

STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER
120 N. ROBINSON, SUITE 860
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Merrick Energy Development, LLC,
Merrick Operating Company, now known as GO Energy Corp.,
Bruce J. Scambler, and
Jeff A. Berlin,

Respondents.

ODS File No. 05-055

ORDER TO CEASE AND DESIST

Pursuant to Section 405 of the Oklahoma Securities Act ("Predecessor Act"), Okla. Stat. tit. 71, §§ 1-413, 501, 701-703 (2001 & Supp. 2003), and Section 1-602 of the Oklahoma Uniform Securities Act of 2004 ("Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2004), the Enforcement Division of the Oklahoma Department of Securities ("Department") conducted an investigation into the activities of Merrick Energy Development, LLC ("MED"), Merrick Operating Company ("MOC"), Bruce J. Scambler ("Scambler"), and Jeff A. Berlin ("Berlin") (collectively, "Respondents"), in connection with the offer and/or sale of securities in and/or from the state of Oklahoma. Based thereon, an Enforcement Division Recommendation ("Recommendation") was filed with the Administrator of the Department ("Administrator") on March 4, 2009, in support of the imposition of sanctions against Respondents.

Without admitting or denying the Findings of Fact and Conclusions of Law set forth in the Recommendation, Respondents MOC and Scambler voluntarily executed the *Agreement Relating to Merrick Operating Company and Bruce J. Scambler* ("Agreement"), attached hereto as "Exhibit A" and incorporated herein by reference, and consented to the issuance of this *Order to Cease and Desist* ("Order").

This Order is issued pursuant to the Agreement, Section 1-604 of the Act, and 660:2-5-3 of the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities (as amended July 1, 2007). For purposes of this Order, the Administrator adopts the Findings of Fact and Conclusions of Law set forth below.

Findings of Fact

1. The Administrator has jurisdiction over Respondents MOC and Scambler and the subject matter of this action.
2. Respondents MOC and Scambler voluntarily entered into the Agreement and consented to the issuance of this Order.

To the extent any of these Findings of Fact are more properly characterized as Conclusions of Law, they should be so considered.

Conclusions of Law

1. The Administrator was authorized to enter into the Agreement and is authorized to issue this Order pursuant to Section 1-411 of the Act and 660:2-5-3 of the Rules.

2. It is in the public interest for the Administrator to issue this Order.

To the extent any of these Conclusions of Law are more properly characterized as Findings of Fact, they should be so considered.

NOW THEREFORE, IT IS HEREBY ORDERED that Respondents MOC and Scambler cease and desist from engaging in violations of the Act or doing any act in furtherance thereof.

IT IS FURTHER ORDERED that Respondents MOC and Scambler comply with all other provisions of the Agreement.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 11th day of June, 2009.

(SEAL)



**IRVING L. FAUGHT, ADMINISTRATOR OF THE
OKLAHOMA DEPARTMENT OF SECURITIES**

CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 11th day of June, 2009, a true and correct copy of the above and foregoing *Order to Cease and Desist* was mailed by first class mail, with postage prepaid thereon, addressed to:

Mark A. Robertson
Robertson & Williams
3033 N.W. 63rd St., Ste. 200
Oklahoma City, OK 73116
(Counsel for Bruce Scambler and Merrick Operating Company)

Jeff Berlin
17330 W. Center Rd., Ste. 110
Omaha, NE 68130
(Pro Se)



Brenda London, Paralegal

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**AGREEMENT RELATING TO MERRICK OPERATING COMPANY
AND BRUCE J. SCAMBLER**

THIS AGREEMENT is entered into by and between Merrick Operating Company (“MOC”), now known as GO Energy Corp., Bruce J. Scambler (“Scambler”), and the Administrator (“Administrator”) of the Oklahoma Department of Securities (“Department”) as of the Effective Date set forth below.

Pursuant to Section 405 of the Oklahoma Securities Act (“Predecessor Act”), Okla. Stat. tit. 71, §§ 1-413, 501, 701-703 (2001 & Supp. 2003), and Section 1-602 of the Oklahoma Uniform Securities Act of 2004 (“Act”), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2004), the Enforcement Division of the Department conducted an investigation into the activities of Merrick Energy Development, LLC (“MED”), MOC, Scambler, and Jeff A. Berlin (“Berlin”) (collectively, “Respondents”), in connection with the offer and/or sale of securities in and/or from the state of Oklahoma. Based thereon, an Enforcement Division Recommendation (“Recommendation”) was filed, in the above-captioned proceeding, with the Administrator on March 4, 2009, in support of the imposition of sanctions against Respondents. Respondents MOC and Scambler filed an answer and request for hearing on April 7, 2009.

