

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 62225 / June 4, 2010

ADMINISTRATIVE PROCEEDING
File No. 3-13923

In the Matter of

STANTON B.J. DEFREITAS,

Respondent.

**ORDER INSTITUTING ADMINISTRATIVE
PROCEEDINGS PURSUANT TO SECTION
15(b) OF THE SECURITIES EXCHANGE
ACT OF 1934 AND NOTICE OF HEARING**

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 Stanton B.J. DeFreitas (“Respondent” or “DeFreitas”).

II.

After an investigation, the Division of Enforcement alleges that:

A. RESPONDENT

1. Respondent, age 34, is a dual citizen of Canada and St. Vincent and the Grenadines and resides in Toronto, Ontario, Canada. For a portion of the time in which he engaged in the conduct underlying the complaint described below, Respondent was also an associated person of a broker-dealer registered with the Commission.

B. ENTRY OF THE INJUNCTION

2. On March 26, 2010, a default judgment was entered against DeFreitas, permanently enjoining him from future violations of Sections 5(a), 5(c), and 17(a) of the Securities Act of 1933 (“Securities Act”), Section 10(b) of the Exchange Act and Rule 10b-5 thereunder, and from participating directly or indirectly in the offering of penny stock pursuant to Section 20(g) of

the Securities Act and Section 21(d)(6) of the Exchange Act, in the civil action entitled Securities and Exchange Commission v. Irwin Boock, et al., Civil Action Number 09-CV-8261, in the United States District Court for the Southern District of New York

3. The Commission's complaint alleged that for a period of years through mid-2007, DeFreitas, along with other named defendants, hijacked defunct publicly-traded corporations, or their identities for use by private corporations passing themselves off as the defunct publicly-traded corporations, and offered and sold securities of the hijacked or hijacking entities in violation of the antifraud and registration requirements of the federal securities laws.

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;

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. § 201.110.

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 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.

Elizabeth M. Murphy
Secretary

Service List

Rule 141 of the Commission's Rules of Practice provides that the Secretary, or another duly authorized officer of the Commission, shall serve a copy of the Order Instituting Administrative Proceedings Pursuant to Section 15(b) of the Securities Exchange Act of 1934 and Notice of Hearing (the "Order") on the Respondent and his legal agent.

The attached Order has been sent to the following parties and other persons entitled to notice:

Honorable Brenda P. Murray
Chief Administrative Law Judge
Securities and Exchange Commission
100 F Street, N.E
Washington, DC 20549-2557

John J. Dempsey, Esq.
Division of Enforcement
Securities and Exchange Commission
100 F Street, N.E
Washington, DC 20549-5631

Mr. Stanton B.J. DeFreitas
c/o Irving M. Einhorn, Esq.
Law Offices of Irving M. Einhorn
1710 10th Street
Manhattan Beach, CA 90266-6206

Irving M. Einhorn, Esq.
Law Offices of Irving M. Einhorn
1710 10th Street
Manhattan Beach, CA 90266-6206
(Counsel for Respondent)