

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**  
**January 19, 2006**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-12150**

**In the Matter of**

**MICHAEL J. HEALEY,**

**Respondent.**

**ORDER INSTITUTING ADMINISTRATIVE  
AND CEASE-AND-DESIST PROCEEDINGS  
PURSUANT TO SECTIONS 15(b)(6) AND 21C  
OF THE SECURITIES EXCHANGE ACT OF  
1934**

**I.**

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative and cease-and-desist proceedings be, and hereby are, instituted pursuant to Sections 15(b)(6) and 21C of the Securities Exchange Act of 1934 (“Exchange Act”) against Michael J. Healey (“Respondent” or “Healey”).

**II.**

After an investigation, the Division of Enforcement alleges that:

**A. RESPONDENT**

Michael J. Healey, age 47, resides in Cumberland, Rhode Island. He holds Series 7 and 63 securities licenses. From at least October 1994 to December 2001, Respondent was associated with a registered broker-dealer. He is not currently associated with a registered broker-dealer.

**B. FACTS**

1. From at least January 2000 through at least May 2002, Healey offered and sold securities in the form of notes and stock issued by Stansbury Holdings Corporation (“Stansbury”). Healey raised at least \$694,800 from at least 24 investors through his sales of Stansbury securities.

2. Pursuant to an agreement with Stansbury, Healey was entitled to receive commissions from Stansbury of 10%-20% of funds he raised. Healey was also entitled to receive commissions as compensation from Stansbury for the selling efforts of other individuals that

Healey recruited to sell Stansbury securities. Healey received at least \$151,000 in commissions from Stansbury from personal sales and from sales by other individuals he recruited to sell Stansbury securities.

3. Healey was not a registered broker-dealer. From at least January 2000 through December 2001, Healey was associated with a registered broker-dealer. From January 1, 2002 through at least May 2002, Healey was not associated with a registered broker-dealer. During the period Healey was associated with a registered broker-dealer, he sold Stansbury securities outside the scope of his association with the broker-dealer.

#### C. VIOLATIONS

As a result of the conduct described above, Healey willfully violated Section 15(a) of the Exchange Act.

### III.

In view of the allegations made by the Division of Enforcement, the Commission deems it necessary and appropriate in the public interest that public administrative and cease-and-desist proceedings be instituted to determine:

A. Whether the allegations set forth in Section II are true and, in connection therewith, to afford Respondent an opportunity to establish any defenses to such allegations;

B. What, if any, remedial action is appropriate in the public interest against Respondent pursuant to Section 15(b)(6) of the Exchange Act including, but not limited to, disgorgement, an accounting, and civil penalties pursuant to Section 21B of the Exchange Act;

C. Whether, pursuant to Section 21C of the Exchange Act, Respondent should be ordered to cease and desist from committing or causing violations of and any future violations of Section 15(a) of the Exchange Act and whether Respondent should be ordered to pay disgorgement and provide an accounting pursuant to Section 21C(e) of the Exchange Act.

### IV.

IT IS ORDERED that a public hearing for the purpose of taking evidence on the questions set forth in Section III hereof shall be convened not earlier than 30 days and not later than 60 days from service of this Order at a time and place to be fixed, and before an Administrative Law Judge to be designated by further order as provided by Rule 110 of the Commission's Rules of Practice, 17 C.F.R. § 201.110.

IT IS FURTHER ORDERED that Respondent shall file an Answer to the allegations contained in this Order within twenty (20) days after service of this Order, as provided by Rule 220 of the Commission's Rules of Practice, 17 C.F.R. § 201.220.

If Respondent fails to file the directed answer, or fails to appear at a hearing after being duly notified, the Respondent may be deemed in default and the proceedings may be determined against him upon consideration of this Order, the allegations of which may be deemed to be true as provided by Rules 155(a), 220(f), 221(f) and 310 of the Commission's Rules of Practice, 17 C.F.R. §§ 201.155(a), 201.220(f), 201.221(f) and 201.310.

This Order shall be served forthwith upon Respondent personally or by certified mail.

IT IS FURTHER ORDERED that the Administrative Law Judge shall issue an initial decision no later than 300 days from the date of service of this Order, pursuant to Rule 360(a)(2) of the Commission's Rules of Practice.

In the absence of an appropriate waiver, no officer or employee of the Commission engaged in the performance of investigative or prosecuting functions in this or any factually related proceeding will be permitted to participate or advise in the decision of this matter, except as witness or counsel in proceedings held pursuant to notice. Since this proceeding is not "rule making" within the meaning of Section 551 of the Administrative Procedure Act, it is not deemed subject to the provisions of Section 553 delaying the effective date of any final Commission action.

By the Commission.

Nancy M. Morris  
Secretary