

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 68236 / November 14, 2012

ADMINISTRATIVE PROCEEDING
File No. 3-15094

In the Matter of

MICHAEL J.
SOUTHWORTH,

Respondent.

ORDER INSTITUTING
ADMINISTRATIVE PROCEEDINGS
PURSUANT TO SECTION 15(b) OF THE
SECURITIES EXCHANGE ACT OF 1934,
MAKING FINDINGS, AND IMPOSING
REMEDIAL SANCTIONS

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted pursuant to Section 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”) against Respondent Michael Southworth (“Southworth”).

II.

In anticipation of the institution of these proceedings, Southworth has submitted an Offer of Settlement (the “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 him and the subject matter of these proceedings and the findings contained in Section III.3 below, which are admitted, Southworth consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Section 15(b) of the Securities Exchange Act of 1934, Making Findings, and Imposing Remedial Sanctions (“Order”), as set forth below.

III.

On the basis of this Order and Southworth's Offer, the Commission finds that:

1. Southworth, 44 years old, is a resident of Mesa, Arizona. Southworth does not hold any securities licenses.
2. From at least 2007 to 2011, Southworth and his wife were the sole owners of The Investors Registry, LLC ("TIR"), an Arizona limited liability company, and Southworth was the managing member of TIR. From at least December 2007 to approximately March 2011, Southworth unlawfully touted the securities of five issuers and, during this time, made use of the mails or means or instrumentalities of interstate commerce to effect transactions in or to induce or attempt to induce the purchase or sale of securities without being registered in accordance with Section 15(b) of the Exchange Act.
3. On November 7, 2012, a final judgment was entered by consent against Southworth, permanently enjoining him from future violations of Section 17(b) of the Securities Act of 1933 ("Securities Act") and Section 15(a) of the Exchange Act in the civil action entitled Securities and Exchange Commission v. The Investors Registry, LLC and Michael J. Southworth, Civil Action Number 2:12-cv-02214-MEA, in the United States District Court for the District of Arizona.
4. The Commission's complaint alleged that, from at least December 2007 to approximately March 2011, in violation of Section 17(b) of the Securities Act, in exchange for cash and/or securities that he received from five issuers, Southworth published, gave publicity to, or circulated communications which, though not purporting to offer securities for sale, described securities, without fully disclosing the receipt of the consideration paid, including the amount thereof. The complaint also alleged that Southworth acted as an unregistered broker.

IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanctions agreed to in Southworth's Offer.

Accordingly, it is hereby ORDERED pursuant to Section 15(b)(6) of the Exchange Act that Southworth be, and hereby is:

Barred from association with any broker, dealer, investment adviser, municipal securities dealer, municipal advisor, transfer agent, or nationally recognized statistical rating organization with the right to apply for reentry after three (3) years to the appropriate self-regulatory organization, or if there is none, to the Commission.

Any reapplication for association by Southworth will be subject to the applicable laws and regulations governing the reentry process, and reentry may be conditioned upon a number of factors, including, but not limited to, the satisfaction of any or all of the following: (a) any

disgorgement ordered against Southworth, whether or not the Commission has fully or partially waived payment of such disgorgement; (b) any arbitration award related to the conduct that served as the basis for the Commission order; (c) any self-regulatory organization arbitration award to a customer, whether or not related to the conduct that served as the basis for the Commission order; and (d) any restitution order by a self-regulatory organization, whether or not related to the conduct that served as the basis for the Commission order.

By the Commission.

Elizabeth M. Murphy
Secretary