>FINAL ORDER TO CEASE AND</p> <p>DESIST, DENYING EXEMPTIONS,</p> <p>AND ASSESSING CIVIL PENALTIES</p> <p>ENTERED BY DEFAULT AGAINST</p> <p>DOUGLAS GOODRUM, ALPHA</p> <p>ENERGY, INC., ALLIANCE</p> <p>RESOURCES GROUP, INC., and JAY</p> <p>REYNOLDS ONLY</p> |
|--|---|--|

11 **WHEREAS**, on January 24, 2008 the Director of the Oregon Department of Consumer
 12 and Business Services, Division of Finance and Corporate Securities (hereafter the “Director”),
 13 acting by and pursuant to the authority of the Oregon Securities Law, ORS 59.005 *et. seq.*, and
 14 other applicable authority, issued an “Order to Cease and Desist, Denying Exemptions, and
 15 Assessing Civil Penalties and Notice of Right to Contested Case Hearing” against **DOUGLAS**
 16 **GOODRUM** (hereafter “**GOODRUM**”), **ALPHA ENERGY, INC.** (hereafter “**ALPHA**
 17 **ENERGY**”), **ALLIANCE RESOURCES GROUP, INC.** (hereafter “**ALLIANCE**
 18 **RESOURCES**”), and **JAY REYNOLDS** (hereafter “**REYNOLDS**”);

19 **WHEREAS**, on February 5, 2008 Respondent **GOODRUM** was duly served with a true
 20 copy of the Order and Notice by United States Mail, first class postage prepaid, addressed to him
 21 at his last known address: 3850 South Hampton Court, West Linn, Oregon 97068. This mailing
 22 was returned by the U.S. Post Office, marked “Undeliverable As Addressed, Unable To
 23 Forward.”

24 **WHEREAS**, on February 5, 2008 Respondent **GOODRUM** was duly served with a true
 25 copy of the Order and Notice by certified United States Mail (Item #7006 2760 1582 3851),
 26 postage prepaid, and addressed to him at his last known address: 3850 South Hampton Court,

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1 West Linn, Oregon 97068. This mailing was returned by the U.S. Post Office, unsigned, marked
2 "Undeliverable As Addressed, Unable To Forward."

3 **WHEREAS**, on February 5, 2008 Respondent **ALPHA ENERGY** was duly served with
4 a true copy of the Order and Notice by United States Mail, first class postage prepaid, addressed
5 to it at its last known address: 111 SW Fifth Avenue, Suite 2115, Portland, Oregon 97204. This
6 mailing was returned by the U.S. Post Office, marked "Not Deliverable As Addressed, Unable
7 To Forward."

8 **WHEREAS**, on February 5, 2008 Respondent **ALPHA ENERGY** was duly served with
9 a true copy of the Order and Notice by certified United States Mail (Item #7006 2760 0005 1582
10 3868), postage prepaid, and addressed to it at the following last known address: 111 SW Fifth
11 Avenue, Suite 2115, Portland, Oregon 97204. This mailing was signed for on February 7, 2008
12 by "Curt Nelson."

13 **WHEREAS**, on February 5, 2008 Respondent **ALLIANCE RESOURCES** was duly
14 served with a true copy of the Order and Notice by United States Mail, first class postage
15 prepaid, addressed to it at its last known address: 111 SW Fifth Avenue, Suite 2115, Portland,
16 Oregon 97204. This mailing was returned by the U.S. Post Office, marked "Not Deliverable As
17 Addressed, Unable To Forward."

18 **WHEREAS**, on February 5, 2008 Respondent **ALLIANCE RESOURCES** was duly
19 served with a true copy of the Order and Notice by certified United States Mail (Item #7006
20 2760 0005 1582 3875), postage prepaid, and addressed to it at the following last known address:
21 111 SW Fifth Avenue, Suite 2115, Portland, Oregon 97204. This mailing was signed for on
22 February 7, 2008 by "Curt Nelson."

