

- (a) to obtain money or property by means of any untrue statement of a material fact or any omission of a material fact necessary in order to make the statements , made, in light of the circumstances under which they were made, not misleading; or
- (b) to engage in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser.

II.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is restrained and enjoined from offering or selling securities involving oil or gas wells, projects or ventures.

III.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is liable for disgorgement of \$265,435.06, representing his unjust enrichment as a result of the conduct alleged in the Complaint, together with prejudgment interest thereon in the amount of \$9,564.94, for a total of \$275,000. Defendant shall satisfy this obligation by installment payments over a term of three years as follows: (1) \$92,500 within 14 days after entry of this Agreed Final Judgment, such \$92,500 to come from funds already on deposit with the court; (2), monthly payments of \$5,000, such payments to begin within 180 days after entry of this Agreed Final Judgment; and (3), a final balloon payment of \$7,500 as the final (36th) of the monthly payments to be made pursuant to this Agreed Judgment. If Defendant fails to make any payment by these agreed dates and/or in the agreed amounts, all outstanding payments under this Agreed Final Judgment, including post-judgment interest, minus any payments made, shall become due

and payable immediately without further application to the Court. Further, should Defendant fail to cure this default within 30 days of written notice by Plaintiff to Defendant's current address (as updated by written notice to Plaintiff's counsel), Plaintiff may, at its sole discretion and without prior notice to Defendant, petition the Court for an order requiring Defendant to pay the unpaid portion of the total disgorgement, pre-judgment and post-judgment interest thereon, and the maximum civil penalty allowable under the law.

Defendant will make these payments by certified check, bank cashier's check, or United States postal money order payable to the Securities and Exchange Commission. The payments shall be delivered or mailed to the Office of Financial Management, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Mail Stop 0-3, Alexandria, Virginia 22312, and shall be accompanied by a letter identifying Justin Solomon as a defendant in this action; setting forth the title and civil action number of this action and the name of this Court; and specifying that payment is made pursuant to this Agreed Final Judgment. Defendant shall pay post-judgment interest on any delinquent amounts pursuant to 28 USC § 1961. The Commission shall remit the funds paid pursuant to this paragraph to the United States Treasury.

IV.

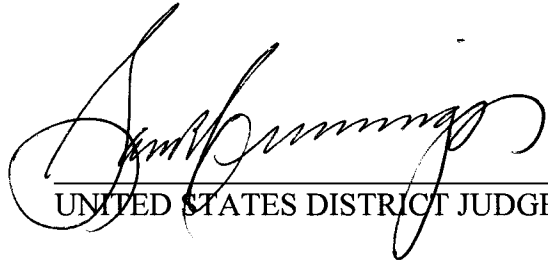
IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Consent is incorporated herein with the same force and effect as if fully set forth herein, and that Defendant shall comply with all of the undertakings and agreements set forth therein.

V.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain jurisdiction of this matter for the purposes of enforcing the terms of this Agreed Final Judgment.

There being no just reason for delay, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, the Clerk is ordered to enter this Agreed Final Judgment forthwith and without further notice.

Dated: October 12, 2011.



UNITED STATES DISTRICT JUDGE

Approved as to form and content:

s/ William B. Mateja

Attorney for Defendant Justin Solomon

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