

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES ACT OF 1933
Release No. 9196 / March 9, 2011

SECURITIES EXCHANGE ACT OF 1934
Release No. 64066 / March 9, 2011

INVESTMENT ADVISERS ACT OF 1940
Release No. 3172 / March 9, 2011

INVESTMENT COMPANY ACT OF 1940
Release No. 29598 / March 9, 2011

ADMINISTRATIVE PROCEEDING
File No. 3-14033

In the Matter of

NEAL R. GREENBERG,

Respondent.

ORDER DISMISSING PROCEEDINGS

On September 7, 2010, the Commission instituted this public administrative and cease-and-desist proceedings pursuant to Section 8A of the Securities Act of 1933, Sections 15(b) and 21C of the Securities Exchange Act of 1934 (“Exchange Act”), Sections 203(f) and 203(k) of the Investment Advisers Act of 1940 (“Advisers Act”), and Section 9(b) of the Investment Company Act of 1940 against Neal R. Greenberg (“Greenberg”).

Greenberg consented to entry of a judgment enjoining him from violations of Sections 206(2) and 206(4) of the Advisers Act and Rules 206(4)-2, 206(4)-7, and 206(4)-8 promulgated thereunder, and ordering disgorgement. *See* Civil Action No. 1:11-cv-00313-JLK (D. Colo.). Based on that injunction, the Commission barred Greenberg from association with any broker, dealer, or investment adviser pursuant to Section 15(b) of the Exchange Act and Section 203(f) of the Advisers Act in another administrative proceeding (File No. 3-14269).¹

¹ Neal R. Greenberg, Exchange Act Release No. 63932, dated February 18, 2011.

The Commission therefore deems it appropriate and in the public interest to dismiss this proceeding.

Accordingly, IT IS ORDERED that this proceeding be, and hereby is, dismissed.

By the Commission.

Elizabeth M. Murphy
Secretary

Service List

Rule 141 of the Commission's Rules of Practice provides that the Secretary, or another duly authorized officer of the Commission, shall serve a copy of the Order Dismissing Proceedings ("Order"), on the Respondent and his legal agent.

The attached Order has been sent to the following parties and other persons entitled to notice:

Honorable Brenda P. Murray
Chief Administrative Law Judge
Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549-2557

Stephen C. McKenna, Esq.
Denver Regional Office
Securities and Exchange Commission
1801 California Street, 15th Floor
Denver, CO 80202

Mr. Neal R. Greenberg
c/o Steven Feder, Esq.
Feder Law Firm
Equitable Building
730 17th Street, Suite 550
Denver, CO 80202

Steven Feder, Esq.
Feder Law Firm
Equitable Building
730 17th Street, Suite 550
Denver, CO 80202
(Counsel for Neal R. Greenberg)