23 **WHEREAS**, on February 5, 2008 Respondent **REYNOLDS** was duly served with a true
24 copy of the Order and Notice by United States Mail, first class postage prepaid, addressed to it at
25 its last known address: 111 SW Fifth Avenue, Suite 2115, Portland, Oregon 97204. This mailing
26

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1 authorized to do business in Oregon (Business Registry #247447-99) on October 19, 2004.
2 Alpha Energy's last known address is 111 SW Fifth Avenue, Suite 2115, Portland, Oregon
3 97204.

4 4. **ALPHA ENERGY** was not, at all times material herein, licensed as a broker-dealer
5 in the State of Oregon.

6 5. **ALLIANCE RESOURCES** was, at all times material herein, a Nevada corporation
7 (Nevada Corporation #C21552-2002). Alliance Resources was incorporated on August 29, 2002.
8 **ALEX BAILEY** served as the President, Secretary, and Treasurer of Alliance Resources.
9 Alliance Resources's last known address is 111 SW Fifth Avenue, Suite 2115, Portland, Oregon
10 97204.

11 6. **ALLIANCE RESOURCES** was not, at all times material herein, licensed as a
12 broker-dealer in the State of Oregon.

13 7. **ALEX BAILEY** was, at all times material herein, **GOODRUM**'s second in
14 command at Alliance Resources, aiding Goodrum, who controlled the entity, by handling
15 administrative matters, managing staff members, and soliciting investments from members of the
16 public. Bailey's last known address is 5075 Mapleton Drive, West Linn Oregon 97068.

17 8. **BAILEY** was not, at all times material herein, licensed as a securities issuer
18 salesperson or broker-dealer salesperson in the State of Oregon.

19 9. **JAY REYNOLDS** was, at all times material herein, an Alliance Resources
20 salesperson. Reynolds's last known address is 111 SW Fifth Avenue, Suite 2115, Portland,
21 Oregon 97204.

22 10. **REYNOLDS** was not, at all times material herein, licensed as a securities issuer
23 salesperson or broker-dealer salesperson in the State of Oregon.

24 **Part Two: Douglas Goodrum Sells Unregistered Securities Through Leading Solutions**

25 11. On June 20, 1996, **GOODRUM** incorporated Leading Solutions, Inc. (hereafter
26 "Leading Solutions") with the Oregon Secretary of State (Business Registry #523563-84).

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1 Goodrum was the President and sole shareholder of Leading Solutions, Inc. Leading Solutions
2 sold investments in oil and gas projects to members of the public.

3 12. Beginning in 1997, Leading Solutions sold investments in oil and gas projects
4 operated by Energy 2000, Inc. (hereafter "Energy 2000"), a Texas corporation that purportedly
5 acquired and managed oil and gas wells in Texas and Oklahoma. The President of Energy 2000
6 is Jim Morisett.

7 13. Energy 2000 was responsible for operating and managing the wells of its oil and gas
8 projects, including but not limited to installing necessary equipment, pumping the oil or gas,
9 selling the oil or gas, and engaging in required equipment maintenance. Leading Solutions
10 undertook no activity with respect to the Energy 2000 oil or gas projects beyond soliciting
11 money from members of the public.

12 14. **GOODRUM** solicited money for Energy 2000 projects from members of the public
13 by contacting individuals throughout the United States by telephone to tout oil and gas
14 investments (so called "cold calling"). Goodrum had no pre-existing business or personal
15 relationship with the individuals he contacted. Rather, Goodrum obtained lists of names,
16 addresses, and telephone numbers of potential sales prospects by purchasing such data from
17 direct marketing companies.

18 15. **GOODRUM** employed salespersons to aid his solicitation efforts. Goodrum
19 required salespersons to closely adhere to scripts he authored during sales calls. Salespersons
20 typically earned commissions of between twelve percent (12%) and fifteen percent (15%) of
21 each sale.

22 16. Members of the public that invested in Energy 2000 oil and gas projects through
23 **GOODRUM** and Leading Solutions were lured by promises of substantial profits and immediate
24 tax "write offs." Investors had no role in the management or operation of the oil and gas projects
25 they invested in.

