

U.S. SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934  
Release No. 51918 / June 24, 2005

ADMINISTRATIVE PROCEEDING  
File No. 3-11962

IN THE MATTER OF BUSYBOX.COM, INC.

**SECURITIES AND EXCHANGE COMMISSION INSTITUTES  
ADMINISTRATIVE PROCEEDINGS AGAINST BUSYBOX.COM, INC. FOR  
FAILURE TO MAKE REQUIRED PERIODIC FILINGS**

The U.S. Securities and Exchange Commission today instituted public administrative proceedings against Busybox.com, Inc. (Busybox) to determine whether to revoke the registration of each class of its securities registered pursuant to Section 12 of the Exchange Act of 1934 (Exchange Act).

In the order instituting administrative proceedings against Busybox, the Division of Enforcement alleges that Busybox registered its securities pursuant to Section 12 of the Exchange Act. The Division also alleges that Exchange Act Section 13(a), and the Rules 13a-1 and 13a-13 promulgated thereunder, require issuers with classes of securities registered pursuant to Exchange Act Section 12 to file with the Commission current and accurate information in periodic reports. The Division further alleges that Busybox is delinquent in its required periodic filings with the Commission, having last filed a periodic report for the period ending September 30, 2000.

A hearing will be scheduled before an Administrative Law Judge to determine whether the allegations contained in the Order Instituting Proceedings are true, to provide Busybox an opportunity to dispute these allegations, and to determine whether it is necessary and appropriate for the protection of investors to revoke the registration of each class of Busybox's securities registered pursuant to Section 12 of the Exchange Act.

Pursuant to the Commission's Rules of Practice, an initial decision will be issued by the administrative law judge within 120 days from the service of the Order Instituting Proceedings.