

**STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT**

IN THE MATTER OF: STEVEN A. BENCIVENGA Jr.)
_____)

FILE NO. 0600573

CONSENT ORDER OF WITHDRAWAL

TO THE RESPONDENT: Steven A. Bencivenga Jr.
(CRD#: 3000161)
8107 10th Avenue
Brooklyn, New York 11228

C/o Meyers Associates, L.P.
45 Broadway 2nd Floor
New York, New York 10006

WHEREAS, Respondent on the 19th day of March 2007 executed a certain Stipulation to Enter Consent Order of Withdrawal (the "Stipulation"), which hereby is incorporated by reference herein.

WHEREAS, by means of the Stipulation, Respondent has admitted to the jurisdiction of the Secretary of State and service of the Notice of Hearing of the Secretary of State, Securities Department, dated January 11, 2007 in this proceeding (the "Notice") and Respondent has consented to the entry of this Consent Order of Withdrawal ("Consent Order").

WHEREAS, by means of the Stipulation, the Respondent acknowledged, without admitting or denying the truth thereof, that the following allegations contained in the Notice of Hearing shall be adopted as the Secretary of State's Findings of Fact:

1. That at all relevant times, the Respondent was registered with the Secretary of State as a salesperson in the State of Illinois pursuant to Section 8 of the Act.
2. That on September 20, 2006 NASD entered Order Accepting Offer Of Settlement submitted by the Respondent (Order) regarding File No. E1020031192-01 which sanctioned the Respondent as follows:

- a. suspended from associating with any NASD member firm in any capacity for a period of five (5) months;
 - b. fined \$15,000; and
 - c. ordered to pay restitution to customers JB and SB (a married couple) in the amount of \$553.00.
3. That the Order found:
- A. On or about July 18, 2002, Respondent effected a transaction in customer JB and SB's joint account at Meyers, specifically, the purchase of 400 shares of Bidelivery Sciences International, Inc. ("Bidelivery Sciences") units ("BDSIU").
 - (i) Respondent acted without the customers' prior knowledge, authorization or consent.
 - (ii) Respondent violated NASD Conduct Rule 2110.
 - (iii) Respondent did not have reasonable grounds for believing that this transaction was suitable for the customers based upon customer JB and SB's financial situation, investment objectives and financial needs. Respondent failed to make reasonable efforts to obtain information from customers JB and SB concerning, inter alia, the customers' financial status, tax status and such other information used or considered to be reasonable in making recommendations to the customers.
 - (iv) Respondent violated NASD Conduct Rules 2310 and 2110.
 - B. From in or about July 2002 through in or about March 2003, Respondent effected the following transactions in the joint account of customers FP and SP at Meyers:
 - a) July 17, 2002, purchase of 1000 shares of BDSIU;
 - b) February 4, 2003, short sale of 500 shares of Expedia Inc. ("EXPE");
 - c) February 24, 2003, short sale of 2000 shares of EXPE;
 - d) February 25, 2003, short sale of 1000 shares of EXPE;
 - e) March 4 cancellation of purchase of 500 shares that had net effect of increasing short position by 500 shares;

- f) March 11, 2003, short sale of 2000 shares of EXPE; and
 - g) March 11, 2003, purchase of 6000 shares of EXPE.
 - (i) In connection with such transactions, Respondent acted without customer FP and SP's prior knowledge, authorization or consent.
 - (ii) By reason of the foregoing, Respondent violated NASD Conduct Rule 2110.
 - (iii) Respondent did not have reasonable grounds for believing that the transactions were suitable for the customers based upon customer FP and SP's financial situation, investment objectives and financial needs. Additionally, Respondent failed to make reasonable efforts to obtain information from customers FP and SP concerning, inter alia, the customers' financial status, tax status and such other information used or considered to be reasonable in making recommendations to the customers.
 - (iv) By reason of the foregoing, Respondent violated NASD Conduct Rules 2310 and 2110.
- C. In or about February and March 2002, in connection with the above unauthorized transactions in shares of EXPE, Respondent caused his firm to make unlawful credit extensions in the account of customers FP and SP. Respondent further engaged in "free-riding" transactions in the customers' account. By reason of the foregoing, Respondent violated Regulation T, Section 7(c) and (d) of the Securities Exchange Act of 1934 (the "Exchange Act") and NASD Conduct Rules 2110 and 2520.
4. That Section 8.E(1)(j) of the Act provides, inter alia, that the registration of a salesperson may be revoked if the Secretary of State finds that such salesperson has been suspended by any self-regulatory organization registered under the Federal 1934 Act or the Federal 1974 Act arising from any fraudulent or deceptive act or a practice in violation of any rule, regulation or standard duly promulgated by the self-regulatory organization.

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5. That NASD is a self-regulatory organization as specified in Section 8.E(1)(j) of the Act.

WHEREAS, by means of the Stipulation Respondent has acknowledged, without admitting or denying the averments, that the following shall be adopted as the Secretary of State's Conclusion of Law:

The Respondent's registration as a salesperson in the State of Illinois is subject to revocation pursuant to Section 8.E(1)(j) of the Act.

WHEREAS, by means of the Stipulation Respondent has acknowledged and agreed that he shall cause to have his registration as a salesperson in the State of Illinois withdrawn within three (3) days from the entry of this Consent Order and will not re-apply for registration for a period of two (2) years from the entry of this Consent Order.

WHEREAS, by means of the Stipulation Respondent has acknowledged and agreed that he shall be levied costs incurred during the investigation of this matter in the amount of Five Hundred dollars (\$500.00). Said amount is to be paid by certified or cashier's check, made payable to the Office of the Secretary of State, Securities Audit and Enforcement Fund.

WHEREAS, by means of the Stipulation Respondent has acknowledged and agreed that he has submitted with the Stipulation a certified or cashier's check in the amount of Five Hundred dollars (\$500.00) to cover costs incurred during the investigation of this matter. Said check has been made payable to the Office of the Secretary of State, Securities Audit and Enforcement Fund.

WHEREAS, the Secretary of State, by and through his duly authorized representative, has determined that the matter related to the aforesaid formal hearing may be dismissed without further proceedings.

NOW THEREFORE IT SHALL BE AND IS HEREBY ORDERED THAT:

1. The Respondent shall cause to have his registration as a salesperson in the State of Illinois withdrawn within three (3) days from the entry of this Consent Order and will not re-apply for registration for a period of two (2) years from the entry of this Consent Order.
2. The Respondent is levied costs of investigation in this matter in the amount of Five Hundred dollars (\$500.00), payable to the Office of the Secretary of State, Securities Audit and Enforcement Fund, and on April 11, 2007 has submitted Five Hundred dollars (\$500.00) in payment thereof.

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3. The formal hearing scheduled on this matter is hereby dismissed without further proceedings.

ENTERED This 11th day of April 2007.

A handwritten signature in black ink that reads "Jesse White" followed by a stylized flourish or initials.

JESSE WHITE
Secretary of State
State of Illinois