

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 57536 / March 20, 2008

ADMINISTRATIVE PROCEEDING
File No. 3-12995

In the Matter of

Bruce Chet Rothenberg,

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 Bruce Chet Rothenberg (“Rothenberg” or “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 Section III.2 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:

1. From May to December 2004 (the “relevant period”), Rothenberg assisted Gerald and Marie Levine in locating investors and selling them shares of Nu Star Holdings, Inc., a Nevada corporation that is quoted on the Pink Sheets. Rothenberg, who held Series 7, 24 and 63 licenses, and worked as a registered representative in the early 1990s, was not a registered broker or dealer during the relevant period, nor was he associated with any broker or dealer. Rothenberg, 45, is an East Amherst, New York resident.

2. On February 21, 2008, a final judgment was entered by consent against Rothenberg, permanently enjoining him from future violations of Section 15(a)(1) of the Exchange Act, in the civil action entitled Securities and Exchange Commission v. Gerald Harold Levine, et al., Civil Action Number 2:07-CV-506-LDG (RJJ), in the United States District Court for the District of Nevada.

3. The Commission’s complaint alleged, among other things, that Gerald Levine offered Rothenberg shares in Nu Star in exchange for Rothenberg’s assistance in selling Nu Star shares to the public. Based on this agreement with Gerald Levine, Rothenberg approached several contacts and told them of the “opportunity” to invest in Nu Star. Rothenberg gave potential investors Nu Star press releases and its business plan, which Gerald Levine had sent to him. The Nu Star business plan contained materially false statements, such as a claim that Nu Star subsidiary Alcor had “saved Novell approximately \$1,750,000,” as well as claiming first year revenue of nearly \$1.6 million. In addition, it contained a balance sheet that falsely stated that as of May 31, 2004, a Nu Star subsidiary had total assets of \$6.83 million. Gerald Levine also told Rothenberg the share price at which Gerald Levine, through an intermediary, would sell Nu Star stock, which he claimed was at a “discount” to the market price. Based on what Gerald Levine had told him, Rothenberg offered at least one potential investor volume discounts for purchases of Nu Star stock. Rothenberg failed to inform potential investors that Gerald Levine and others had artificially inflated Nu Star’s share price. Rothenberg gave the potential investors Gerald Levine’s phone number. After speaking with Gerald Levine, several investors purchased shares of Nu Star. In completing these transactions, investors gave Rothenberg checks for the purchase of Nu Star shares. Between August and December 2004, the investors bought approximately 55,000 shares of Nu Star for a total of at least \$149,000. After the sales closed, Gerald Levine sent Rothenberg 2,000 restricted shares of Nu Star as compensation.

IV.

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

Accordingly, it is hereby ORDERED:

Pursuant to Section 15(b)(6) of the Exchange Act, that Respondent Rothenberg be, and hereby is, barred from association with any broker or dealer.

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.

Nancy M. Morris
Secretary