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2 **STATE OF CALIFORNIA**
3 **BUSINESS, CONSUMER SERVICES AND HOUSING AGENCY**
4 **DEPARTMENT OF BUSINESS OVERSIGHT**

5
6 TO: Mel Rosoff
7 Petrol Consultants Holdings, LLC
8 5362 Spindrift Court
9 Camarillo, CA 93012

10 **DESIST AND REFRAIN ORDER**
11 **(For violations of section 25401 of the California Corporations Code)**

12 The Commissioner of the Department of Business Oversight finds that:

13 1. At all relevant times, Mel Rosoff (“Rosoff”) is a California resident and control person
14 of Petrol Consultants Holdings, LLC. Rosoff’s principal place of business is at 5362 Spindrift Court,
15 Camarillo, California 93012.

16 2. At all relevant times, Petrol Consultants Holdings, LLC (“PCH”) is a Nevada limited
17 liability company formed on May 5, 2008. The California Secretary of State, which forfeited PCH’s
18 status to transact business in California due to tax violations, lists Mel Rosoff as the Agent for
19 Service of Process for PCH.

20 3. During 2013, Rosoff and PCH offered and sold securities in California in the form of
21 investment contracts by way of Rosoff “cold calling” the public, including a resident of the State of
22 Michigan, regarding potential investment in PCH. Rosoff represented that PCH generated income
23 through oil and gas production and that PCH controlled several active gas “wells” in which to invest.

24 4. As a direct result of the telephone solicitation by Rosoff and on behalf of PCH, the
25 Michigan resident invested a total of \$10,000 in four investment contracts with PCH from May 2013
26 through January 2014. The Michigan investor was a passive investor whose only role was to advance
27 funds to purchase the investment as instructed by Rosoff. Rosoff promised that the Michigan
28 investor would receive the full principal back in addition to a twenty-five percent (25%) annual

1 interest return, paid in monthly installments. The Michigan investor did not receive the monthly
2 payments as promised by Rosoff and PCH. The investor’s principal funds, as well as the promised
3 interest, remain unpaid in full to the present date.

4 5. In connection with the offer and sale of these securities, Rosoff and PCH made, or
5 caused to be made, misrepresentations of material fact and omitted to state material facts necessary in
6 order to make the statements made, in the light of the circumstances under which they were made, not
7 misleading. These misrepresentations and omissions included, but are not limited to:

8 a. When offering and selling the PCH investment contracts, Rosoff failed to
9 disclose that he was the subject of a June 21, 2002, Cease and Desist Order by the Securities
10 Commissioner of the State of North Dakota for violating North Dakota securities law, including
11 failing to register as a securities broker-dealer.

12 b. When offering and selling the PCH investment contracts, Rosoff represented to
13 the investor that the investment was safe and secure and that the principal, as well as the interest,
14 would be paid in full to the investor.

15 Based upon the foregoing findings, the California Commissioner of Business Oversight
16 is of the opinion that the securities offered by Mel Rosoff and Petrol Consultants Holdings, LLC were
17 offered or sold in this state by means of written and oral communications which included untrue
18 statements of material facts and omitted to state material facts necessary in order to make the
19 statements made, in the light of the circumstances under which they were made, not misleading, in
20 violation of section 25401 of the California Securities Law of 1968 (“CSL”). Pursuant to section
21 25532 of the CSL, Mel Rosoff and Petrol Consultants Holdings, LLC are hereby ordered to desist
22 and refrain from offering or selling any security in the State of California, including but not limited to
23 investment contracts relating to Petrol Consultants Holdings, LLC, by means of any written or oral
24 communication which includes an untrue statement of a material fact or omits to state a material fact
25 necessary in order to make the statements made, in the light of the circumstances under which they
26 were made, not misleading.

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This Order is necessary, in the public interest, for the protection of investors and consistent with the purposes, policies, and provisions of the Corporate Securities Law of 1968.

Dated: October 14, 2014
Los Angeles, California.

JAN LYNN OWEN
Commissioner of Business Oversight

By _____
MARY ANN SMITH
Deputy Commissioner
Enforcement Division