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1 17. Confining her analysis exclusively to the period from March, 1999 through April,
2 2001, the Director of the Oregon Department of Consumer and Business Services issued an
3 Order to Cease and Desist against **GOODRUM** and Leading Solutions on September 18, 2002
4 for numerous violations of the Oregon Securities Law. Goodrum and Leading Solutions
5 consented to the entry of the Order. The conclusions included:

- 6 • The investments **GOODRUM** and Leading Solutions marketed and sold to members of
7 the public in Energy 2000 oil and gas projects from March 1999 through April 2001
8 constituted “securities”, as defined by ORS 59.015 (19) (a).
- 9 • **GOODRUM** and Leading Solutions sold securities in and from Oregon without a
10 securities license from March 1999 through April 2001, in violation of ORS 59.165.
- 11 • **GOODRUM** and Leading Solutions sold unregistered securities in Oregon from March
12 1999 through April 2001, in violation of ORS 59.055.
- 13 • **GOODRUM** and Leading Solutions made material misrepresentations or omissions in
14 connection with the sale of securities in or from Oregon from March 1999 through April
15 2001, in violation of ORS 59.135.

16 18. The Director ordered that, effective September 18, 2002, **GOODRUM**, Leading
17 Solutions, and any successor business immediately cease and desist from violating any provision
18 of the Oregon Securities Law.

19 **Part Three: Goodrum Continues Selling Oil and Gas Investments**

20 19. In August 2002 **GOODRUM** was aware that the Director would soon issue her Cease
21 and Desist Order because his attorney was in the midst of settlement negotiations with the
22 Director’s staff. Nevertheless, during this period Goodrum formulated a two part scheme
23 designed to continue his highly profitable sales of investments in Energy 2000 oil and gas
24 projects to members of the general public after entry of the Cease and Desist Order. First,
25 Goodrum sought a “safe harbor” from securities registration requirements by preparing
26 documents for filing with the United States Securities and Exchange Commission (hereafter

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1 “SEC”) under Regulation D, Rule 506 (hereafter “506D”). 506D permits the sale of unregistered
2 securities under limited circumstances so long as “general solicitation” (for example, advertising
3 on television or “cold calling” by telephone), is not utilized. Second, Goodrum created several
4 intermediate entities to mask his cold calling sales operation from public and regulatory view.

5 20. On August 28, 2002, three weeks before the issuance of the Director’s Cease and
6 Desist Order, **GOODRUM** incorporated **ALPHA ENERGY**. Goodrum was the company’s sole
7 shareholder. Alpha Energy was formed exclusively for the purpose of being a “pass through”
8 entity: it received funds from the sale of investments in Energy 2000 oil and gas projects to
9 members of the public and, after tendering some portion of the funds to Morisett, transmitted all
10 remaining amounts to Goodrum.

11 21. **GOODRUM** created **ALLIANCE RESOURCES** for the purpose of managing his
12 sales operation, filing 506D related documents with the SEC, and issuing offering memoranda to
13 potential investors.

14 22. At some point in August, 2002, **GOODRUM** informed **BAILEY** that he was
15 interested in “stepping back from the business” and “moving towards retirement.” Goodrum
16 asked Bailey, then a Leading Solutions salesperson whose previous work experience was as a
17 restaurant manager, to manage and operate **ALLIANCE RESOURCES** on his behalf, with the
18 inference that Bailey would take over full ownership at some unspecified point in the future.

19 23. **GOODRUM** retained an agent to prepare corporate formation documents for
20 **ALLIANCE RESOURCES**, which **BAILEY** signed at his request. Bailey was putatively the
21 sole shareholder of Alliance Resources, yet he did not contribute capital, time, or expertise to the
22 new entity in return for his “ownership” interest. **GOODRUM** forwarded Alliance Resources
23 incorporation documents for filing concurrent with the filing of incorporation materials for
24 **ALPHA ENERGY**.

25 24. **GOODRUM**, **ALPHA ENERGY**, **ALLIANCE RESOURCES**, **BAILEY**, and
26 **REYNOLDS** were all located in the same Portland, Oregon office.

