

STATE OF ALABAMA  
ALABAMA SECURITIES COMMISSION

IN THE MATTER OF:

BERKSHIRE RESOURCE LLC	)	ADMINISTRATIVE ORDER
BERKSHIRE (40L) LLP	)	
BERKSHIRE 2006-5 LLP	)	NO. CD- 2010-0021
JASON T ROSE	)	
MICHAEL WOOD	)	
BYRON HOGAN	)	
BRUCE FOX	)	
<u>RESPONDENTS</u>	)	

CEASE AND DESIST ORDER

The Alabama Securities Commission ("Commission"), having authority to administer and provide for the enforcement of all provisions of Title 8, Chapter 6, Code of Alabama 1975, the Alabama Securities Act ("Act"), upon due consideration of the subject matter hereof, and having confirmed information of the offers for sale and/or sale of securities, into, within or from the state of Alabama, has determined as follows:

RESPONDENT

1. BERKSHIRE RESOURCES LLC ("BERKSHIRE") is a Wyoming Limited Liability Company specializing in oil and gas exploration, with a business address of 123 West 1<sup>st</sup> Street, Suite 675 Casper, Wyoming 82601. Berkshire Resource LLC serves as Managing Partner to Berkshire (40L) LLP and Berkshire 2006-5 LLP.
2. BERKSHIRE (40L) LLP ("Four Wells") is a Wyoming Limited Liability Partnership with a business address of 123 West 1<sup>st</sup> Street, Suite 675 Casper, Wyoming 82601. Four Wells is an oil and gas development company offering partnership units in a four (4) well project located in Oklahoma and Louisiana.
3. BERKSHIRE 2006-5 LLP ("Five Wells") is a Wyoming Limited Partnership with a business address of 123 West 1<sup>st</sup> Street, Suite 675 Casper, Wyoming 82601. Five Wells is an oil and gas development company offering partnership units in a five (5) well project located in Oklahoma and Louisiana.

4. JASON T ROSE ("ROSE") during all times relevant to the issuance of this Order was represented to be a managing member of Berkshire Resources LLC, with a business address of 123 West 1<sup>st</sup> Street, Suite 675 Casper, Wyoming 82601.

5. MICHAEL WOOD ("WOOD") during all times relevant to the issuance of this Order was represented to be the Director of Client Services of Berkshire Resources LLC, with a business address of 123 West 1<sup>st</sup> Street, Suite 675 Casper, Wyoming 82601.

6. BYRON HOGAN ("HOGAN") during all time relevant to the issuance of this Order was represented to be a representative of Client Services of Berkshire Resources LLC, with a business address of 123 West 1<sup>st</sup> Street, Suite 675 Casper, Wyoming 82601.

7. BRUCE FOX ("FOX") during all time relevant to the issuance of this Order was represented to be a representative of Client Services of Berkshire Resources LLC, with a business address of 123 West 1<sup>st</sup> Street, Suite 675 Casper, Wyoming 82601.

#### STATEMENT OF FACTS

8. The Commission is in receipt of information that during 2005, 2006, and 2007, **ROSE, WOOD, HOGAN, and FOX**, without benefit of registration as a securities agent in the State of Alabama, solicited and sold unregistered Limited Partnership Interests in the **BERKSHIRE** oil and gas offering **FOUR WELLS** to Alabama residents.

9. On January 24, 2007, **BERKSHIRE** filed a 506 Form D Notice of Sale of securities with the United States Securities and Exchange Commission to sell Limited Partnership Interests in the oil and gas offering **FIVE WELLS**. A Notice filing pertaining to this offering was also accomplished with the Alabama Securities Commission.

10. The Commission is in receipt of information that during 2006 and 2007, Respondents violated the Regulation D Rule 506 exemption by offering and selling limited Partnership Interests in the oil and gas offering **FIVE WELLS** by way of general solicitation to Alabama residents.

## CONCLUSIONS OF LAW

11. Pursuant to Section 8-6-2 (10), Code of Alabama 1975, The Limited Partnership Interests offered in connection with an offering involving oil, gas or mining title or lease or in payments out of production under such title or lease are securities.

12. Pursuant to Section 8-6-3(a), Code of Alabama 1975, it is unlawful for any person to transact business in this state as a Dealer or Agent for securities unless he is registered under the Act. **RESPONDENTS** offered and sold securities to wit: Limited Partnership Interests to Alabama residents involving an oil and gas offering in **FOUR WELLS**. The solicitation and sale by Respondents without benefit of registration as a securities Dealer or Agent is a violation of Section 8-6-3(a), Code of Alabama 1975.

13. Pursuant to Section 8-6-4, Code of Alabama 1975, it is unlawful for any person to offer or sell any security in this state unless it is registered under the Act; the security is exempt from registration under Section 8-6-10; or the transaction is exempt under Section 8-6-11. The Limited Partnership Interests involving the oil and gas offering in **FOUR WELLS** sold by **RESPONDENTS** were not registered under the act or subject to any perfected securities or transactional exemption, is a violation of Section 8-6-4, Code of Alabama 1975.

14. **RESPONDENTS** offered securities to Alabama residents pursuant to a notice filing in Alabama which claimed an exemption from registration for limited offering of securities under Regulation D, Rule 506 of the Securities Act of 1933. Cold calls made to the Alabama residents soliciting the sale of the limited Partnership interests involving the oil and gas offering in **Five Wells** was in violation of the United States Securities and Exchange Commission Regulation 230.502(c), regarding Limitation on Manner of Offering which prohibits any type of general solicitation in the offer of Securities subject to the exemption.

This Order does not prevent the Commission from seeking such other civil or criminal remedies that are available to it under the Act.

This Order is appropriate in the public interest for the protection of investors and is consistent with the purposes of the Act.

Additionally, if the allegations set forth herein are found to be true, though administrative adjudication, failure of the **RESPONDENTS** to make a timely request for hearing, or default of the

respondents, it is the intention of the Commission to impose sanctions upon the RESPONDENTS. Such sanctions may include, inter alia, an administrative assessment imposed on RESPONDENTS, an additional administrative assessment for investigative cost arising from the investigation of the of the violation(s) described herein against RESPONDENTS, and a permanent order to bar RESPONDENTS from participation in any securities related industry in the state of Alabama.

**ACCORDINGLY, IT IS HEREBY ORDERED** that **RESPONDENTS BERKSHIRE RESOURCES LLC, BERKSHIRE (40L) LLP, BERKSHIRE 2006-5 LLP, JASON T. ROSE, MICHAEL WOOD, BYRON HOGAN, and BRUCE FOX**, immediately **CEASE AND DESIST** from further offers or sales of any security into, within or from the state of Alabama.

Entered at Montgomery, Alabama, this 28<sup>th</sup> day of April, 2010.



ALABAMA SECURITIES COMMISSION  
401 Adams Avenue, Suite 280  
Montgomery, AL 36130-4700  
(334) 242-2984

BY:

A handwritten signature in black ink, appearing to read "JP Borg", is written over a horizontal line.

JOSEPH P. BORG  
Director