

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**  
**February 3, 2006**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-12172**

**In the Matter of**

**MICHAEL V. LIPKIN and**  
**JOSHUA SHAINBERG**

**Respondents.**

**ORDER INSTITUTING PUBLIC**  
**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 Michael V. Lipkin (“Lipkin”) and Joshua Shainberg (“Shainberg”) (collectively “Respondents”).

**II.**

After an investigation, the Division of Enforcement alleges that:

RESPONDENTS

1. Lipkin, age 46, resides in Marlboro, New Jersey. Lipkin was a 50% co-owner of Hubert-Rosche, Ltd., a branch office of a now-defunct brokerage called Securities Planners, Inc. Lipkin held securities licenses, but admitted that he had others take the examinations that qualified Lipkin for those securities licenses. For a portion of the time in which Lipkin engaged in the conduct underlying the Complaint described below, Securities Planners was a broker-dealer registered with the Commission.
2. Shainberg, age 50, resides in New York, New York. Shainberg was a 50% co-owner of Hubert-Rosche, Ltd., a branch office of a now-defunct brokerage called Securities Planners, Inc. For a portion of the time in which Shainberg engaged in the conduct underlying the Complaint described below, Securities Planners was a broker-dealer registered with the Commission.

ENTRY OF THE INJUNCTION/CIVIL ACTION ENTITLED SEC v. MICHAEL LIPKIN  
AND JOSHUA SHAINBERG, 99 Civ. 7357 (E.D.N.Y.)

3. On January 13, 2006, a final judgment was issued against the Respondents, finding that their conduct constituted violations of Section 10(b) of the Exchange Act, Rule 10b-5 thereunder, and Section 17(a) of the Securities Act of 1933 (“Securities Act”) and permanently enjoining the Respondents from future violations of those sections.

RESPONDENTS’ CIVIL CASE

4. The Commission’s complaint alleged that, from at least May 1995 through July 1995, the Respondents agreed with others to promote the stock of a company called Alter Sales, Inc. to customers of Securities Planners, in exchange for kickbacks in the form of Alter Sales stock. That arrangement was undisclosed to Securities Planners’ customers. The complaint charged that the Respondents violated Section 17(a) of the Securities Act of 1933 (“Securities Act”), Section 10(b) of the Exchange Act, and Rule 10b-5 thereunder, in connection with their receipt of those undisclosed kickbacks, and separately charged Lipkin with also violating the antifraud provisions by agreeing to sell Alter Sales stock without disclosing to Securities Planners’ customers that the stock being sold was loaned to Securities Planners in order for that firm to meet its net capital requirement, and that Securities Planners’ continued existence depended on that stock loan. The complaint also alleged that Lipkin instructed his brokers to recommend Alter Sales stock to Securities Planners customers, even though Lipkin did not believe the stock was a sound investment, and despite the fact that neither Lipkin nor anyone associated with Securities Planners possessed a reasonable basis for those recommendations.

**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 with those allegations, to afford the Respondents an opportunity to establish any defenses to such allegations; and

B. What, if any, remedial action is appropriate in the public interest against the Respondents 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 110 of the Commission's Rules of Practice, 17 C.F.R. § 201.110.

IT IS FURTHER ORDERED that the Respondents 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 the Respondents each fail to file the directed answer, or fail to appear at a hearing after being duly notified, that 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), 221(f) and 201.310.

This Order shall be served forthwith upon the Respondents 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.

Nancy M. Morris  
Secretary