

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 70580 / September 30, 2013

ADMINISTRATIVE PROCEEDING
File No. 3-15545

In the Matter of

**CHINA RUITAI
INTERNATIONAL
HOLDINGS CO., LTD.,**

Respondent.

**ORDER INSTITUTING ADMINISTRATIVE
PROCEEDINGS AND NOTICE OF HEARING
PURSUANT TO SECTION 12(j) OF THE
SECURITIES EXCHANGE ACT OF 1934**

I.

The Securities and Exchange Commission (“Commission”) deems it necessary and appropriate for the protection of investors that public administrative proceedings be, and hereby are, instituted pursuant to Section 12(j) of the Securities Exchange Act of 1934 (“Exchange Act”), against China Ruitai International Holdings Co., Ltd., (“China Ruitai” or “Respondent”).

II.

After an investigation, the Division of Enforcement alleges that:

A. Respondent

1. **China Ruitai International Holdings Co., Ltd.** (CIK No. 0000076348) is a Delaware corporation located in Shandong in the People’s Republic of China (“PRC”) with a class of securities registered with the Commission pursuant to Section 12(g) of the Exchange Act. China Ruitai has not filed any current or periodic reports since it filed its September 30, 2011 Form 10-Q on November 14, 2011. The common stock of China Ruitai (symbol “CRUI”) is quoted on OTC Link operated by OTC Markets Group, Inc. and formerly known as the Pink Sheets (“OTC Link”).

B. Illegal Activity and Delinquent Current and Periodic Filings

1. Marcum Bernstein & Pinchuk LLP (“Marcum”), a New York Certified Public Accounting firm with offices in the PRC was engaged as China Ruitai’s independent registered public accounting firm and completed quarterly reviews for each of the first three quarters of 2011. Marcum also performed audit procedures in preparation for filing China Ruitai’s December 31, 2011 Form 10-K.

2. As part of the December 31, 2011 audit procedures, Marcum discovered activity in possible violation of PRC law, in which China Ruitai used forged documents to obtain financing from third-party banks. The conduct resulted in the mischaracterization of a material amount of liabilities in China Ruitai’s public filings as related-party obligations, while the liabilities were actually to unrelated third parties. Marcum reported the matter to China Ruitai’s board on May 21, 2012, pursuant to Section 10A(b)(1) of the Exchange Act, which requires a public company’s auditor to inform management that it has information indicating an illegal act has or may have occurred.

3. China Ruitai failed to take remedial actions, so Marcum issued a notice to China Ruitai pursuant to Section 10A(b)(2) of the Exchange Act. That notice indicated an illegal act had occurred and that failure of the company to take remedial action would warrant resignation of Marcum as China Ruitai’s independent public accountants. The notice further informed China Ruitai that China Ruitai was required to notify the Commission no later than one business day after it received Marcum’s report, pursuant to Section 10A(b)(3) of the Exchange Act.

4. China Ruitai failed to report the matter to the Commission. On July 27, 2012, Marcum issued notice pursuant to Section 10A(b)(3) of the Exchange Act to both China Ruitai and the Commission. The notice contained Marcum’s immediate resignation from the audit engagement. The letter further requested that the company file a Form 8-K disclosing Marcum’s resignation, as required by Section 13(a) of the Exchange Act and Item 4.01 to Form 8-K. China Ruitai did not file a Form 8-K regarding Marcum’s resignation.

5. Since Marcum resigned as China Ruitai’s auditor, China Ruitai has failed to file its required periodic reports. China Ruitai’s last filing was a Form NT 10-K, filed on March 30, 2012. As a result, China Ruitai is delinquent with at least its December 31, 2011 Form 10-K, March 31, 2012 Form 10-Q, June 30, 2012 Form 10-Q, September 30, 2012 Form 10-Q, December 31, 2012 Form 10-K, March 31, 2013 Form 10-Q, and June 30, 2013 Form 10-Q.

6. Exchange Act Section 13(a) and the rules promulgated thereunder require issuers of securities registered pursuant to Exchange Act Section 12 to file with the Commission current and accurate information in current and periodic reports, even if the registration is voluntary under Section 12(g). Specifically, Rule 13a-1 requires issuers to file annual reports, Rule 13a-11 requires issuers to file current reports, and Rule 13a-13 requires issuers to file quarterly reports.

8. As a result of the foregoing, Respondent failed to comply with Exchange Act Section 13(a) and Rules 13a-1, 13a-11, and 13a-13 thereunder.

III.

In view of the allegations made by the Division of Enforcement, the Commission deems it necessary and appropriate in the public interest that public administrative proceedings be instituted to determine:

A. Whether the allegations contained in Section II are true and, in connection therewith, to afford Respondent an opportunity to establish any defenses to such allegations; and

B. Whether it is necessary and appropriate for the protection of investors to suspend for a period not exceeding twelve months, or revoke the registration of each class of securities registered pursuant to Section 12 of the Exchange Act of the Respondent identified in Section II hereof, and any successor under Exchange Act Rules 12b-2 or 12g-3, and any new corporate names of Respondent.

IV.

IT IS HEREBY ORDERED that a public hearing for the purpose of taking evidence on the questions set forth in Section III hereof shall be convened at a time and place to be fixed, and before an Administrative Law Judge to be designated by further order as provided by Rule 110 of the Commission's Rules of Practice [17 C.F.R. § 201.110].

IT IS FURTHER ORDERED that Respondent shall file an Answer to the allegations contained in this Order within ten (10) days after service of this Order, as provided by Rule 220(b) of the Commission's Rules of Practice [17 C.F.R. § 201.220(b)].

If Respondent fails to file the directed answer, or fail to appear at a hearing after being duly notified, the Respondent, and any successor under Exchange Act Rules 12b-2 or 12g-3, and any new corporate names of Respondent, may be deemed in default and the proceedings may be determined against it upon consideration of this Order, the allegations of which may be deemed to be true as provided by Rules 155(a), 220(f), 221(f), and 310 of the Commission's Rules of Practice [17 C.F.R. §§ 201.155(a), 201.220(f), 201.221(f), and 201.310].

This Order shall be served forthwith upon Respondent personally or by certified, registered or Express Mail, or by other means permitted by the Commission's Rules of Practice.

IT IS FURTHER ORDERED that the Administrative Law Judge shall issue an initial decision no later than 120 days from the date of service of this Order, pursuant to Rule 360(a)(2) of the Commission's Rules of Practice [17 C.F.R. § 201.360(a)(2)]. In the absence of an appropriate waiver, no officer or employee of the Commission engaged in the performance of investigative or prosecuting functions in this or any factually related proceeding will be permitted to participate or advise in the decision of this matter, except as witness or counsel in proceedings held pursuant to notice. Since this proceeding is not "rule making" within the meaning of Section 551 of the

Administrative Procedure Act, it is not deemed subject to the provisions of Section 553 delaying the effective date of any final Commission action

By the Commission.

Elizabeth M. Murphy
Secretary