

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 64098 / March 18, 2011**

**INVESTMENT ADVISERS ACT OF 1940**  
**Release No. 3176 / March 18, 2011**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-14298**

<hr/>	:	<b>ORDER INSTITUTING</b>
<b>In the Matter of</b>	:	<b>ADMINISTRATIVE PROCEEDINGS</b>
	:	<b>PURSUANT TO SECTION 15(b) OF THE</b>
<b>Jason N. Ginder,</b>	:	<b>SECURITIES EXCHANGE ACT OF 1934</b>
	:	<b>AND SECTION 203(f) OF THE</b>
<b>Respondent.</b>	:	<b>INVESTMENT ADVISERS ACT OF 1940,</b>
	:	<b>MAKING FINDINGS, AND IMPOSING</b>
<hr/>	:	<b>REMEDIAL SANCTIONS</b>

**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”) and Section 203(f) of the Investment Advisers Act of 1940 (“Advisers Act”) against Jason N. Ginder (“Ginder” 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 and III.3 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 and Section 203(f) of the Investment Advisers Act of 1940, 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. Ginder was an employee of Prudential Securities, Inc., a broker-dealer and investment adviser registered with the Commission, and Prudential Equity Group, LLC, a broker-dealer registered with the Commission.<sup>1</sup> From May 1989 through the present, Ginder has been a registered representative associated with various broker-dealers registered with the Commission. Ginder, 47 years old, is a resident of New Fairfield, Connecticut.

2. On March 9, 2011, a final judgment was entered by consent against Ginder, permanently enjoining him from future violations of Section 17(a) of the Securities Act of 1933 and Section 10(b) of the Exchange Act and Rule 10b-5 thereunder, in the civil action entitled *Securities and Exchange Commission v. Frederick J. O'Meally, et al.*, Civil Action Number 06 Civ. 6483 (LTS), in the United States District Court for the Southern District of New York.

3. The Commission's complaint alleged that, from at least January 2001 until September 2003, Ginder and other Prudential registered representatives defrauded mutual fund companies and the funds' shareholders in order to engage in "market timing" trades on behalf of two hedge fund customers through the use of multiple customer account numbers and financial adviser numbers.

### Undertakings

Respondent shall provide to the Commission, within 10 days after the end of the nine-month suspension period described below, an affidavit that he has complied fully with the sanctions described in Section IV below.

### IV.

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

Accordingly, it is hereby ORDERED:

Pursuant to Section 15(b)(6) of the Exchange Act and Section 203(f) of the Advisers Act, that Respondent Ginder be, and hereby is suspended from association with any broker, dealer,

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<sup>1</sup> On August 28, 2006, the Commission issued a settled order finding that Prudential Equity Group, LLC, formerly known as Prudential Securities, Inc., violated the antifraud and other provisions of the federal securities laws in connection with the use of fraudulent and deceptive practices by numerous Prudential registered representatives to evade mutual funds' limitations on market timing. *See Prudential Equity Group*, Rel. No. 34-54371.

investment adviser, municipal securities dealer, or transfer agent, and from participating in any offering of penny stock for a period of nine (9) months, effective on the second Monday following the entry of this Order.

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 Section 15(b) of the Securities Exchange Act of 1934 and Section 203(f) of the Investment Advisers Act of 1940, Making Findings, and Imposing Remedial Sanctions ("Order"), on the Respondent and his legal agent.

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

Honorable Brenda P. Murray  
Chief Administrative Law Judge  
Securities and Exchange Commission  
100 F Street, N.E.  
Washington, DC 20549-2557

Kevin M. Kelcourse, Esq.  
Boston Regional Office  
Securities and Exchange Commission  
33 Arch Street, 23rd Floor  
Boston, MA 02110

Jason N. Ginder  
c/o Eric Tirschwell, Esq.  
Kramer Levin Naftalis & Frankel LLP  
1177 Avenue of the Americas  
New York, New York 10036

Eric Tirschwell, Esq.  
Kramer Levin Naftalis & Frankel LLP  
1177 Avenue of the Americas  
New York, New York 10036  
(Counsel for Jason N. Ginder)