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2 **STATE OF CALIFORNIA**
3 **BUSINESS, TRANSPORTATION AND HOUSING AGENCY**
4 **DEPARTMENT OF CORPORATIONS**

5 TO: WOSO Energy Corporation
6 Ozzie E. Williams, President
7 1505 E. Seventeenth Street, Suite 214
8 Santa Ana, CA 92705

M.J. Prudhomme, Vice President
1505 E. Seventeenth St., Suite 214
Santa Ana, CA 92705

8 Dr. Olson Sunny, Principal
9 1505 E. Seventeenth Street, Suite 214
10 Santa Ana, CA 92705

11 **DESIST AND REFRAIN ORDER**

12 **(For violations of sections 25110 and 25401 of the Corporations Code)**

13 The California Corporations Commissioner finds that:

14 1. WOSO Energy Corporation (“WOSO”), is a California corporation located at 1505 E.
15 Seventeenth Street, Suite 214, Santa Ana, CA 92705. WOSO is an oil and gas exploration company
16 formed for the purpose of locating, developing and presenting oil and gas investment opportunities to
17 non-industry investors. WOSO seeks and evaluates explorationists with track records of producing
18 drilling prospects around the world. In 2005 WOSO offered securities in the form of a certificate of
19 interest or participation in an oil and gas lease (“working interest units”) through a Private Placement
20 Offering Memorandum (“PPOM”) at \$30,000 per share in order to raise \$2,000,000 of capital to fund
21 the South Red Oak/3-D Prospect project (“South Red Oak Prospect”). WOSO has an additional office
22 located at 3696 Beatty Drive, Suite C, Riverside, CA 92506.

23 2. Ozzie Williams (“Williams”), also known at Oziengbe Williams, was designated President
24 of WOSO at all relevant times.

25 3. Dr. Olson Sunny (“Sunny”), also known as Osin E. Sunday and/or Osinmen E. Sunday,
26 represented himself as a principal of WOSO, at all relevant times.

27 4. M.J. Prudhomme (“Prudhomme”) represented that he was Vice President of Operations
28 and Sales of WOSO, at all relevant times.

1 5. During early May 2005, WOSO, Sunny, Williams, Prudhomme and their representatives
2 offered to sale securities in the form of a certificate of interest or participation in an oil and gas lease to
3 a potential investor via an unsolicited telephone call (“cold call”) and by mailing an offering circular.
4 The offer of securities was not exempt under the California Corporate Securities Law.

5 The securities were offered in this state in issuer transactions. The Department of Corporations
6 has not issued a permit or other form of qualification authorizing any person to offer and sell these
7 securities.

8 Based upon the foregoing findings, the California Corporations Commissioner is of the opinion
9 that the securities offered in the form of a certificate of interest or participation in an oil and gas lease,
10 are subject to qualification under the California Securities Law of 1968 and are being or have been
11 offered or sold without being qualified in violation of California Corporations Code section 25110.

12 In connection with the offers or sales of securities, WOSO, Sunny, Williams and Prudhomme,
13 and their representatives caused to be made misrepresentations and omissions of material facts in
14 connection with the offer and sale of the securities to the public.

15 The misrepresentations include:

- 16 A. That WOSO has a relationship with Whitmar Exploration Company
17 (Whitmar) and that WOSO has an interest in Whitmar’s South Red
18 Oak Prospect to acquire 74-100% of the South Red Oak Prospect.
- 19 B. That WOSO was planning to drill the South Red Oak Prospect, and that
20 after completion of the South Red Oak Prospect WOSO was to drill four
21 other wildcats with Whitmar.
- 22 C. That a turnkey agreement would be entered into between WOSO
23 (Prospect Manager) and Whitmar (the Prospect Operator), to drill
24 and complete the prospect well.
- 25 D. That Whitmar would have 25% working interest in the Prospect
26 well and it would pay its pro rata share of drilling and completion
27 costs.
- 28 E. That Brandt Temple is a Petroleum Engineer.
- F. That the estimated reserves of South Red Oak Prospect was 4 TCF
 (trillion cubic feet of gas).
- G. That Whitmar agreed to be a reference for WOSO Energy.

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The omissions of material fact include:

- A. That WOSO did not have authorization to state in the offering circular that Whitmar is the operator of South Red Oak Prospect.
- B. WOSO failed to disclose that it did not have authorization to include a summary of the operations and history of Whitmar or the geologic summary of South Red Oak Prospect, in its offering circular.

The California Corporations Commissioner is of the opinion that the securities offered in this State in the form of a certificate of interest or participation in an oil and gas lease by WOSO Energy Corporation, Sunny, Williams and Prudhomme were by means of written or oral communications which included an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading, in violation of section 25401 of the Corporate Securities Law of 1968.

Pursuant to section 25532 of the California Corporations Code, WOSO Energy Corporation, Dr. Olson Sunny, Ozzie E. Williams and M.J. Prudhomme, are hereby ordered to desist and refrain from offering or selling any security in the State of California by means of any written or oral communication which includes an untrue statement of a material fact or omits to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading.

Pursuant to Corporations Code section 25532, the California Corporations Commissioner hereby orders WOSO Energy Corporation, Dr. Olson Sunny, Ozzie E. Williams and M.J. Prudhomme, to desist and refrain from the further offer or sale of securities in the form of a certificate of interest or participation in an oil and gas lease unless and until qualification has been made under the law or unless exempt.

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1 This Order is necessary, in the public interest, and for the protection of consumers.

2 Dated: October 7, 2005

3 Los Angeles, California

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WAYNE STRUMPFER
Acting California Corporations Commissioner

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By _____

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ALAN S. WEINGER,
Acting Deputy Commissioner
Enforcement Division

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