

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION
December 22, 2005

ADMINISTRATIVE PROCEEDING
File No. 3-12132

In the Matter of

ROBERT BREED,

Respondent.

**ORDER INSTITUTING PUBLIC
ADMINISTRATIVE PROCEEDINGS
PURSUANT TO SECTION 15(b) 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 proceedings be, and hereby are, instituted pursuant to Section 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”) against Robert Breed (“Respondent”).

II.

After an investigation, the Division of Enforcement alleges that:

1. Robert Breed, age 37, is a resident of Boca Raton, Florida. From 1992 through 1996, Breed was employed as a registered representative at several broker-dealers, including Alexander Wescott & Co., Inc.
2. On March 4, 2005, Breed withdrew his then-pending appeal of a final judgment issued in the civil action entitled Securities and Exchange Commission v. Robert Breed, et al., Civil Action Number 01 Civ. 7798, in the United States District Court for the Southern District of New York. The final judgment dated September 18, 2004 was entered against Breed, permanently enjoining him from future violations of Sections 7(c), 10(b), and 14(e) of the Exchange Act, Rules 10b-5 and 14e-3 thereunder, and Regulation T thereunder.
3. The Commission’s complaint alleged that Robert Breed and his tippees traded upon inside information in advance of public announcements concerning the securities of seven publicly traded companies. Breed and his tippees collectively traded in the seven securities and realized total profits of approximately \$200,000. At the time of his and his tippees’ trading, Breed was a registered representative.

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 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; and

B. What, if any, remedial action is appropriate in the public interest against Respondent pursuant to Section 15(b) 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 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. § 201.200.

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), 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 210 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.

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

Jonathan G. Katz
Secretary