

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 52152 / July 28, 2005

ADMINISTRATIVE PROCEEDING
File No. 3-11994

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| In the Matter of |) | |
| |) | ORDER INSTITUTING PUBLIC |
| |) | PROCEEDINGS PURSUANT TO SECTION |
| MICHAEL J. BURNS, |) | 15(b)(6) OF THE SECURITIES EXCHANGE |
| |) | ACT OF 1934, MAKING FINDINGS, AND |
| Respondent. |) | IMPOSING REMEDIAL SANCTIONS |
| |) | |

I.

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

II.

In anticipation of the institution of these administrative proceedings, Burns 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 in which the Commission is a party, and without admitting or denying the findings herein, except that Burns admits the entry of the injunction set forth in paragraph III.C and the jurisdiction of the Commission over him and over the subject matter of this proceeding, Burns consents to the issuance by the Commission of this Order Instituting Public Proceedings Pursuant to Section 15(b)(6) 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 Burns’ Offer, the Commission finds that:

- A. Burns resides in Lake Grove, New York.
- B. Burns participated in an offering of Spectrum Brands Corp. (“Spectrum Brands” or the “company”) stock, which is a penny stock.

C. On July 21, 2005, the United States District Court for the Eastern District of New York entered a final judgment against Burns in a civil injunctive action entitled *Securities and Exchange Commission v. Spectrum Brands Corp., et al.*, Civil Action No. 01-8257, which, among other things, permanently enjoins Burns from violating Section 17(a) of the Securities Act of 1933 (“Securities Act”), Section 10(b) of the Exchange Act and Rule 10b-5 thereunder, and orders him to pay a civil penalty of \$25,000. Burns, without admitting or denying the facts of the allegations, consented to the judgment against him.

D. The Commission's complaint alleges, among other things, that Burns allowed himself to be used as a front man for a group of promoters, certain of whom were convicted felons, working out of a suite of offices in Hicksville, New York (the “Hicksville promoters”) and was misrepresented to the investing public as being in charge of Spectrum Brands Corp., when in truth the Hicksville promoters secretly owned and controlled the company. The complaint also alleges that the Hicksville promoters pumped up the price of the stock by advertising on Spectrum Brands website that the company had a product, known as the DeGERMinator, that it claimed could “wipe out surface germs in less than 5 seconds, including anthrax.” The complaint alleges that Burns thereby violated Section 17(a) of the Securities Act, Section 10(b) of the Exchange Act and Rule 10b-5 thereunder.

IV.

Based on the foregoing, the Commission deems it appropriate and in the public interest to accept Burns' Offer and accordingly,

IT IS HEREBY ORDERED, pursuant to Section 15(b)(6) of the Exchange Act, that Michael J. Burns be, and hereby is, barred from participating in any offering of a penny stock, including acting as a promoter, finder, consultant, agent, or other person who engages in activities with a broker, dealer, or issuer for purposes of the issuance or trading in any penny stock; or inducing or attempting to induce the purchase or sale of any penny stock.

For the Commission, by its Secretary, pursuant to delegated authority.

Jonathan G. Katz
Secretary