

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 56414 / September 13, 2007

ACCOUNTING AND AUDITING ENFORCEMENT
Release No. 2694 / September 13, 2007

ADMINISTRATIVE PROCEEDING
File No. 3-12775

In the Matter of

**Henry Schiffer, CPA, An
Accountancy Corporation and
Henry Schiffer, CPA,**

Respondents.

**ORDER INSTITUTING PUBLIC
ADMINISTRATIVE AND CEASE-AND-
DESIST PROCEEDINGS PURSUANT TO
SECTIONS 4C AND 21C OF THE
SECURITIES EXCHANGE ACT OF 1934
AND RULE 102(e) OF THE
COMMISSION'S RULES OF PRACTICE,
MAKING FINDINGS, AND IMPOSING
REMEDIAL SANCTIONS AND 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 against Henry Schiffer, CPA, An Accountancy Corporation and Henry Schiffer, CPA (collectively “Respondents”) pursuant to Section 21C of the Securities Exchange Act of 1934 (“Exchange Act”), and that public administrative proceedings be, and hereby are, instituted against Henry Schiffer, CPA, An Accountancy Corporation pursuant to Section 4C¹ of the Exchange Act and Rule 102(e)(1)(iii) of the Commission’s Rules of Practice.²

¹ Section 4C provides, in relevant part, that:

The Commission may censure any person, or deny, temporarily or permanently, to any person the privilege of appearing or practicing before the Commission in any way, if that person is found . . . to have willfully violated, or willfully aided and abetted the violation of, any provision of the securities laws or the rules and regulations thereunder.

² Rule 102(e)(1)(iii) provides, in relevant part, that:

The Commission may censure a person or deny, temporarily or permanently, the privilege of appearing or practicing before it in any way to any person who is

II.

In anticipation of the institution of these proceedings, Respondents have submitted an Offer of Settlement (“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 them and the subject matter of these proceedings, which are admitted, Respondents consent to the entry of this Order Instituting Public Administrative and Cease-and-Desist Proceedings Pursuant to Sections 4C and 21C of the Securities Exchange Act of 1934 and Rule 102(e) of the Commission’s Rules of Practice, Making Findings, and Imposing Remedial Sanctions and a Cease-and-Desist Order (“Order”), as set forth below.

III.

On the basis of this Order and Respondents’ Offer, the Commission finds³ that:

A. RESPONDENTS

1. Henry Schiffer, CPA, An Accountancy Corporation (the “Firm”) is a California corporation based in Beverly Hills, California. The Firm audited USCorp’s financial statements for the company’s 2003 fiscal year ended September 30, 2003. USCorp dismissed the Firm as its independent auditor on March 19, 2004.

2. Henry Schiffer, CPA (“Schiffer”), age 65, a resident of Los Angeles, California, is a certified public accountant licensed in the state of California since 1966. Schiffer was the engagement partner in connection with the Firm’s audit of USCorp’s financial statements for the company’s 2003 fiscal year ended September 30, 2003.

B. FACTS

1. USCorp is a Nevada corporation based in Las Vegas, Nevada. USCorp’s common stock is registered with the Commission pursuant to Section 12(g) of the Exchange Act and trades on the OTC Bulletin Board under the symbol USCS.OB. For its fiscal year ended September 30, 2003, USCorp reported no revenue and total assets of \$2.5 million.

2. USCorp has at all relevant times been an issuer as defined by the Sarbanes-Oxley Act of 2002 (the “Act”).

3. The Firm audited USCorp’s 2003 financial statements included in the company’s

found . . . to have willfully violated, or willfully aided and abetted the violation of any provision of the Federal securities laws or the rules and regulations thereunder.

³ The findings herein are made pursuant to Respondents’ Offer of Settlement and are not binding on any other person or entity in this or any other proceeding.

annual report for fiscal year 2003 on Form 10-KSB, filed with the Commission on December 24, 2003. As part of the audit, the Firm prepared and issued an audit report dated December 15, 2003 (the “USCorp audit report”) which the company included in its 2003 Form 10-KSB. USCorp paid the Firm \$2,500 for the audit work.⁴

4. At the time the Firm issued the USCorp audit report, it was not registered with the Public Company Accounting Oversight Board (the “Board”), as required by Section 102(a) of the Act.

