

STATE OF ILLINOIS  
SECRETARY OF STATE  
SECURITIES DEPARTMENT

IN THE MATTER OF: HEARTLAND RESOURCES, INC., )  
ITS OFFICERS, DIRECTORS, ) File No. 0700586  
EMPLOYEES, AFFILIATES, SUCCESSORS, )  
AGENTS AND ASSIGNS )

TEMPORARY ORDER OF PROHIBITION

TO THE RESPONDENT: Heartland Resources, Inc.  
942 Searcy Way  
Bowling Green, KY 42103

On information and belief, I, Jesse White, Secretary of State for the State of Illinois, through my designated representative, having been fully advised in the premises by the staff of the Illinois Securities Department, Office of the Secretary of State, herein find:

1. That Respondent, Heartland Resources, Inc., is a purported business entity, with a last known address of 942 Searcy Way, Bowling Green, KY 42103;
2. That between the dates of November 9, 2006, and June 6, 2007, Respondent Heartland Resources, Inc., by and through its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, offered and sold to JT, an Illinois resident, four "units" of the Heartland-Razorback oil well development for a total investment amount of \$159,880;
3. That on or about April 24, 2007, Respondent Heartland Resources, Inc., by and through its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, offered and sold to JT, an Illinois resident, one "unit" of the Heartland-Twelve Well oil well development for a total investment amount of \$79,900;
4. That the aforesaid offer and sale of the aforesaid oil well developments was made pursuant to and as a result of an initial and unsolicited phone made by Respondent to JT on or prior to November 9, 2006;
5. That prior to the aforesaid phone call and resulting offer and sale of the aforesaid oil well developments, JT had no prior knowledge of the Respondent, the Respondent and JT had no prior personal or business relationship, and therefore the aforesaid offer and

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sale was a result of general solicitation of JT by the Respondent;

6. That in regards to the aforesaid Heartland-Razorback oil well development, the records of the Department indicate that the Respondent filed a Notice of Sales pursuant to Regulation D of the Rules and Regulations of the Securities Act of 1933 (17 C.F.R. 230.501-230.508) (hereinafter, "Regulation D"), and specifically Section 506 of Regulation D; the effective dates of said filing was from December 5, 2006 through December 5, 2007;
7. That in regards to the aforesaid Heartland-Twelve Well oil well development, the records of the Department indicate that the Respondent filed a Notice of Sales pursuant to Section 506 of Regulation D; the effective dates of said filing was from June 14, 2007 through June 14, 2008;
8. That each of the aforesaid units is a security as that term is defined pursuant to Section 2.1. of the Illinois Securities Law of 1953 [815 ILCS 5/1 et seq.] (the "Act");
9. That Section 502(c) under Regulation D of the Rules and Regulations of the Securities Act of 1933 (17 C.F.R. 230.501-230.508) (hereinafter, "Regulation D") provides, inter alia, that the exemption to registration provided under Regulation D is limited to the condition that, except as provided in Section 504(b)(1) of Regulation D, neither the issuer nor any person acting on its behalf shall offer or sell the securities by any form of general solicitation or general advertising;
10. That Section 5 of the Act provides, inter alia, that all securities except those exempt under Section 3 of the Act or those offered and sold in transactions exempt under Section 4 of the Act shall be registered with the Secretary of State prior to their offer or sale in the State of Illinois;
11. That Section 12.A of the Act provides, inter alia, that it shall be a violation of the Act for any person to offer or sell securities except in accordance with the provisions of the Act;
12. That Section 12.D of the Act provides, inter alia, that it shall be a violation of the Act for any person to

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fail to file with the Secretary of State any document or application required to be filed under the provisions of the Act;

13. That at all times relevant hereto, Respondent Heartland Resources, Inc., by and through its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, failed to file an application for registration of the above-referenced securities with the Secretary of State prior to their offer or sale in the State of Illinois;
14. That at all times relevant, the conduct of Respondent Heartland Resources, Inc., by and through its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, violated the conditions for the registration exemption provided under Regulation D in that Respondent employed general solicitation in its offer and sale of the aforementioned securities to JT, and therefore, the offer and sale of the aforementioned securities were not subject to said Section 506 Regulation D registration exemption;
15. That by virtue of the foregoing, Respondent Heartland Resources, Inc., by and through its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, has violated Sections 12.A and 12.D of the Act;
16. That Section 11.F.(2) of the Act provides, inter alia, that the Secretary of State may temporarily suspend or prohibit the offer or sale of securities by any person if the Secretary of State in his or her opinion, based upon credible evidence, deems it necessary to prevent an imminent violation of the Act or to prevent losses to investors which the Secretary of State reasonably believes will occur as a result of a prior violation of the Act;
17. That based upon the foregoing, the Secretary of State deems it necessary, in order to prevent imminent and additional violations of the Act, and to prevent losses to investors as a result of the referenced prior violation of the Act, to enter an order pursuant to the authority granted under Section 11.F of the Act which prohibits Respondent Heartland Resources, Inc., by and through its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, from offering and/or selling securities in the State of Illinois; and

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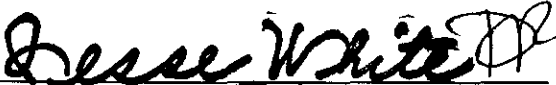
18. That based upon the credible evidence available to the Secretary of State, the entry of this Temporary Order is in the public interest and is consistent with the purposes of the Act.

NOW THEREFORE, IT IS HEREBY ORDERED THAT: pursuant to the authority granted by Section 11.F of the Act, Respondent Heartland Resources, Inc., by and through its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, is hereby PROHIBITED from offering and/or selling securities in or from the State of Illinois until further order of the Secretary of State.

NOTICE is hereby given that the Respondent may request a hearing on this matter by transmitting such request in writing to Securities Director, Illinois Securities Department, 300 West Jefferson, Suite 300A, Springfield, Illinois 62702. Such request must be made within thirty (30) days of the date of entry of this Temporary Order. Upon receipt of a request for hearing, a hearing will be scheduled. Request for hearing will not stop the effectiveness of this Temporary Order and will extend the effectiveness of this Temporary Order for ninety days from the date the hearing request is received by the Department.

FAILURE BY ANY RESPONDENT TO REQUEST A HEARING WITHIN THIRTY (30) DAYS AFTER ENTRY OF THIS TEMPORARY ORDER SHALL CONSTITUTE AN ADMISSION OF ANY FACTS ALLEGED HEREIN AND CONSTITUTES SUFFICIENT BASIS TO MAKE THE TEMPORARY ORDER FINAL.

ENTERED: This 2nd day of September 2008

  
JESSE WHITE  
Secretary of State  
State of Illinois

Attorney for the Secretary of State:

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