

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 63682 / January 7, 2011**

**ACCOUNTING AND AUDITING ENFORCEMENT**  
**Release No. 3225 / January 7, 2011**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-14181**

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<b>In the Matter of</b>	:	<b>ORDER INSTITUTING ADMINISTRATIVE</b>
	:	<b>PROCEEDINGS PURSUANT TO RULE</b>
<b>ERIC SIERACKI (CPA),</b>	:	<b>102(e) OF THE COMMISSION’S RULES OF</b>
	:	<b>PRACTICE, MAKING FINDINGS, AND</b>
<b>Respondent.</b>	:	<b>IMPOSING REMEDIAL SANCTIONS</b>
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**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 Eric Sieracki (“Respondent” or “Sieracki”) pursuant to Rule 102(e)(3)(i) of the Commission’s Rules of Practice.<sup>1</sup>

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<sup>1</sup> 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, . . . suspend from appearing or practicing before it any . . . accountant . . . who has been by name . . . permanently enjoined by any court of competent jurisdiction, by reason of his or her misconduct in an action brought by the Commission, from violating or aiding and abetting the violation of any provision of the Federal securities laws or of the rules and regulations thereunder.

As stated below, Sieracki was permanently enjoined on the basis of his consent as part of a settlement without any finding of misconduct.

## 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 3 of Section III below, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Rule 102(e) of the Commission’s Rules of Practice, 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:

1. Sieracki, age 54, has been a certified public accountant licensed to practice in the State of California, which license has been canceled upon non-renewal. He served as Chief Financial Officer of Countrywide Financial Corporation (“Countrywide”) from 2005 until July 2008.

2. Countrywide, a Delaware corporation, was at all relevant times, a mortgage lender based in Calabasas, California. Its stock was registered pursuant to Section 12(b) of the Securities Exchange Act of 1934 (“Exchange Act”) and was listed on the New York Stock Exchange. On July 1, 2008, Countrywide merged with Bank of America and is now a wholly owned subsidiary of Bank of America. On July 1, 2008, the NYSE filed a Form 25 to deregister and delist Countrywide’s common stock, and on July 22, 2008 Countrywide filed a Form 15 deregistering its common stock under Section 12(g) of the Exchange Act.

3. On June 4, 2009, the Commission filed a complaint against Sieracki in SEC v. Angelo Mozilo, et al. (Civil Action No. CV 09-3994 (JFW) (MANx), in the United States District Court for the Central District of California. By consent, on October 15, 2010, the court entered a judgment permanently enjoining Sieracki from future violations of Sections 17(a)(2) and 17(a)(3) of the Securities Act of 1933, ordering him to pay a \$130,000 civil money penalty, and fully and finally disposing of all claims asserted in the complaint against Sieracki.

4. The Commission’s complaint alleged, among other things, that Sieracki was aware of increasing credit risk at Countrywide caused by expanded loan underwriting guidelines and loans written as exceptions to those guidelines. The complaint also alleged that Sieracki was aware of concerns expressed internally, including by Countrywide’s chief executive officer, regarding the expected performance of Countrywide’s Pay-Option ARM loan portfolio. The complaint alleged that at the same time, Countrywide made representations regarding its underwriting and credit risk in periodic filings with the Commission, signed by Sieracki, which were false or rendered misleading by the omission of material information regarding underwriting guidelines, exceptions, and attendant credit risk.

#### IV.

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

Accordingly, it is hereby ORDERED, effective immediately, that:

A. Sieracki is suspended from appearing or practicing before the Commission as an accountant.

B. After one year from the date of this order, Respondent may request that the Commission consider his reinstatement by submitting an application (attention: Office of the Chief Accountant) to resume appearing or practicing before the Commission as:

1. a preparer or reviewer, or a person responsible for the preparation or review, of any public company's financial statements that are filed with the Commission. Such an application must satisfy the Commission that Respondent's work in his practice before the Commission will be reviewed either by the independent audit committee of the public company for which he works or in some other acceptable manner, as long as he practices before the Commission in this capacity; and/or

2. an independent accountant. Such an application must satisfy the Commission that:

(a) Respondent, or the public accounting firm with which he is associated, is registered with the Public Company Accounting Oversight Board ("Board") in accordance with the Sarbanes-Oxley Act of 2002, and such registration continues to be effective;

(b) Respondent, or the registered public accounting firm with which he is associated, has been inspected by the Board and that inspection did not identify any criticisms of or potential defects in the Respondent's or the firm's quality control system that would indicate that the Respondent will not receive appropriate supervision;

(c) Respondent has resolved all disciplinary issues with the Board, and has complied with all terms and conditions of any sanctions imposed by the Board (other than reinstatement by the Commission); and

(d) Respondent acknowledges his responsibility, as long as Respondent appears or practices before the Commission as an independent accountant, to comply with all requirements of the Commission and the Board, including, but not limited to, all requirements relating to registration, inspections, concurring partner reviews and quality control standards.

C. The Commission will consider an application by Respondent to resume appearing or practicing before the Commission provided that his state CPA license is current and he has resolved all other disciplinary issues with the applicable state boards of accountancy. However, if state licensure is dependent on reinstatement by the Commission, the Commission will consider an application on its other merits. The Commission's review may include consideration of, in addition to the matters referenced above, any other matters relating to Respondent's character, integrity, professional conduct, or qualifications to appear or practice before the Commission.

By the Commission.

Elizabeth M. Murphy  
Secretary

Service List

Rule 141 of the Commission's Rules of Practice provides that the Secretary, or another duly authorized officer of the Commission, shall serve a copy of the Order Instituting Administrative Proceedings Pursuant to Rule 102(e) of the Commission's Rules of Practice, Making Findings, and Imposing Remedial Sanctions ("Order"), on the Respondent and *his* legal agents.

The attached Order has been sent to the following parties and other persons entitled to notice:

Honorable Brenda P. Murray  
Chief Administrative Law Judge  
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