

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 56416 / September 13, 2007**

**ACCOUNTING AND AUDITING ENFORCEMENT**  
**Release No. 2696 / September 13, 2007**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-12777**

**In the Matter of**

**Joseph Mao, CPA,**

**Respondent.**

**ORDER INSTITUTING PUBLIC  
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,  
MAKING FINDINGS, AND IMPOSING  
REMEDIAL SANCTIONS AND A CEASE-  
AND-DESIST ORDER**

**I.**

The Securities and Exchange Commission (“Commission”) deems it appropriate that public administrative and cease-and-desist proceedings be, and hereby are, instituted against Joseph Mao, CPA (“Respondent” or “Mao”) pursuant to Sections 4C<sup>1</sup> and 21C of the Securities Exchange Act of 1934 (“Exchange Act”) and Rule 102(e)(1)(iii) of the Commission’s Rules of Practice.<sup>2</sup>

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<sup>1</sup> Section 4C 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 . . . to have willfully violated, or willfully aided and abetted the violation of, any provision of the securities laws or the rules and regulations thereunder.

<sup>2</sup> Rule 102(e)(1)(iii) provides, in relevant part, 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 . . . to have willfully violated, or willfully aided and abetted the violation of any provision of the Federal securities laws or the rules and regulations thereunder.

## II.

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (“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, which are admitted, Respondent consents to the entry of this Order Instituting Public 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, Making Findings, and Imposing Remedial Sanctions and a Cease-and-Desist Order (“Order”), as set forth below.

## III.

On the basis of this Order and Respondent’s Offer, the Commission finds<sup>3</sup> that:

### A. RESPONDENT

Joseph Mao, CPA, 55, of New Hyde Park, New York is a certified public accountant licensed in the state of New York and doing business as a sole proprietorship. Mao audited SOYODO Group Holdings, Inc.’s (“Soyodo”) financial statements for the company’s 2003 fiscal year ended December 31, 2003. Mao has been licensed as a CPA in New York since 1995.

### B. FACTS

1. Soyodo (known as TOP Group Holdings, Inc. during the relevant time period) is a Delaware corporation with its headquarters in New York. Soyodo’s common stock is registered with the Commission pursuant to Section 12(g) of the Exchange Act and is listed on the OTC Bulletin Board under the symbol SOYD (the company’s symbol was QXIT during the relevant time period). For its fiscal year ended December 31, 2003, Soyodo reported no revenues and total assets of \$12,500.

2. Soyodo has at all relevant times been an issuer as defined by the Sarbanes-Oxley Act of 2002 (the “Act”).

3. Mao audited Soyodo’s 2003 financial statements included in Soyodo’s annual report for fiscal year 2003 on Form 10-KSB, filed with the Commission on April 13, 2004. As part of that audit, Mao prepared and issued an audit report dated April 5, 2004 (the “Soyodo audit report”), which the company included in its 2003 Form 10-KSB. Soyodo paid Mao \$2,000 for the audit work.<sup>4</sup>

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<sup>3</sup> The findings herein are made pursuant to Respondent’s Offer of Settlement and are not binding on any other person or entity in this or any other proceeding.

<sup>4</sup> Before the Commission’s investigation, Mao voluntarily reimbursed Soyodo the \$2,000 in audit fees. In view of Mao’s reimbursement, the Commission is not ordering disgorgement in this matter.

4. At the time Mao prepared and issued the Soyodo audit report, he was not registered with the Public Company Accounting Oversight Board (the “Board”), as required by Section 102(a) of the Act.

### **C. VIOLATIONS**

1. 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.”<sup>5</sup>

2. The provisions of Section 102(a) of the Act became effective on October 22, 2003.<sup>6</sup>

3. Based on the conduct described above, Respondent willfully<sup>7</sup> violated Section 102(a) of the Act.

### **D. FINDINGS**

Based on the foregoing, the Commission finds that Mao willfully violated Section 102(a) of the Sarbanes-Oxley Act of 2002.

### **E. UNDERTAKING**

Respondent has undertaken not to request, demand, or accept, directly or indirectly, any compensation from Soyodo in connection with the audit work associated with the Soyodo audit report. In determining whether to accept the Offer, the Commission has considered this undertaking.

## **IV.**

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

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

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<sup>5</sup> A violation of the Act or any rule that the Board issues under the Act is treated for all purposes in the same manner as a violation of the Exchange Act, including with respect to penalties. Sarbanes-Oxley Act of 2002, 15 U.S.C.A. § 7202(b)(1) (West 2002).

<sup>6</sup> Section 102(a) became effective “[b]eginning 180 days after the date of the determination of the Commission under Section 101(d)” of the Act that the Board was prepared to undertake its statutory responsibilities. The Commission made the required determination on April 25, 2003. See Order Regarding Section 101(d) of the Sarbanes-Oxley Act of 2002, Securities Act Release No. 8223, Exchange Act Release No. 47746, 2003 WL 1956164 (Apr. 25, 2003).

<sup>7</sup> “Willfully” as used in this Order means intentionally committing the act that constitutes the violation. There is no requirement that the actor also be aware that he is violating a rule or statute. See Wonsover v. SEC, 205 F.3d 408, 414 (D.C. Cir. 2000); Tager v. SEC, 344 F.2d 5, 8 (2d Cir. 1965).

A. Mao shall cease and desist from committing or causing any violations and any future violations of Section 102(a) of the Act.

B. Mao is censured.

C. Mao may practice before the Commission as an independent accountant provided that:

1. The public accounting firm with which he is associated is registered with the Board in accordance with the Act; and

2. He has submitted to the Commission staff (attention: Office of the Chief Accountant) the Board's letter notifying the public accounting firm with which he is associated that its registration application has been approved.

By the Commission.

Nancy M. Morris  
Secretary