

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 56123 / July 24, 2007**

**ACCOUNTING AND AUDITING ENFORCEMENT**  
**Release No. 2651 / July 24, 2007**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-12708**

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**In the Matter of**

**AYAL ROSENTHAL, CPA,**

**Respondent.**

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**ORDER OF SUSPENSION PURSUANT  
TO RULE 102(e)(2) OF THE  
COMMISSION'S RULES OF PRACTICE**

**I.**

The Securities and Exchange Commission deems it appropriate to issue an order of forthwith suspension of Ayal Rosenthal pursuant to Rule 102(e)(2) of the Commission's Rules of Practice [17 C.F.R. § 200.102(e)(2)].<sup>1</sup>

**II.**

The Commission finds that:

1. Rosenthal is a certified public accountant licensed in New York and New Jersey.
2. On June 13, 2007, a judgment of conviction was entered against Rosenthal in *United States v. Ayal Rosenthal*, No. 07-CR-98-01 (JG), in the United States District Court for the Eastern District of New York, finding him guilty of one count of conspiracy to commit securities fraud.
3. As a result of this conviction, Rosenthal was sentenced to two months' imprisonment in a federal penitentiary and ordered to pay a fine of \$5,000.

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<sup>1</sup> Rule 102(e)(2) provides in pertinent part: "Any ... person who has been convicted of a felony or a misdemeanor involving moral turpitude shall be forthwith suspended from appearing or practicing before the Commission."

### **III.**

In view of the foregoing, the Commission finds that Rosenthal has been convicted of a felony within the meaning of Rule 102(e)(2) of the Commission's Rules of Practice.

Accordingly, it is ORDERED, that Ayal Rosenthal is forthwith suspended from appearing or practicing before the Commission pursuant to Rule 102(e)(2) of the Commission's Rules of Practice.

By the Commission.

Nancy M. Morris  
Secretary