Respondents MOC and Scambler desire to expeditiously settle this matter without the adjudication of any issue of law or fact and enters into this Agreement without admitting or denying the Findings of Fact and Conclusions of Law set forth in the Recommendation. Respondents MOC and Scambler voluntarily waive their right to a hearing provided by the Act, the Rules, and the Oklahoma Administrative Procedures Act, and any right to appeal.

The undersigned parties hereto agree as follows:

1. **Jurisdiction.** The Administrator has jurisdiction over Respondents MOC and Scambler and the subject matter of this action.

2. **Order.** The Administrator will issue an order in the form attached hereto as "Attachment A."

3. **Registration Requirement.** Respondents MOC and Scambler agree that neither they nor any issuer they control, nor any affiliate or subsidiary of such issuer, will offer and/or sell securities in and/or from Oklahoma for five (5) years from the Effective Date of this Agreement without the securities being registered under the Act or any successor act. Registration will be made regardless of the availability of any state or federal exemption or preemption that would otherwise be available, except as follows:

(a) Securities of an issuer that is required to file reports under Section 13 of the Securities Exchange Act of 1934 and has complied shall not be subject to this proscription; and

(b) Securities offered and/or sold in compliance with the exemptions provided by subsections (14) or (16) of Section 1-202 of the Act, or identical provisions of a successor act, shall not be subject to this proscription but shall only be offered or sold in and/or from Oklahoma after notice of the offering ("Notice") is provided to the Department and the Department notifies the issuer that the Department does not object to the proposed offering. Notice shall be given to the Department at least thirty (30) days prior to the anticipated date of the commencement of the offering. Notice shall include the terms and conditions of the offering and the disclosure documents to be utilized in connection with such offering. At a minimum, each disclosure document shall contain the information required by Rule 502(b)(2) of Regulation D, promulgated under the Securities Act of 1933. The Notice must also reference that it is being filed in connection with ODS File No. 05-055. No fee will be required for the filing of the Notice.

4. **No Coercion.** Respondents MOC and Scambler enter into this Agreement voluntarily and without any duress, undue influence, or coercion by the Administrator, any employee of the Department, or any member of the Oklahoma Securities Commission.

5. **Consideration.** In consideration for this Agreement, the Administrator will not take further action against Respondents MOC and Scambler in connection with the offer and/or sale of the membership interests in Merrick Energy Development, LLC, except as provided below in items 6 and 7.

6. **Limitation on Agreement.** Nothing in this Agreement shall prohibit the Administrator from furnishing information to any other properly constituted agency or authority. In the event any other agency or authority commences an action in connection with information obtained by the Administrator against Respondents MOC or Scambler, the Administrator may assist in such action as authorized by law.

7. **Failure to Comply.** If Respondents MOC or Scambler fail to comply with the terms of this Agreement in any material respect, the Administrator shall proceed against Respondents MOC and/or Scambler as authorized by law.

8. **Entire Agreement.** This writing constitutes the entire agreement of the parties with respect to the subject matter hereof and supersedes any and all prior and contemporaneous agreements, representations and understandings of the parties. No supplement, modification or amendment to this Agreement shall be binding unless executed in writing by each of the parties hereto.

9. **Effective Date.** This Agreement shall be effective as of the date on which it is signed by the Administrator as set forth below his signature hereto.

10. **Applicability.** This Agreement applies only to the activities of Respondents MOC and Scambler, in connection with the offer and/or sale of the membership interests in Merrick Energy Development, LLC, and to no others.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date and year set forth below their signatures hereto.

BRUCE J. SCAMBLER

Date: _____

8th June 2009

Address: _____

11300 N. Penn St 150

OKC OK 73120.

MERRICK OPERATING COMPANY (nka "GO ENERGY CORP.")

By: _____

Date: _____

8th June 2009.

Address: _____

11300 N. Penn St 150

OKC OK 73120

**IRVING L. FAUGHT, ADMINISTRATOR
OKLAHOMA DEPARTMENT OF SECURITIES**

Date: _____

6/11/09

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Witness my Hand and the Official Seal of the Oklahoma Department of Securities this _____ day of June, 2009.

(SEAL)

**IRVING L. FAUGHT, ADMINISTRATOR OF THE
OKLAHOMA DEPARTMENT OF SECURITIES**