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1 25. **ALLIANCE RESOURCES** performed the same activities Leading Solutions had
2 engaged in prior to the Director's Cease and Desist Order. Under **GOODRUM**'s overall
3 direction and control, the firm had salespersons that, using purchased lists of names and phone
4 numbers, contacted members of the public and, closely adhering to sales scripts, solicited
5 investments in Energy 2000 oil and gas projects.

6 26. Although **BAILEY** was nominally the President and owner of **ALLIANCE**
7 **RESOURCES**, **GOODRUM** exercised complete authority over Alliance Resources and its day
8 to day operations. Goodrum provided startup funding for Alliance Resources. Goodrum
9 interviewed and hired Alliance Resources salespersons. Goodrum authored the sales scripts
10 employed by Alliance Resources. Goodrum provided all training for Alliance Resources
11 salespersons. Goodrum moderated all staff meetings. Goodrum occupied the only corner suite in
12 the office. Goodrum approved and authorized all expenditures. Goodrum "loaned" funds to
13 Alliance Resources when it was short of money to meet its payroll. Goodrum determined staff
14 policies and procedures. Goodrum – and not Bailey - offered Alliance Resources salespersons
15 monetary incentives for increased sales activity. Goodrum presided over Alliance Resources
16 Christmas parties, handing out awards for company activity - including one to **BAILEY**, his
17 putative boss.

18 27. **ALLIANCE RESOURCES** paid for all of **GOODRUM**'s business related expenses,
19 including expenses incurred by **ALPHA ENERGY**.

20 28. **GOODRUM** carefully guarded his professional relationship with Jim Morisett and
21 Energy 2000. He strictly prohibited **BAILEY**, the putative owner of Alliance Resources, from
22 engaging in any communications with Morisett. In point of fact, Goodrum required Bailey to
23 sign a non-compete agreement to ensure that Bailey would not have the ability to usurp his
24 authority.

25 29. **GOODRUM** rarely initiated telephone sales calls to members of the public directly.
26 Rather, Goodrum had **ALLIANCE RESOURCES** salespersons "open" prospective purchasers,

1 using the sales script and training he provided. Goodrum's role was to communicate with
2 prospective investors by telephone for the purpose of "closing" the sale.

3 30. **GOODRUM** was compensated for his activities in two ways. First, Goodrum was
4 paid the sum of three thousand dollars (\$3,000.00) a month by **ALLIANCE RESOURCES** as
5 an "employee." Second, **GOODRUM**, through **ALPHA ENERGY**, received fifty-eight and
6 one-half percent (58.5%) of every sale made by Alliance Resources, some portion of which was
7 passed on to Energy 2000. In the numerous instances in which Goodrum personally "closed" a
8 sale, Goodrum, through Alpha Energy, received an additional fifteen percent (15%) sales
9 commission.

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Part Four: Benavides #1 Limited Partnership

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31. **GOODRUM**, through **ALLIANCE RESOURCES**, solicited investments from
hundreds of members of the general public for an Energy 2000 single natural gas well project in
Laredo, Texas called "Benavides #1 Limited Partnership" (hereafter "Benavides partnership.")

32. **ALLIANCE RESOURCES** served as general partner and issuer of the Benavides
partnership. Alliance Resources filed a "Form D" for this entity with the SEC on October 15,
2002, permitting it to engage in securities sales *in compliance with strict 506D guidelines*.

33. In January 2003, Jay Reynolds, an **ALLIANCE RESOURCES** salesperson,
telephoned Jack Lipsky, a resident of the State of New York. Reynolds did not have a previous
business or personal relationship with Lipsky. In contravention of 506D requirements, Reynolds
"cold called" Lipsky to attempt to sell him an investment in the Benavides partnership. While
somewhat receptive, Lipsky was not willing to commit to making an investment at the time of
his telephone conversations with Reynolds.

34. On January 23, 2003 **ALLIANCE RESOURCES** mailed Lipsky written materials
about the Benavides partnership, including its offering memorandum (dated September 1, 2002)
and a Benavides "Project Summary." The project summary stated that in March 1985 the



1 Benavides well had to be sealed due to *overproduction*, as it was eliciting twice its “allowable”
2 quantity of gas. Furthermore, the summary noted that since the seals on the well had been
3 removed, new compressors produced “consistent results.”

