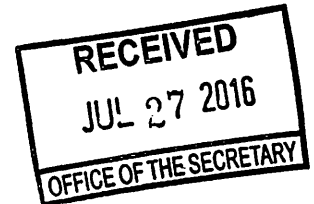


HARD COPY

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

**ADMINISTRATIVE PROCEEDINGS
File No. 3-17319**



In the Matter of

JAN E. HELEN,

Respondent.

ANSWER OF JAN E. HELEN

Respondent Jan E. Helen, through his attorneys Jones & Keller, P.C., answers the Order Instituting Proceedings as follows:

1. Mr. Helen denies that he misappropriated any investor funds from Janco Energy Partners II, LLC ("JEP II") or from Janco Energy Partners III, LLC ("JEP III"). Mr. Helen denies further that any investor funds were not available for their stated purpose. Mr. Helen denies further that he violated Sections 17(a) of the Securities Act, Section 10(b) of the Securities Exchange Act, and Rule 10b-5(b) thereunder, or that he willfully aided and abetted or caused, such violations, or that he willfully aided and abetted and caused violations of Section 206(4) of the Investment Advisers Act and Rule 206(4)-8 promulgated thereunder.
2. Admit.
3. Admit.
4. Admit, except with respect to the allegation that Janco Properties served as investment adviser.

5. Admit that JEP II is a Colorado limited liability company formed in 2012, and that it has never registered with the Commission in any capacity. Except as expressly admitted, the allegations are denied.
6. Admit that JEP III is a Colorado limited liability company formed in 2014, and that it has never registered with the Commission in any capacity. Except as expressly admitted, the allegations are denied.
7. Admit the first and third sentences. Except as admitted, deny.
8. Admit the first and third sentences. Except as admitted, deny.
9. Denied.
10. Admit the first sentence. Except as expressly admitted, the JEP II PPM and Operating Agreement speak for themselves, stating affirmatively that the summary set out is neither accurate nor complete.
11. Admit.
12. Denied.
13. Admit.
14. Denied.
15. Denied.
16. Admit.
17. Denied.
18. Denied.
19. Denied.
20. Denied.
21. Denied.

22. Admit the first sentence. Admit making payments of \$35,000 on or about August 6, 2013 and of \$45,200 on or about December 31, 2013. Except as admitted, deny.
23. Denied.
24. Admit the first sentence. Except as expressly admitted, the JEP III PPM and Operating Agreement speak for themselves, stating affirmatively that the summary set out is neither accurate nor complete.
25. Deny that the Summary contains the language alleged.
26. Admit.
27. Admit, stating affirmatively that the PPM disclosed additional compensation.
28. Denied.
29. Denied.
30. Admit.
31. Denied.
32. Denied.
33. Denied.
34. Respondent lacks sufficient information to admit or deny and therefore denies.
35. Admit the first sentence on information and belief. Except as admitted, Respondent lacks sufficient information to admit or deny, and therefore denies.
36. Admit on information and belief. Except as admitted, Respondent lacks sufficient information to admit or deny, and therefore denies.
37. Admit.
38. Admit.
39. Admit.

40. Admit.
41. Admit that the loans were repaid with interest. Except as admitted, deny.
42. Denied.
43. Denied.
44. Denied.
45. Denied.

AFFIRMATIVE DEFENSE

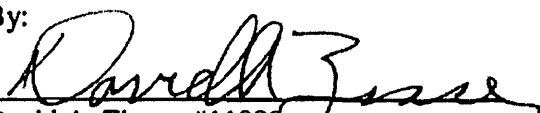
This proceeding is invalid on the grounds that the presiding administrative law judge, on information and belief, was not appointed in conformity with the Appointments Clause of the Constitution of the United States, despite performing functions making her an inferior officer.

Respondent will be deprived of due process of law due to the paucity of procedural protections provided to him under the SEC's Rules of Practice.

Dated: July 25, 2016

Respectfully Submitted,

By:



David A. Zisser, #11889
JONES & KELLER, P.C.
1999 Broadway, Suite 3150
Denver, CO 80202
Telephone: 303.573-1600
Facsimile: 303.573-8133

Attorney for Respondent Jan E. Helen

CERTIFICATE OF SERVICE

I hereby certify that on this 25th day of July, 2016, a true and correct copy of the foregoing ANSWER OF JAN E. HELEN was served on the following as indicated:


By Facsimile and original and three copies by FedEx to:

US Securities & Exchange Commission
Attn: Brent J. Fields, Secretary
Office of the Secretary
100 F. Street, N.E., Mail Stop 1090
Washington, DC 20549
Fax: (703) 813-9793

Via Email to:

The Honorable Brenda P. Murray
Chief Administrative Law Judge
Securities & Exchange Commission
Chief Administrative Law Judge
100 F Street, N.E.
Mail Stop 2582
Washington, D.C. 20549
alj@sec.gov

Danielle R. Voorhees
Marc D. Ricchiute
Nichole Nesvig
Securities and Exchange Commission
Byron G. Rogers Federal Building
1961 Stout Street, Ste. 1700
Denver, CO 80294-1961
voorheesd@sec.gov; ricchiutem@sec.gov;
NesvigN@sec.gov



Kaydee Carson