

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

**SECURITIES EXCHANGE ACT of 1934**  
**Rel. No. 51678 / May 10, 2005**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-11920**

**In the Matter of**

**Mark Wiertzema,**  
  
**Respondent.**

**ORDER INSTITUTING PUBLIC**  
**ADMINISTRATIVE PROCEEDING**  
**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 a public administrative proceeding be, and hereby is, instituted pursuant to Section 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”) against Mark Wiertzema (“Wiertzema” or “Respondent”).

**II.**

In anticipation of the institution of this proceeding, Respondent has submitted an Offer of Settlement (“Offer”) which the Commission has determined to accept. Solely for the purpose of this proceeding 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 this proceeding, and the findings contained in Sections III.4 and III.5 below, which are admitted, Respondent consents to the entry of this Order Instituting Public Administrative Proceeding 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. Wiertzema is a resident of Ontario, Canada. During the relevant time period, Wiertzema was the Chief Financial Officer and President of Rhino Ecosystems, Inc. (“Rhino”).

2. Rhino’s stock was registered with the Commission. Respondent participated in an offering of Rhino’s stock, which is a penny stock.

3. On August 15, 2002, the Commission filed a complaint in the United States District Court for the Southern District of Florida captioned SEC v. Rhino Ecosystems, Inc., et al., Civil Action No. 02-80768-CIV-HURLEY (S.D. Fla.), alleging, among other things, that Respondent, among others, was to receive a kickback based upon a proposed transaction with a fictitious offshore mutual fund manager. In fact, the mutual fund manager was an undercover FBI agent who was capturing the illegal conspiracy on tape.

4. On April 26, 2005, a final judgment was entered against Wiertzema in the Commission’s case, permanently enjoining him from violating Section 10(b) of the Exchange Act and Rule 10b-5 thereunder, and from aiding and abetting any violation of Section 13(a) of the Exchange Act and Rules 13a-1 and 12b-20 thereunder. Wiertzema consented to the entry of the Judgment without admitting or denying the allegations contained in the Commission’s Complaint.

5. On September 30, 2003, in a parallel criminal proceeding, Wiertzema pled guilty to one count of conspiracy to commit wire and securities fraud in violation of Title 18 United States Code, Section 371, before the United States District Court for the Southern District of Florida in United States v. Mark Wiertzema, et al., Case No. 02-20636-CR-Martinez. On December 17, 2003, a judgment in the criminal case was entered against Wiertzema.

#### IV.

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

Accordingly, it is hereby ORDERED:

Pursuant to Section 15(b)(6) of the Exchange Act, that Respondent be, and hereby is, barred from participating in any offering of a penny stock, including: acting as a promoter, finder, consultant, agent or other person who engages in activities with a broker, dealer or issuer for purposes of the issuance or trading in any penny stock, or inducing or attempting to induce the purchase or sale of any penny stock.

By the Commission.

Jonathan G. Katz  
Secretary