

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 66143 / January 11, 2012

ADMINISTRATIVE PROCEEDING
File No. 3-14554

In the Matter of

Justin William Rifkin,

Respondent.

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

I.

On September 20, 2011, the Securities and Exchange Commission (“Commission”) issued an Order Instituting Proceedings Pursuant to Section 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”) and Notice of Hearing against Justin William Rifkin (“Rifkin” or “Respondent”), (Rel. No. 34-65357).

In connection with these proceedings, Rifkin has submitted an Offer of Settlement (“Offer”), which the Commission has determined to accept. Solely for the purpose of settling these proceedings and any other proceedings brought by or on behalf of the Commission or in which the Commission is a party, prior to a hearing pursuant to the Commission’s Rules of Practice, 17 C.F.R. § 201.100 *et seq.*, and without admitting or denying the Commission’s findings contained herein, except as to the jurisdiction of the Commission over him and over the subject matter of these proceedings, and the findings contained in Section II. 2, which are admitted, Respondent Rifkin consents to the entry of this Order Making Findings and Imposing Remedial Sanctions Pursuant to Section 15(b) of the Securities Exchange Act of 1934 (“Order”), as set forth below.

II.

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

1. Rifkin, age 31, resides in Corpus Christi, Texas. From May 2007 through June 2009, Rifkin was the managing member and owner of Wellco Energy L.L.C. (“Wellco”), which he operated in Colorado Springs, Colorado. He and other salesmen under his direction offered and

sold securities in the form of fractional undivided interests in oil and gas rights in four projects operated by another Colorado company. He was engaged in the business of effecting transactions in securities for the account of others for which he received compensation. However, from May 2007 through June 2009, Rifkin was not registered with the Commission as a broker or dealer, and was not associated with a broker or dealer registered with the Commission.

2. On August 31, 2011, a final judgment was entered against Rifkin permanently enjoining him from future violations of Sections 5(a), 5(c), and 17(a) of the Securities Act of 1933, Sections 10(b) and 15(a) of the Exchange Act and Rule 10b-5 thereunder, in the civil action entitled Securities and Exchange Commission v. Wellco Energy L.L.C. et al., civil action number 1:09-CV-1114, in the United States District Court for the District of Colorado.

3. The Commission's complaint alleged that in connection with sale of fractional undivided interests in oil and gas rights, Rifkin misrepresented that Wellco was the operator of the four oil and gas projects. The complaint also alleged that Wellco did not operate the projects and instead purchased fractional undivided interests from another company, which interests it further divided and resold to investors. The complaint further alleged that Rifkin misrepresented that he had extensive experience in operating oil and gas prospects. The complaint also alleged that in fact, Rifkin's experience was limited to raising money through sales of other oil and gas projects, and he had no experience operating oil and gas wells. The complaint further alleged that he also misrepresented the use of investors' funds and did not disclose that he used approximately 42% of investors' funds to acquire the working interests in the oil and gas wells, but spent the rest on sales commissions and business expenses or for his personal expenses. The complaint also alleged that Rifkin sold the securities when no registration statement was in effect or filed with the Commission. The complaint also alleged Rifkin was not registered as a broker or dealer, and was not associated with a broker or dealer registered with the Commission during the time when he offered and sold the securities at issue in the case.

III.

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

Accordingly, it is ORDERED that pursuant to Section 15(b)(6) of the Exchange Act, Respondent Rifkin 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; and barred from participating in any offering of a penny stock, including: acting as a promoter, finder, consultant, agent or other person who engages in activities with a broker, dealer or issuer for purposes of the issuance or trading in any penny stock, or inducing or attempting to induce the purchase or sale of any penny stock.

Any reapplication for association by the 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 the 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