

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 53169 / January 23, 2006**

**INVESTMENT ADVISERS ACT OF 1940**  
**Release No. 2476 / January 23, 2006**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-12157**

**In the Matter of**

**ROBERT Y. JOO**

**Respondent.**

**ORDER INSTITUTING  
ADMINISTRATIVE PROCEEDINGS  
PURSUANT TO SECTION 15(b) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
AND SECTION 203(f) OF THE  
INVESTMENT ADVISERS ACT OF 1940,  
MAKING FINDINGS, AND IMPOSING  
REMEDIAL SANCTIONS**

**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”) and Section 203(f) of the Investment Advisers Act of 1940 (“Advisers Act”) against Robert Y. Joo (“Joo” or “Respondent”).

**II.**

In anticipation of these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”) to the Commission, 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 to which the Commission is a party, and without admitting or denying the findings herein, except that Respondent admits the Commission’s jurisdiction over him and over the subject matter of these proceedings, and the findings contained in Sections III.2 and III.4 below, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Section 15(b) of the Securities Exchange Act of 1934 and Section 203(f) of the Investment Advisers Act of 1940, Making Findings, and Imposing Remedial Sanctions (“Order”), as set forth below.

### III.

On the basis of this Order and Respondent's Offer, the Commission finds that:

1. Respondent Joo, 28 years old, is a resident of La Palma, California. During the period July 2002 through July 2003, Joo was a financial analyst in the Los Angeles, California office of Houlihan, Lokey, Howard and Zukin, Inc. ("Houlihan"), an investment banking firm. Houlihan Lokey Howard & Zukin Capital, Inc. ("HLHZ Capital") is a broker-dealer registered with the Commission. Houlihan Lokey Howard & Zukin Financial Advisors, Inc. ("HLHZ Advisors") is an investment adviser registered with the Commission. Houlihan is the parent company of both HLHZ Capital and HLHZ Advisors. At the time of the underlying conduct, Joo worked primarily for clients of HLHZ Advisors.

2. On January 11, 2006, a final judgment was entered by consent against Joo, enjoining him from future violations of Sections 10(b) and 14(e) of the Exchange Act and Rules 10b-5 and 14e-3 thereunder, in the civil action styled *Securities and Exchange Commission v. Ernesto V. Sibal, et al.*, Civil Action Number 05-CV-3133 (GPS) (AJWx), in the United States District Court for the Central District of California.

3. The Commission's complaint alleged, among other things, that Joo engaged in insider trading in violation of Section 10(b) of the Exchange Act and Rule 10b-5 thereunder in connection with transactions in the securities of NCS, Inc. ("NCS"), The DeWolfe Companies, Inc. ("DeWolfe"), Prime Retail, Inc. ("Prime Retail"), and Airborne, Inc. ("Airborne"), and insider trading in violation of Section 14(e) of the Exchange Act and Rule 14e-3 thereunder in connection with transactions in the securities of NCS and DeWolfe. The Commission's complaint alleged, among other things, that Joo was tipped, by his friend Doseph J. Shin ("Shin"), with material nonpublic information that Shin obtained from the investment bank where he worked, concerning an impending tender offer for NCS stock so that Joo could find someone to buy the stock for them prior to the announcement. The complaint alleged that Joo provided the material nonpublic information concerning NCS to his colleague, Benjamin Y. Chiu ("Chiu"), prior to the announcement of a tender offer for NCS stock, based upon which Chiu bought NCS stock, and sold it at a profit following the public announcement of the tender offer. The complaint further alleged that Chiu paid a kickback to Joo following his sale of the stock and that Joo, in turn, gave some of those proceeds to Shin. The complaint also alleged that Joo provided material nonpublic information to Shin, which Joo learned in the course of his employment at Houlihan, concerning three separate transactions involving, respectively, DeWolfe, Prime Retail and Airborne. The complaint alleged that Shin provided the material nonpublic information he learned from Joo to Ernesto V. Sibal ("Sibal"), who purchased, on behalf of himself, Shin and Joo, securities in DeWolfe and Airborne prior to the announcement of the respective transactions. The complaint alleged that Sibal profited from his trading and paid kickbacks to Shin and Joo. The complaint further alleged that Shin separately tipped others with the material nonpublic information he acquired from Joo concerning the DeWolfe and Airborne transactions and that Shin and his tippees traded in DeWolfe and Airborne securities and profited from that trading. The complaint further alleged that Shin shared some of his profits from trading in Airborne with Joo. The complaint also alleged that Shin tipped Sibal and others with the material nonpublic information he obtained from

Joo concerning Prime Retail, and that Shin and his tippees traded in Prime Retail and profited from their transactions. The complaint sought a permanent injunction, disgorgement, prejudgment interest and civil penalties against the Respondent.

4. On April 27, 2005, an eight count indictment was filed against Joo before the United States District Court for the Central District of California, in *United States v. Robert Y. Joo*, Crim. Information No. CR-05-391-ABC (C.D. CA) (filed April 27, 2005). On June 2, 2005, Joo pled guilty to one count of conspiracy to commit securities fraud in violation of Title 18 United States Code § 371, the objects of which were the commission of securities fraud and wire fraud, and one count of conspiring to obstruct Securities and Exchange Commission proceedings in violation of Title 18 United States Code § 371. Joo is presently scheduled to be sentenced on January 9, 2006.

5. The counts of the criminal information to which Joo pled guilty charged him with engaging in the same fraudulent trading scheme as that alleged in the Commission's complaint and this Order, as described above, as well as conspiring to obstruct the Commission's investigation.

#### IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanctions agreed to in Respondent Joo's Offer.

Accordingly, it is hereby ORDERED:

Pursuant to Section 15(b)(6) of the Exchange Act and Section 203(f) of the Advisers Act, that Respondent Joo be, and hereby is, barred from association with any broker, dealer, or investment adviser;

Any reapplication for association by Joo will be subject to the applicable laws and regulations governing the reentry process, and reentry may be conditioned upon a number of factors, including, but not limited to, the satisfaction of any or all of the following: (a) any disgorgement ordered against Joo, whether or not the Commission has fully or partially waived payment of such disgorgement; (b) any arbitration award related to the conduct that served as the basis for the Commission order; (c) any self-regulatory organization arbitration award to a customer, whether or not related to the conduct that served as the basis for the Commission order; and (d) any restitution order by a self-regulatory organization, whether or not related to the conduct that served as the basis for the Commission order.

By the Commission.

Nancy M. Morris  
Secretary