

UNITED STATES OF AMERICA  
Before the  
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934  
Release No. 59057 / December 4, 2008

ACCOUNTING AND AUDITING ENFORCEMENT  
Release No. 2905 / December 4, 2008

ADMINISTRATIVE PROCEEDING  
File No. 3-11149

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In the Matter of	:	ORDER GRANTING APPLICATION FOR
	:	REINSTATEMENT TO APPEAR AND PRACTICE
Marc Rabinowitz, CPA	:	BEFORE THE COMMISSION AS AN ACCOUNTANT
	:	
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On June 4, 2003, Marc Rabinowitz (“Rabinowitz”) was denied the privilege of appearing or practicing as an accountant before the Commission as a result of settled public administrative proceedings instituted by the Commission against Rabinowitz pursuant to Rule 102(e) of the Commission's Rules of Practice.<sup>1</sup> Rabinowitz consented to the entry of the June 4, 2003 order without admitting or denying the findings therein. This order is issued in response to Rabinowitz’s application for reinstatement to practice before the Commission as an accountant.

On April 30, 2003, a final judgment was entered by consent against Rabinowitz, permanently enjoining him from aiding and abetting violations of Section 13(a) of the Securities Exchange Act of 1934 and Rules 12b-20, 13a-1 and 13a-13 thereunder. The Commission’s complaint alleged that Rabinowitz, as the engagement partner for Ernst & Young’s audits of certain financial statements filed by CUC International Inc. (“CUC”) and Cendant Corporation (“Cendant”), improperly failed to detect that CUC and Cendant’s financial statements were not presented in conformity with generally accepted accounting principles. The Commission further alleged that Rabinowitz had a duty to withhold his firm’s audit report containing an unqualified opinion and take appropriate steps to prevent these financial statements from being filed with the Commission. By failing to do so, Rabinowitz aided and abetted CUC’s and Cendant’s violations of the reporting provisions of the federal securities laws.

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<sup>1</sup> See Accounting and Auditing Enforcement Release No. 1794 dated June 4, 2003. Rabinowitz was permitted, pursuant to the order, to apply for reinstatement after four years upon making certain showings.

Rabinowitz has met all of the conditions set forth in the original order and, in his capacity as an independent accountant, has stated that he will comply with all requirements of the Commission and the Public Company Accounting Oversight Board, including, but not limited to all requirements relating to registration, inspections, concurring partner reviews and quality control standards. In his capacity as a preparer or reviewer, or as a person responsible for the preparation or review, of financial statements of a public company to be filed with the Commission, Rabinowitz attests that he will undertake to have his work reviewed by the independent audit committee of any company for which he works, or in some other manner acceptable to the Commission, while practicing before the Commission in this capacity.

Rule 102(e)(5) of the Commission's Rules of Practice governs applications for reinstatement, and provides that the Commission may reinstate the privilege to appear and practice before the Commission "for good cause shown."<sup>2</sup> This "good cause" determination is necessarily highly fact specific.

On the basis of the information supplied, representations made, and undertakings agreed to by Rabinowitz, it appears that he has complied with the terms of the June 4, 2003 order denying him the privilege of appearing or practicing before the Commission as an accountant, that no information has come to the attention of the Commission relating to his character, integrity, professional conduct or qualifications to practice before the Commission that would be a basis for adverse action against him pursuant to Rule 102(e) of the Commission's Rules of Practice, and that Rabinowitz, by undertaking to have his work reviewed by the independent audit committee of any company for which he works, or in some other manner acceptable to the Commission, in his practice before the Commission as a preparer or reviewer of financial statements required to be filed with the Commission, and that Rabinowitz, by undertaking to comply with all requirements of the Commission and the Public Company Accounting Oversight Board, including, but not limited to, all requirements relating to registration, inspections, concurring partner reviews and quality control standards, in his practice before the Commission as an independent accountant has shown good cause for reinstatement. Therefore, it is accordingly,

ORDERED pursuant to Rule 102(e)(5)(i) of the Commission's Rules of Practice that Marc Rabinowitz, CPA is hereby reinstated to appear and practice before the Commission as an accountant.

By the Commission.

Florence E. Harmon  
Acting Secretary

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<sup>2</sup> Rule 102(e)(5)(i) provides:

"An application for reinstatement of a person permanently suspended or disqualified under paragraph (e)(1) or (e)(3) of this section may be made at any time, and the applicant may, in the Commission's discretion, be afforded a hearing; however, the suspension or disqualification shall continue unless and until the applicant has been reinstated by the Commission for good cause shown." 17 C.F.R. § 201.102(e)(5)(i).