

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, Respondent Berlin voluntarily executed the *Agreement Relating to Jeff A. Berlin* ("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 Respondent Berlin and the subject matter of this action.
2. Respondent Berlin 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 Respondent Berlin cease and desist from engaging in violations of the Act or doing any act in furtherance thereof.

**IT IS FURTHER ORDERED** that Respondent Berlin comply with all other provisions of the Agreement.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 26<sup>TH</sup> day of June, 2009.

(SEAL)

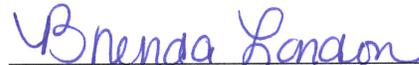
  
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**IRVING L. FAUGHT, ADMINISTRATOR OF THE  
OKLAHOMA DEPARTMENT OF SECURITIES**

CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 26th 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. 63<sup>rd</sup> 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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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

**AGREEMENT RELATING TO JEFF A. BERLIN**

**THIS AGREEMENT** is entered into by and between Jeff A. Berlin ("Berlin"), 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"), Merrick Operating Company ("MOC"), Bruce J. Scambler ("Scambler"), and 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. Respondent Berlin filed an answer and request for hearing on May 19, 2009.

Respondent Berlin desires 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. Respondent Berlin voluntarily waives his 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 Respondent Berlin 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.** Respondent Berlin agrees that neither he nor any issuer he controls, 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.** Respondent Berlin enters 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 Respondent Berlin 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 Respondent Berlin, the Administrator may assist in such action as authorized by law.

7. **Failure to Comply.** If Respondent Berlin fails to comply with the terms of this Agreement in any material respect, the Administrator shall proceed against Respondent Berlin 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

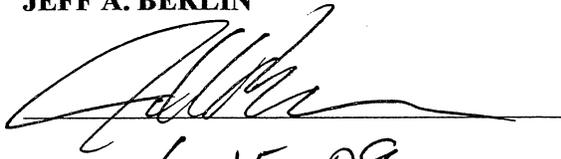
amendment to this Agreement shall be binding unless executed in writing by each of the parties hereto.

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 Respondent Berlin, 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.

**JEFF A. BERLIN**



Date: 6-15-09

Address: 17330 W. Center Rd. #110  
Omaha, NE 68130

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



Date: JUNE 26, 2009