

STATE OF ILLINOIS  
SECRETARY OF STATE  
SECURITIES DEPARTMENT

IN THE MATTER OF: BERRY RESOURCES, INC., ITS )  
OFFICERS AND DIRECTORS, AGENTS, EMPLOYEES, )  
AFFILIATES, SUCCESSORS AND ASSIGNS AND RALPH )  
BERRY INDIVIDUALLY )

FILE NO. 1000419

TEMPORARY ORDER OF PROHIBITION

TO RESPONDENTS:           Berry Resources, Inc.  
                                  1106 Lovers Lane, Suite A-18  
                                  Bowling Green, Kentucky 42103

                                  Ralph Berry, President  
                                  Berry Resources, Inc.  
                                  1106 Lovers Lane, Suite A-18  
                                  Bowling Green, Kentucky 42103

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

1. That Respondent Berry Resources, Inc. a Kentucky corporation ("Resources") maintained a business address at 1106 Lovers Lane, Suite A, Bowling Green, Kentucky 42103.
2. That Respondent Ralph Berry, President of Berry Resources, Inc., an individual, ("Berry"), collectively with Resources ("Respondents") maintained business address at 1106 Lovers Lane, Suite A, Bowling Green, Kentucky 42103.
3. That in early October, 2006. or thereabouts, a representative of Respondents called at least one Illinois Investor ("Investor") and pursued the relationship with for the purpose of selling Investor Respondents production partnership interest known in the "Berry Prospect # 16" at the price of \$15,000 per partnership unit (the "Offering").

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4. The purpose of the offering was to raise funds for drilling two oil and gas wells in Tennessee entering into a turnkey agreement and an operating agreement with Resources; the Investor would then receive \$1,500 dollars per month.
5. Subsequent to the foregoing solicitation, on October 6th 2006, the Investor purchased the Offering, and signed a subscription agreement with Resources and sent an \$11,000 dollar check thru UPS next day air express.
6. On February 26th 2007 the investor sent a check in the amount of \$4,000 for completion of the well as set forth in the subscription agreement.
7. That the activities described in paragraphs 3 through 5 above constitute the offer and sale of a certificate of participation in a profit-sharing agreement or an investment contract and therefore a security as those terms are defined in Sections 2.1, 2.5 and 2.5a of the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act").
8. That Section 5 of the Act provides, inter alia, that all securities except those exempt under Section 3 or those offered or sold in transactions exempt under Section 4 shall be registered either by coordination or by qualification prior to their offer or sale in the State of Illinois.
9. That Respondents failed to file with the Secretary of State an application for registration of the securities described above as required by the Act and as a result the security was not registered pursuant to Section 5 of the Act prior to its offer and sale in the State of Illinois.
10. That Section 12.A of the Act provides, inter alia, that it shall be a violation for any person to offer or sell any security except in accordance with the provisions of the Act.
11. That Section 12.D of the Act provides, inter alia, that it shall be a violation for any person to fail to file with the Secretary of State any application, report or document required to be filed under the provisions of the Act or any rule or regulation made by the Secretary of State pursuant to the Act.
12. That by virtue of the foregoing, Respondents have violated Sections 12.A and 12.D of the Act.
13. That the aforementioned findings are based upon credible evidence.
14. That Section 11.F(2) of the Act provides, inter alia, that the Secretary of State may temporarily prohibit the offer or sale of securities by any person, without notice and prior hearing, if the Secretary of State shall deem it necessary to prevent an imminent violation of the Act or to prevent losses to investors that will occur as a result of prior violations of the Act.

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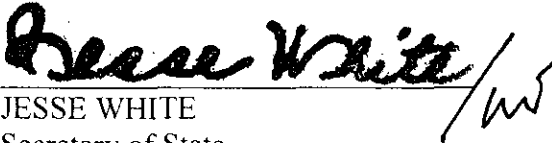
15. That the entry of this Temporary Order prohibiting Respondents, or their officers, directors, agents, employees, members, managers, partners, affiliates, and successors, from offering or selling the above-referenced securities in the State of Illinois is in the public interest and for the protection of the investing public and is consistent with the purposes intended by the provisions of the Act.

NOW THEREFORE IT IS HEREBY ORDERED THAT: pursuant to the authority granted by Section 11.F of the Act, Respondents, Berry Resources, Inc., its officers, directors, agents, employees, members, managers, partners, affiliates, and successors, and Ralph Berry individually are PROHIBITED from offering or selling securities in or from this State until further Order of the Secretary of State.

NOTICE is hereby given that Respondents may request a hearing on this matter by transmitting such request in writing to the Director, Illinois Securities Department, 69 West Washington Street, Suite 1220, Chicago, Illinois 60602. Such request must be made within thirty (30) calendar days of the date of entry of the Temporary Order of Prohibition. Upon receipt of a request for hearing, a hearing will be scheduled as soon as reasonably practicable. A request for hearing will not stop the effectiveness of this Temporary Order and will extend the effectiveness of this Temporary Order for sixty days from the date the hearing request is received by the Department.

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

ENTERED: This 29<sup>th</sup> day, of March 2011.

  
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JESSE WHITE  
Secretary of State  
State of Illinois

Attorney for the Secretary of State:

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