5. Schiffer was the engagement partner on the Firm’s audit of USCorp’s 2003 financial statements. Schiffer participated in the preparation and issuance of the USCorp audit report.

6. By order dated October 14, 2004, the Board disapproved an application for registration submitted by the Firm based in part on the Firm’s violation of Section 102(a) of the Act in issuing the USCorp audit report.⁵ The order effectively prevented the Firm from becoming registered with the Board until after February 15, 2005, approximately one year from the date the Board issued a notice of hearing on the Firm’s application.⁶ Schiffer has only worked as an accountant through the Firm since before the Board’s order and has not otherwise been associated with a public accounting firm registered with the Board.

C. VIOLATIONS

1. Section 102(a) of the Act provides that “it shall be unlawful for any person that is not a registered public accounting firm to prepare or issue, or to participate in the preparation or issuance of, any audit report with respect to any issuer.”⁷

⁴ During the course of the Commission’s investigation, the Firm voluntarily reimbursed USCorp the \$2,500 in audit fees. In view of the Firm’s reimbursement, the Commission is not ordering disgorgement in this matter.

⁵ PCAOB Release No. 2004-010 (October 14, 2004). The order also found that the Firm’s issuance of the USCorp audit report violated Board Rule 2100, which implemented Section 102(a) of the Act. Id.

⁶ The order states that with respect to any new registration application the Firm submits after February 15, 2005, the Board will not issue a notice of hearing to determine whether to approve or disapprove such application based solely on the violations subject to the Board’s order. Id.

⁷ A violation of the Act or any rule that the Board issues under the Act is treated for all purposes in the same manner as a violation of the Exchange Act, including with respect to penalties. Sarbanes-Oxley Act of 2002, 15 U.S.C.A. § 7202(b)(1) (West 2002).

2. The provisions of Section 102(a) of the Act became effective on October 22, 2003.⁸

3. Based on the conduct described above, the Firm willfully⁹ violated Section 102(a) of the Act.

4. Based on the conduct described above, Schiffer caused the Firm's violation of Section 102(a) of the Act.

D. FINDINGS

Based on the foregoing, the Commission finds that the Firm willfully violated Section 102(a) of the Sarbanes-Oxley Act of 2002, and that Schiffer caused the Firm's violation of Section 102(a) of the Act.

E. UNDERTAKING

Respondents undertake not to request, demand, or accept, directly or indirectly, any compensation from USCorp in connection with the audit work associated with the USCorp audit report. In determining whether to accept the Offer, the Commission has considered this undertaking.

IV.

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

Accordingly, it is hereby ORDERED, effective immediately, that:

1. Henry Schiffer, CPA, An Accountancy Corporation

A. The Firm shall cease and desist from committing or causing any violations and any future violations of Section 102(a) of the Act.

B. The Firm is censured.

⁸ Section 102(a) became effective "[b]eginning 180 days after the date of the determination of the Commission under Section 101(d)" of the Act that the Board was prepared to undertake its statutory responsibilities. The Commission made the required determination on April 25, 2003. See Order Regarding Section 101(d) of the Sarbanes-Oxley Act of 2002, Securities Act Release No. 8223, Exchange Act Release No. 47746, 2003 WL 1956164 (Apr. 25, 2003).

⁹ "Willfully" as used in this Offer means intentionally committing the act that constitutes the violation. There is no requirement that the actor also be aware that he is violating a rule or statute. See Wonsover v. SEC, 205 F.3d 408, 414 (D.C. Cir. 2000); Tager v. SEC, 344 F.2d 5, 8 (2d Cir. 1965).

C. The Firm may practice before the Commission as an independent accountant provided that:

1. It is registered with the Board in accordance with the Act, and such registration continues to be effective; and

2. It has submitted to the Commission staff (attention: Office of the Chief Accountant) the Board's letter notifying the Firm that its registration application has been approved.

2. Henry Schiffer, CPA

A. Schiffer shall cease and desist from committing or causing any violations and any future violations of Section 102(a) of the Act.

B. Schiffer may practice before the Commission as an independent accountant provided that:

1. The public accounting firm with which he is associated is registered with the Board in accordance with the Act, and such registration continues to be effective; and

2. He has submitted to the Commission staff (attention: Office of the Chief Accountant) the Board's letter notifying the public accounting firm with which he is associated that its registration application has been approved.

By the Commission.

Nancy M. Morris
Secretary