4 35. In February, 2003 **GOODRUM**, in an effort to “close” the sale of a Benavides unit to
5 Lipsky, spoke with the New York resident by telephone on several occasions. Goodrum and
6 Lipsky had substantive discussions about the Benavides investment. During those discussions:

7 • Lipsky explicitly asked **GOODRUM** whether the limited partnership interests in
8 question were registered for sale with New York State authorities. Goodrum responded
9 that they were indeed so registered. In point of fact, the Benavides partnership offering
10 memorandum had not been registered, or otherwise reviewed, by any regulatory body in
11 New York.

12 • **GOODRUM** did not disclose to Lipsky that he had been the subject of a Cease and
13 Desist Order issued by the Oregon Division of Finance and Corporate Securities with
14 respect to his sale of investments in oil and gas projects less than six (6) months
15 beforehand. Furthermore, this information was not contained in the Benavides offering
16 memorandum.

17 • **GOODRUM** did not disclose to Lipsky that he owned **ALPHA ENERGY**, which is
18 described in the offering memorandum as a non-operating participant. Furthermore, this
19 information was not contained in the offering memorandum.

20 • **GOODRUM** did not disclose that a substantial portion of the offering’s gross proceeds,
21 which had been earmarked for the development and maintenance of the gas well, would
22 actually be tendered to Alpha Energy as remuneration for Goodrum, thereby substantially
23 reducing the amount of money available for gas well related operations.

24 • **GOODRUM** did not disclose to Lipsky that he controlled the operations of the
25 Benavides general partner, **ALLIANCE RESOURCES**. Furthermore, this information is
26 not stated in the offering memorandum. Additionally, the offering memorandum

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1 erroneously describes **BAILEY** as the representative of the general partner, and states
2 that he has “held several management positions in a broad range of organizations.” In
3 point of fact, Bailey was previously a restaurant manager.

4 Had Lipsky been apprised of any of this information, he would not have invested in the
5 Benavides partnership.

6 36. On February 25, 2003 Lipsky purchased a half-unit in the Benavides partnership from
7 **GOODRUM** and **ALLIANCE RESOURCES** for eleven thousand dollars (\$11,000.00).

8 37. In a March, 2004 letter, Jim Morisset declared the Benavides well to be a “complete
9 loss.”

10 CONCLUSIONS OF LAW

11 The Director **CONCLUDES** that:

12 38. The Benavides partnership unit Respondents offered for sale and/or sold is a security,
13 as defined by ORS 59.015 (19) (a).

14 39. Respondents offered for sale and/or sold securities that were not registered with the
15 Oregon Division of Finance and Corporate Securities from the State of Oregon, in violation of
16 ORS 59.055.

17 40. Respondents offered for sale and/or sold securities from the State of Oregon without
18 being licensed as a broker-dealer or broker-dealer salesperson, in violation of ORS 59.165 (1).

19 41. In connection with the sale of securities to Jack Lipsky in February 2003,
20 Respondents made an untrue statement of a material fact, in violation of ORS 59.135 (2), by
21 falsely representing that Benavides partnership units were registered for sale with the State of
22 New York.

23 42. In connection with the sale of securities to Jack Lipsky in February 2003,
24 Respondents omitted to state a material fact necessary in order to make the statements made, in
25 the light of the circumstances under which they are made, not misleading, in violation of ORS
26 59.135 (2), by failing to inform Lipsky that **GOODRUM** had been the subject of a Cease and



1 Desist Order issued by the Oregon Division of Finance and Corporate Securities on September
2 11, 2002.

3 43. In connection with the sale of securities to Jack Lipsky in February 2003,
4 Respondents omitted to state a material fact necessary in order to make the statements made, in
5 the light of the circumstances under which they are made, not misleading, in violation of ORS
6 59.135 (2), by failing to inform Lipsky that **GOODRUM** owned **ALPHA ENERGY**.

7 44. In connection with the sale of securities to Jack Lipsky in February 2003,
8 Respondents omitted to state a material fact necessary in order to make the statements made, in
9 the light of the circumstances under which they are made, not misleading, in violation of ORS
10 59.135 (2), by failing to inform Lipsky that a substantial portion of the Benavides offering's
11 gross proceeds, which had been earmarked for the development and maintenance of the gas well,
12 would actually be tendered to Alpha Energy as a sales commission for **GOODRUM**.

