

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**  
September 13, 2007

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-12794**

**In the Matter of**

**MICHAEL DEUTCHMAN, CPA,**

**Respondent.**

**ORDER INSTITUTING  
ADMINISTRATIVE AND CEASE-  
AND-DESIST PROCEEDINGS  
PURSUANT TO SECTIONS 4C AND 21C  
OF THE SECURITIES EXCHANGE ACT  
OF 1934 AND RULE 102(e) OF THE  
COMMISSION'S RULES OF PRACTICE,  
AND NOTICE OF HEARING**

**I.**

The Securities and Exchange Commission ("Commission") deems it appropriate that public administrative and cease-and-desist proceedings be, and hereby are, instituted against Michael Deutchman, CPA ("Respondent" or "Deutchman") pursuant to Sections 4C and 21C of the Securities Exchange Act of 1934 ("Exchange Act") and Rule 102(e) of the Commission's Rules of Practice.

**II.**

After an investigation, the Division of Enforcement alleges that:

**A. RESPONDENT**

**Michael Deutchman, CPA**, of Melville, New York, is a certified public accountant licensed in New York since 1971 and doing business as a sole proprietorship. Deutchman prepared and issued an audit report dated April 14, 2004, in connection with his audit of Cyber Grind, Inc. ("Cyber Grind").

**B. OTHER RELEVANT ENTITY**

Cyber Grind, Inc. is a Nevada corporation based in Beverly Hills, California. Cyber Grind's common stock does not currently trade and is registered with the Commission pursuant to Section 12(g) of the Exchange Act. Cyber Grind reported no revenues and no assets for fiscal year ended December 31, 2003. Cyber Grind has at all relevant times been an issuer as defined by the Act.

## **C. FAILURE TO REGISTER WITH THE PUBLIC COMPANY ACCOUNTING OVERSIGHT BOARD**

1. Section 102(a) of the Sarbanes-Oxley Act of 2002 (the “Act”) prohibits any person that is not a registered public accounting firm with the Public Company Accounting Oversight Board (“PCAOB” or “Board”) from preparing or issuing, or participating in the preparation or issuance of, any audit report with respect to any public reporting company after October 22, 2003.

2. Though Respondent was aware of the PCAOB registration requirement, at no point did Deutchman register with the PCAOB as a public accounting firm.

3. Respondent audited Cyber Grind’s 2003 financial statements included in Cyber Grind’s annual report for fiscal year ended December 31, 2003 on Form 10-KSB, filed with the Commission on April 14, 2004.

4. Respondent prepared and issued an audit report dated April 14, 2004, which was included in Cyber Grind’s Form 10-KSB.

5. Respondent was aware of the registration requirement and the October 22, 2003 registration deadline for registration with the Board when Deutchman issued the audit report dated April 14, 2004.

## **D. VIOLATIONS**

1. Section 4C(a) of the Exchange Act provides, in relevant part, that the Commission “may censure any person, or deny, temporarily or permanently, to any person the privilege of appearing or practicing before the Commission in any way, if that person is found by the Commission ... (1) not to possess the requisite qualifications to represent others ... or (3) to have willfully violated, or willfully aided and abetted the violation of, any provision of the securities laws or the rules and regulations issued thereunder.”

2. Rule 102(e)(1) of the Commission’s Rules of Practice provides that the Commission “may censure a person or deny, temporarily or permanently, the privilege of appearing or practicing before it in any way to any person who is found by the Commission ... (i) not to possess the requisite qualifications to represent others ... or (iii) to have willfully violated ... any provision of the Federal securities laws or the rules and regulations thereunder.”

3. Section 102(a) of the Act provides that “it shall be unlawful for any person that is not a registered public accounting firm to prepare or issue, or to participate in the preparation or issuance of, any audit report with respect to any issuer.”

4. Because Respondent had not registered with the PCAOB, he lacked “the requisite qualifications” to issue an audit report dated April 14, 2004.

5. In violation of Section 102(a) of the Act, Respondent prepared and issued an audit report on the financial statements of a reporting company after October 22, 2003, without first registering with the Board. Respondent thus also willfully violated Section 102(a) of the Act.

### III.

In view of the allegations made by the Division of Enforcement, the Commission deems it necessary and appropriate that public administrative and cease-and-desist proceedings be instituted to determine:

A. Whether the allegations set forth in Section II are true and, in connection therewith, to afford Deutchman an opportunity to establish any defenses to such allegations;

B. Whether, pursuant to Sections 4C(a)(1) and 4C(a)(3) of the Exchange Act and Rules 102(e)(1)(i) and 102(e)(1)(iii) of the Commission's Rules of Practice, Deutchman should be censured by the Commission or temporarily or permanently denied the privilege of appearing or practicing before the Commission; and

C. Whether, pursuant to Section 21C of the Exchange Act, Deutchman should be ordered to cease and desist from committing or causing violations of and any future violations of Section 102(a) of the Act.

### IV.

IT IS ORDERED that a public hearing for the purpose of taking evidence on the questions set forth in Section III hereof shall be convened not earlier than 30 days and not later than 60 days from service of this Order at a time and place to be fixed, and before an Administrative Law Judge to be designated by further order as provided by Rule 110 of the Commission's Rules of Practice, 17 C.F.R. § 201.110.

IT IS FURTHER ORDERED that Respondent shall file an Answer to the allegations contained in this Order within twenty (20) days after service of this Order, as provided by Rule 220 of the Commission's Rules of Practice, 17 C.F.R. § 201.220.

If Respondent fails to file the directed answer, or fails to appear at a hearing after being duly notified, the Respondent may be deemed in default and the proceedings may be determined against him upon consideration of this Order, the allegations of which may be deemed to be true as provided by Rules 155(a), 220(f), 221(f) and 310 of the Commission's Rules of Practice, 17 C.F.R. §§ 201.155(a), 201.220(f), 201.221(f) and 201.310.

This Order shall be served forthwith upon Respondent personally or by certified mail.

IT IS FURTHER ORDERED that the Administrative Law Judge shall issue an initial decision no later than 300 days from the date of service of this Order, pursuant to Rule 360(a)(2) of the Commission's Rules of Practice.

In the absence of an appropriate waiver, no officer or employee of the Commission engaged in the performance of investigative or prosecuting functions in this or any factually related proceeding will be permitted to participate or advise in the decision of this matter, except as witness or counsel in proceedings held pursuant to notice. Since this proceeding is not “rule making” within the meaning of Section 551 of the Administrative Procedure Act, it is not deemed subject to the provisions of Section 553 delaying the effective date of any final Commission action.

By the Commission.

Nancy M. Morris  
Secretary