

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 60846 / October 20, 2009

ACCOUNTING AND AUDITING ENFORCEMENT
Release No. 3059 / October 20, 2009

ADMINISTRATIVE PROCEEDING
File No. 3-13659

In the Matter of

ECO₂ Plastics, Inc.,

Respondent.

**ORDER INSTITUTING CEASE-AND-
DESIST PROCEEDINGS PURSUANT TO
SECTION 21C OF THE SECURITIES
EXCHANGE ACT OF 1934, MAKING
FINDINGS, AND IMPOSING A CEASE-
AND-DESIST ORDER**

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate that cease-and-desist proceedings be, and hereby are, instituted pursuant to Section 21C of the Securities Exchange Act of 1934 (“Exchange Act”), against ECO₂ Plastics, Inc. (“ECO₂” or “Respondent”).

II.

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. Solely for the purpose of these proceedings 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 it and the subject matter of these proceedings, which are admitted, Respondent consents to the entry of this Order Instituting Cease-and-Desist Proceedings Pursuant to Section 21C of the Securities Exchange Act of 1934, Making Findings, and Imposing a Cease-and-Desist Order (“Order”), as set forth below.

III.

On the basis of this Order and Respondent's Offer, the Commission finds that:

1. ECO₂ is a Delaware corporation located in San Francisco, California. The company's common stock (symbol "EOPI") is quoted on the OTC Bulletin Board and the Pink Sheets operated by Pink OTC Markets Inc. According to EDGAR, it appears that ECO₂ has never registered a class of securities under the Exchange Act but has registered offerings of securities under the Securities Act of 1933. Therefore, at all relevant times, ECO₂ has been subject to the reporting requirements of Section 15(d) of the Exchange Act.

2. ECO₂ failed to comply with Items 307 and 308T of Regulation S-B in its Form 10-KSB report filed on April 15, 2008 for the fiscal year ended December 31, 2007, as a result of which the Respondent violated Exchange Act Section 15(d) and Rules 15d-1 and 15d-15 thereunder.

3. ECO₂ failed to comply with Item 307 of Regulation S-K in its Form 10-K report filed on April 14, 2009 for the fiscal year ended December 31, 2008, as a result of which the Respondent violated Exchange Act Section 15(d) and Rules 15d-1 and 15d-15 thereunder.

IV.

In view of the foregoing, the Commission deems it appropriate to impose the sanctions agreed to in Respondent ECO₂'s Offer.

Accordingly, it is hereby ORDERED that:

Pursuant to Section 21C of the Exchange Act, Respondent ECO₂ cease and desist from committing or causing any violations and any future violations of Section 15(d) of the Exchange Act and Rules 15d-1 and 15d-15 thereunder.

By the Commission.

Elizabeth M. Murphy
Secretary