

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 62915 / September 15, 2010**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-14048**

**In the Matter of**  
  
**David G. Rose,**  
  
**Respondent.**

**ORDER INSTITUTING PUBLIC**  
**ADMINISTRATIVE PROCEEDINGS**  
**PURSUANT TO SECTION 15(b) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934,**  
**MAKING FINDINGS, AND IMPOSING**  
**REMEDIAL SANCTIONS**

**I.**

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted pursuant to Section 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”) against David G. Rose (“Rose” or “Respondent”).

**II.**

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over him and the subject matter of these proceedings, and the findings contained in Section III.2 below, which are admitted, Respondent consents to the entry of this Order Instituting Public Administrative Proceedings Pursuant to Section 15(b) of the Securities Exchange Act of 1934, Making Findings, and Imposing Remedial Sanctions (“Order”), as set forth below.

### III.

On the basis of this Order and Respondent's Offer, the Commission finds that:

1. Rose, age 59, orchestrated a fraud through his company, Berkshire Resources, L.L.C. ("Berkshire"), a Wyoming Limited Liability Company established in April 2006, which purported to develop and operate gas and oil properties. Berkshire was the managing partner of several limited partnerships that purported to engage in the same line of business. Berkshire, with the assistance of sales agents operating out of boiler rooms, sold "units of participation" in the limited partnerships and one joint venture to the public. Rose directed Berkshire to pay the agents sales-based commissions for their efforts.

2. On September 2, 2010, a final judgment was entered by consent against Rose, permanently enjoining him from future violations of Sections 5(a), 5(c), and 17(a) of the Securities Act of 1933, Section 10(b) of the Exchange Act and Exchange Act Rule 10b-5, and Section 15(a) of the Exchange Act, in the civil action entitled Securities and Exchange Commission v. Berkshire Resources, L.L.C., et al., Civil Action Number 09-CV-704, in the United States District Court for the Southern District of Indiana.

3. The Commission's complaint alleged that, among other things, from at least April 2006 through December 2007, Rose used Berkshire to carry out an offering fraud and sell unregistered securities. Although his son was put forward as the public face of the company, Rose, who has an extensive disciplinary history, ran the company behind the scenes. The complaint further alleged that Berkshire raised approximately \$15.5 million from approximately 265 investors in the US and Canada. The complaint also alleged that Berkshire misled defendants, among other things, about the use of investor proceeds, the experience of Rose's son, Rose's role at the company, and the expected rate of return.

### IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanctions agreed to in Respondent's Offer.

Accordingly, it is hereby ORDERED:

Pursuant to Section 15(b) of the Exchange Act, that Respondent Rose be, and hereby is barred from association with any broker or dealer.

Any reapplication for association by Respondent will be subject to the applicable laws and regulations governing the reentry process, and reentry may be conditioned upon a number of factors, including, but not limited to, the satisfaction of any or all of the following: (a) any disgorgement ordered against Respondent, whether or not the Commission has fully or partially waived payment of such disgorgement; (b) any arbitration award related to the conduct that served as the basis for the Commission order; (c) any self-regulatory organization arbitration award to a

customer, whether or not related to the conduct that served as the basis for the Commission order;  
and (d) any restitution order by a self-regulatory organization, whether or not related to the conduct  
that served as the basis for the Commission order.

By the Commission.

Elizabeth M. Murphy  
Secretary

## Service List

Rule 141 of the Commission's Rules of Practice provides that the Secretary, or another duly authorized officer of the Commission, shall serve a copy of the Order Instituting Public Administrative Proceedings Pursuant to Section 15(b) of the Securities Exchange Act of 1934, Making Findings, and Imposing Remedial Sanctions ("Order"), on the Respondent and his legal agent.

The attached Order has been sent to the following parties and other persons entitled to notice:

Honorable Brenda P. Murray  
Chief Administrative Law Judge  
Securities and Exchange Commission  
100 F Street, N.E.  
Washington, DC 20549-2557

C. Ian Anderson, Esq.  
Miami Regional Office,  
U.S. Securities & Exchange Commission  
801 Brickell Ave, Suite 1800  
Miami, FL 33131

Mr. David G. Rose  
c/o D. Michael O'Neil, Jr., Esq.  
Day Edwards Propester & Christensen, PC  
210 Park Avenue, Suite 2900  
Oklahoma City, OK 73102

D. Michael O'Neil, Jr., Esq.  
Day Edwards Propester & Christensen, PC  
210 Park Avenue, Suite 2900  
Oklahoma City, OK 73102  
(Counsel for David G. Rose)