

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 83684 / July 20, 2018**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-18608**

**In the Matter of**

**JEFFEREY A. GORDON,**

**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 Jeffrey A. Gordon (“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 him and the subject matter of these proceedings and the findings contained in paragraph III.B 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:

A. Respondent is the co-owner, Chief Executive Officer, and control person of Texas Coastal Energy Company, LLC (“TCEC”), a limited liability company formed in 2011 and headquartered in Dallas, Texas.

B. On June 28, 2018, a final judgment was entered by consent against Respondent, permanently enjoining him from future violations of Sections 5(a), 5(c), and 17(a) of the Securities Act of 1933 (“Securities Act”), 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. Texas Coastal Energy Company, LLC, et al., Civil Action Number 3:18-CV-1587-K, in the United States District Court for the Northern District of Texas.

C. The Commission’s complaint alleged that from approximately mid-2013 through November 2014, TCEC conducted four unregistered offerings of turnkey oil-and-gas joint venture interests. The Commission’s complaint further alleged that Respondent, while neither registered as a broker nor associated with a registered broker-dealer, solicited many investors, made valuations as the merits of the securities, handled the investors’ funds, and hired and trained TCEC’s sales people. The Commission’s complaint further alleged that in connection with these offerings of unregistered securities, Respondent, acting with scienter, crafted sales pitches for use by TCEC’s salespeople that made false and misleading statements about TCEC’s track record of profitability, the success and background of its geologists, and viability of its oil-and-gas projects. The Commission’s complaint further alleged that Respondent, acting with scienter, created offering materials that TCEC sent to investors that misrepresented TCEC’s oil-and-gas experience, the advice and success rate of TCEC’s geologists, potential oil reserves on TCEC’s oil-and-gas prospects, potential investment returns for TCEC’s oil-and-gas projects, and the manner in which TCEC would use funds raised from investors.

#### IV.

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

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

Pursuant to Section 15(b)(6) of the Exchange Act Respondent be, and hereby is 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.

Brent J. Fields  
Secretary