

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**  
**August 30, 2004**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-11617**

**In the Matter of**  
  
**MARC WEIN,**  
  
**Respondent.**

**ORDER INSTITUTING ADMINISTRATIVE  
PROCEEDINGS PURSUANT TO SECTION  
15(b) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

**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 Marc Wein (“Respondent” or “Wein”).

**II.**

After an investigation, the Division of Enforcement alleges that:

**A. RESPONDENT AND ENTITY**

1. **Wein** was a registered representative employed by FAB Securities of America, Inc. (“FAB”), a registered broker-dealer f/k/a RAS Securities, Inc., from July 1997 until he resigned in June 1999. Wein, 45 years old, is a resident of Spicewood, Texas.

2. **Millennium Services Corp.** (“Millennium”) was incorporated in Delaware on May 20, 1997 and had its principal offices in New York, New York. Millennium was the surviving corporation after merging in November 1997 with MSC Delaware Corporation (“MSC”) and is no longer an operating entity. MSC was organized to raise capital through an offering of stock. Neither Millennium nor MSC (hereinafter individually and collectively “Millennium”) was registered with the Commission. Nor were Millennium securities registered with the Commission.

B. CIVIL INJUNCTIVE ACTION

On July 27, 2000, the Commission filed a civil action against Wein and other defendants (SEC v. Phillip Herman, et al., 00 civ. 5575 (PKC)(SDNY)) alleging, *inter alia*, that from April 1997 through September 1997, Wein fraudulently offered and sold fifty-six individuals \$4.3 million in unregistered Millennium securities. In connection with the offering, the complaint alleges that Wein, either directly or indirectly, made material misrepresentations and omissions concerning, among other things, the use of investor proceeds, the progress of Millennium's development into a consolidator of funeral homes, the identity and sophistication of other Millennium investors, and the safety of the Millennium investment. The complaint charges Wein with violations of Sections 5 and 17(a) of the Securities Act of 1933, Section 10(b) of the Exchange Act and Rule 10b-5 thereunder. The complaint seeks injunctive relief, an accounting of all assets, disgorgement and civil penalties.

C. CRIMINAL PROCEEDING AGAINST WEIN

On July 25, 2000, Wein was indicted by the Grand Jury of the County of New York for his role in the fraudulent conduct alleged in the Commission's complaint described above. The indictment contained 113 counts, including thirty-six state felony securities fraud counts. On April 2, 2001, Wein plead guilty to the entire 113 count indictment. The securities fraud counts of the indictment to which Wein pled guilty alleged, *inter alia*, that Wein intentionally made material false statements and omissions to investors while soliciting Millennium stock, and induced unsophisticated investors to purchase Millennium stock. On June 6, 2002, Wein was sentenced to one to three years incarceration and was ordered to pay restitution of \$2,399,579.27 plus a surcharge of five percent of the entire amount of a restitution payable to the organization designated to make the restitution payments, and a \$10,000 fine.

**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 set forth in Section II are true and, in connection therewith, to afford Respondent an opportunity to establish any defenses to such allegations;

B. What, if any, remedial action is appropriate in the public interest against Respondent pursuant to Section 15(b) of the Exchange Act.

**IV.**

IT IS 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 200 of the Commission's Rules of Practice, 17 C.F.R. § 201.200.

IT IS FURTHER ORDERED that Respondent shall file an Answer to the allegations contained in this Order within twenty (20) days after service of this Order, as provided by Rule 220 of the Commission's Rules of Practice, 17 C.F.R. § 201.220.

If Respondent fails to file the directed answer, or fails to appear at a hearing after being duly notified, the Respondent may be deemed in default and the proceedings may be determined against him 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 mail.

IT IS FURTHER ORDERED that the Administrative Law Judge shall issue an initial decision no later than 210 days from the date of service of this Order, pursuant to Rule 360(a)(2) of the Commission's Rules of Practice.

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.

For the Commission, by its Secretary, pursuant to delegated authority.

Jonathan G. Katz  
Secretary