13 45. In connection with the sale of securities to Jack Lipsky in February 2003,
14 Respondents omitted to state a material fact necessary in order to make the statements made, in
15 the light of the circumstances under which they are made, not misleading, in violation of ORS
16 59.135 (2), by failing to inform Lipsky that **GOODRUM** controlled the operations of the
17 Benavides general partner, **ALLIANCE RESOURCES**.

18 46. **GOODRUM** willfully or repeatedly violated, or failed to comply with, an Order of
19 the Director, in violation of ORS 59.205 (3), by selling securities of a type that were the subject
20 of a September 11, 2002 Order to Cease and Desist by the Director.

21 **ORDER**

22 Therefore, the Director **ORDERS:**

23 47. That Respondents shall cease and desist from offering and/or selling securities to
24 persons in or from the State of Oregon in violation of the Oregon Securities Law, ORS 59.005 *et*
25 *seq*, and accompanying administrative rules.

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1 48. That Respondents **GOODRUM, ALPHA ENERGY, and ALLIANCE**
2 **RESOURCES** are, pursuant to the authority contained in ORS 59.995, ordered, jointly and
3 severally, to pay the sum of **TWENTY THOUSAND DOLLARS (\$20,000.00)** as a civil
4 penalty for each violation of ORS 59.055, ORS 59.135, and ORS 59.165 involving the sale of
5 the Benavides partnership unit to Jack Lipsky described herein, for a civil penalty of **ONE**
6 **HUNDRED FORTY THOUSAND DOLLARS (\$140,000.00)**. Furthermore, Respondents
7 **GOODRUM, ALPHA ENERGY, and ALLIANCE RESOURCES** are ordered, jointly and
8 severally, to pay the sum of **TWO HUNDRED THOUSAND DOLLARS (\$200,000.00)** as a
9 civil penalty for continuing violations of ORS 59.055 and ORS 59.165 involving the offer of
10 Benavides partnership units to members of the general public described herein, for a total civil
11 penalty of **THREE HUNDRED FORTY THOUSAND DOLLARS (\$340,000.00)**.

12 49. That Respondent **REYNOLDS** is, pursuant to the authority contained in ORS 59.995,
13 ordered to pay the sum of **THREE THOUSAND DOLLARS (\$3,000.00)** as a civil penalty for
14 each violation of ORS 59.055, ORS 59.135, and ORS 59.165 described herein, for a total civil
15 penalty of **TWENTY-ONE THOUSAND DOLLARS (\$21,000.00)**.

16 50. That Respondent **GOODRUM** is, for the protection of the public, **PERMANENTLY**
17 **BARRED** from having any management, consulting, employment, sales, or ownership role with
18 a broker-dealer, investment adviser, mortgage lending firm, insurance company, or any other
19 entity licensed by the Oregon Department of Consumer and Business Services.

20 51. That Respondent **GOODRUM**, and any entity that he is employed by, consulting for,
21 or acting on behalf of, whether in a sales or non-sales capacity, is hereby **PERMANENTLY**
22 **DENIED THE USE OF EXEMPTIONS** authorized by ORS 59.025 and ORS 59.035, until
23 further order of the Director, pursuant to ORS 59.045.

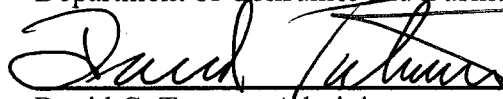
24 52. That Respondent **REYNOLDS** is hereby **DENIED THE USE OF EXEMPTIONS**
25 authorized by ORS 59.025 and ORS 59.035, for a period of five (5) years, pursuant to ORS
26 59.045.

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IT IS SO ORDERED.

Dated this 8th day of March 2008 NUNC PRO TUNC January 24, 2008 at Salem,
Oregon.

CORY STREISINGER, Director
Department of Consumer and Business Services



David C. Tatman, Administrator
Division Of Finance And Corporate Securities

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