

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 70154 / August 9, 2013

ADMINISTRATIVE PROCEEDING
File No. 3-15411

In the Matter of

**PACIFIC NORTHWESTERN
ENERGY, LLC,**

Respondent.

**ORDER INSTITUTING
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 Pacific Northwestern Energy, LLC (“Pacific” 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 it 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 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. Pacific is a Wyoming corporation incorporated in 2011. It was engaged in the business of U.S. oil exploration and investment. Pacific served as the general partner and sponsor for two offerings of limited partnership units in Rock Castle Drilling Fund LP and Rock Castle Drilling Fund II LP. Pacific has never been registered with the Commission in any capacity.

2. On May 6, 2013, a judgment was entered by consent against Pacific, permanently enjoining it from future violations of Sections 5(a) and (c) and 17(a) of the Securities Act of 1933 ("Securities Act"), and Sections 15(a)(1) and 10(b) of the Exchange Act and Rule 10b-5 thereunder, in the civil action entitled Securities and Exchange Commission v. Joseph Hilton, et al., Civil Action Number 12-cv-81033, in the United States District Court for the Southern District of Florida.

3. The Commission's complaint alleged that, in connection with the sale of limited partnership units, Pacific made misrepresentations and omissions to investors about Pacific's drilling success and oil production, and otherwise engaged in a variety of conduct which operated as a fraud and deceit on investors. The complaint also alleged that Pacific sold unregistered securities.

IV.

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

Accordingly, it is hereby ORDERED pursuant to Section 15(b)(6) of the Exchange Act that Respondent Pacific be, and hereby is:

barred from association with any broker, dealer, investment adviser, municipal securities dealer, municipal advisor, transfer agent, or nationally recognized statistical rating organization.

By the Commission.

Elizabeth M. Murphy
Secretary