

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 70867 / November 13, 2013

ADMINISTRATIVE PROCEEDING
File No. 3-15612

In the Matter of

JONATHAN C. GILCHRIST,

Respondent.

**ORDER INSTITUTING PUBLIC
ADMINISTRATIVE PROCEEDINGS AND
IMPOSING TEMPORARY SUSPENSION
PURSUANT TO RULE 102(e)(3)(i)(B) OF
THE COMMISSION'S RULES OF
PRACTICE**

I.

The Securities and Exchange Commission ("Commission") deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted against Jonathan C. Gilchrist ("Respondent" or "Gilchrist") pursuant to Rule 102(e)(3)(i)(B)¹ of the Commission's Rules of Practice.

II.

The Commission finds that:

A. RESPONDENT

1. Jonathan C. Gilchrist was an attorney licensed to practice law in Texas in 1990. In January 2008, his law license was suspended and he remains under suspension.

¹ Rule 102(e)(3)(i) provides, in relevant part, that:

The Commission, with due regard to the public interest and without preliminary hearing, may, by order, temporarily suspend from appearing or practicing before it any attorney . . . who has been by name: (B) [f]ound by any court of competent jurisdiction in an action brought by the Commission to which he or she is a party . . . to have violated (unless the violation was found not to have been willful) . . . any provision of the Federal securities laws or of the rules and regulations thereunder.

B. RESPONDENT HAS BEEN FOUND TO HAVE VIOLATED THE FEDERAL SECURITIES LAWS.

2. On January 23, 2013, the Commission filed a complaint against Gilchrist in federal district court in Texas, alleging that Gilchrist had violated Sections 5(a), 5(c), 17(a)(1) and 17(a)(3) of the Securities Act, as well as Section 10(b) of the Exchange Act and Rule 10b-5 thereunder. *SEC v. Jonathan C. Gilchrist*, Case No. 4:13-cv-163 (S.D. Tex).

3. As alleged in the complaint:

(a) Gilchrist purchased The Alternative Energy Technology Center, Inc. (“Alternative”) in or around November 2007 and became its chairman and president.

(b) In late 2007 through early 2008, Gilchrist engineered a reverse merger with Meridian Biorefining, Inc. (“Meridian”), a Nevada company, and the issuance of six million unregistered shares of Meridian, at a deep discount, to Gilchrist and two entities he controlled. The offering, combined with the reverse stock split, facilitated Gilchrist’s gaining control of at least 94% of Alternative’s unrestricted common shares.

(c) Beginning in February 2008, Gilchrist also arranged to have Alternative’s shares promoted to the general public through two touting campaigns. The combined effect of the reverse split, matched trades, and touting campaigns was that by April 1, 2008, the company’s share price rose from \$1.00 to \$3.75 – an increase of approximately 275%. In total, Gilchrist sold 229,661 (unregistered) shares, realizing gross profits of \$692,146.38. Throughout the entire period at issue, no registration statement was in effect for the company’s securities and a Form D was never filed with the Commission.

4. On August 15, 2013, the Court granted the Commission’s motion for summary judgment, finding that Gilchrist had violated Sections 5(a), 5(c), 17(a)(1) and 17(a)(3) of the Securities Act, as well as Section 10(b) of the Exchange Act and Rule 10b-5 thereunder.

III.

Based upon the foregoing, the Commission finds that a court of competent jurisdiction has found that Gilchrist violated the Federal securities laws within the meaning of Rule 102(e)(3)(i)(B) of the Commission’s Rules of Practice. In view of this finding, the Commission deems it appropriate and in the public interest that Gilchrist be temporarily suspended from appearing or practicing before the Commission as an attorney.

IT IS HEREBY ORDERED that Gilchrist be, and hereby is, temporarily suspended from appearing or practicing before the Commission as an attorney. This Order will be effective upon service on the Respondent.

IT IS FURTHER ORDERED that Gilchrist may, within thirty days after service of this

Order, file a petition with the Commission to lift the temporary suspension. If the Commission receives no petition within thirty days after service of the Order, the suspension will become permanent pursuant to Rule 102(e)(3)(ii).

If a petition is received within thirty days after service of this Order, the Commission will, within thirty days after the filing of the petition, either lift the temporary suspension, or set the matter down for hearing at a time and place to be designated by the Commission, or both. If a hearing is ordered, following the hearing, the Commission may lift the suspension, censure the petitioner, or disqualify the petitioner from appearing or practicing before the Commission for a period of time, or permanently, pursuant to Rule 102(e)(3)(iii).

This Order shall be served upon Gilchrist personally or by certified mail at his last known address.

By the Commission.

Elizabeth M. Murphy
Secretary