

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES ACT OF 1933

Release No. 8963 / September 29, 2008

SECURITIES EXCHANGE ACT OF 1934

Release No. 58677 / September 29, 2008

INVESTMENT COMPANY ACT OF 1940

Release No. 28413 / September 29, 2008

ADMINISTRATIVE PROCEEDINGS

File No. 3-13254

On September 29, 2008, the Commission entered an Order Instituting Administrative and Cease-and-Desist Proceedings pursuant to Sections 9(b) and 9(f) of the Investment Company Act of 1940 (“Investment Company Act”), Section 12(j) of the Securities Exchange Act of 1934 (“Exchange Act”), and Rule 610(c) of Regulation E against Rudy 45, a Nevada corporation with principal offices located in Santa Monica, California.

The Division of Enforcement (the “Division”) alleges that Rudy 45 violated Sections 17(g), 18(i), 18(d), 23(a), and 56(a) of the Investment Company Act and Rule 17g-1 thereunder, by issuing shares for services, issuing convertible securities with voting rights unequal to those of the common shares, issuing warrants without approval of its shareholders, failing to establish a board composed of a majority of disinterested directors, and failing to obtain a fidelity bond. The Division also alleges that Rudy 45 violated Regulation E because it did not file offering-status reports in connection with securities offerings under Regulation E. Finally, the Division alleges that Rudy 45 failed to file certain reports required under the Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 thereunder.

A hearing will be scheduled before an administrative law judge to: (1) determine whether the allegations contained in the order are true, (2) provide Rudy 45 an opportunity to dispute the allegations, (3) determine whether Rudy 45 should be ordered to cease and desist from committing future securities law violations, (4) determine whether Rudy 45 should pay penalties and disgorgement, (5) determine whether Rudy 45 should be permanently suspended from issuing securities under Regulation E, and (6) determine whether to suspend or revoke the registration of each class of Rudy 45’s securities pursuant to Section 12 of the Exchange Act.

The Order requires the Administrative Law Judge to issue an initial decision no later than 300 days from the date of service of the Order, pursuant to Rule 360(a)(2) of the Commission’s Rules of Practice.