

BEFORE THE
STATE OF WISCONSIN
DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF SECURITIES

In the Matter of
BERRY RESOURCES, INC., RALPH O. BERRY III,
JEREMIAH DILLON, and JASON M. UHLES,

PETITION FOR ORDER

Respondent.

File No. S-02129(EX)

The staff of the Bureau of Registration & Enforcement, of the Division of Securities, Department of Financial Institutions, State of Wisconsin has conducted an investigation in this matter pursuant to sec. 551.56, Wis. Stats. and as a result thereof alleges as follows:

1. Berry Resources, Inc. ("BRI") is a foreign business entity with a last known business address of 1106 Lovers La., Ste A-18, Bowling Green, KY 42103.
2. Ralph O. Berry III (DOB 08/05/1951; CRD #1582952) ("Berry III") is an individual who at all times material hereto has been President of BRI, with a last known business address at that of BRI.
3. Jeremiah Dillon ("Dillon") is an individual who at all times material hereto has been an agent of BRI and Berry III with a last known business address at that of BRI.
4. Jason M. Uhles (DOB 1/12/75) ("Uhles") is an individual who at all times material hereto has been an agent of BRI and Berry III with a last known business address at that of BRI.
5. During the period of June 2002, Dillon and Uhles, on behalf of BRI and Berry III, offered to at least one person in Wisconsin fractional undivided working interests in an oil and gas well.
6. The person in Wisconsin referred to above had no pre-existing relationship with any of the Respondents.
7. Upon information and belief, investors can play a passive role in the company with no duties and responsibilities.
8. The working interests offered by the respondents are investment contracts as defined by section DFI-Sec. 1.02(6)(a), Wis. Adm. Code, and are therefore securities as defined by sec. 551.02(13), Wis. Stats.
9. The BRI investment contracts have never been registered for offer and sale in Wisconsin pursuant to Ch. 551, Wis. Stats.
10. All Respondents have violated sec. 551.21(1), Wis. Stats., by offering unregistered securities in Wisconsin.
11. In connection with the offers of the securities described above, Dillon and Uhles transacted business in Wisconsin as "agents" for BRI and Berry III, as that term is defined by sec. 551.02(2), Wis. Stats.
12. At no time have Dillon and Uhles been licensed as securities agents pursuant to Ch. 551, Wis. Stats.

