

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.3. 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. Marc E. Bercoon, 50, has been an attorney who was licensed to practice law in the State of Illinois until 2008, and has held himself out as a Certified Public Accountant, or as having passed the CPA examination. Bercoon has held various positions with public companies, including General Counsel and Secretary of one public company from February 1993 to February 1994, and Senior Vice President beginning in February 1994; Chief Financial Officer and President of another public company from February 28, 2005, to April 28, 2005, and from April 28, 2005, to June 6, 2006, respectively; and Assistant Secretary for a third public company as of March 25, 2005.

2. LADP Acquisition, Inc. (“LADP”) is a Delaware corporation located in Atlanta, Georgia. Bercoon exercised control over this company. On January 8, 2010, the State of Pennsylvania issued a cease and desist order against LADP to halt the unregistered offering of LADP shares. LADP has no business operations.

3. On February 11, 2011, a Judgment was entered against Bercoon, permanently enjoining him from future violations of Sections 5(a), 5(c) and 17(a) of the Securities Act of 1933 and Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder in the civil action entitled Securities and Exchange Commission v. LADP Acquisition, Inc. et al., Civil Action Number CV10-6835, in the United States District Court for the Central District of California. Bercoon was also ordered to pay disgorgement of ill-gotten gains, prejudgment interest, and a civil money penalty to be determined by the Court upon motion by the Commission.

4. The Commission’s complaint alleged, among other things, that Bercoon participated in a fraudulent securities offering pursuant to which at least \$3.2 million was raised from at least 110 investors nationwide, from mid-2009 through the present. Investors were cold-called and offered and sold shares in L.A. Digital Post, Inc. (“L.A. Digital”), a television and film production company with offices in Los Angeles and New York, purportedly to grow the business of L.A. Digital. Bercoon directly and indirectly falsely told investors that L.A. Digital would conduct an initial public offering of its stock within two to six months, and that its shares would

soon trade on the New York Stock Exchange or the American Stock Exchange. In fact, Bercoon and others employed a “bait-and-switch” scheme whereby purchasers of the shares received stock certificates stating that they own shares in LADP, rather than in L.A. Digital. No public offering of L.A. Digital stock has occurred. Moreover, Bercoon has not distributed any monies raised in the LADP offering to L.A. Digital. Instead, Bercoon, who is one of the individuals who controls LADP’s bank accounts, participated in the misappropriation for his and his co-defendant’s own use and the use of other companies they control of at least \$874,289 of the \$3.2 million in investor funds raised.

IV.

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

Accordingly, it is hereby ORDERED, effective immediately, that Bercoon is suspended from appearing or practicing before the Commission as an attorney or accountant.

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 agent.

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

Honorable Brenda P. Murray
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