

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 51408 / March 22, 2005**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-11865**

**In the Matter of**

**ROBERT T. KIRK, JR.,**

**Respondent.**

**ORDER INSTITUTING  
ADMINISTRATIVE PROCEEDINGS  
PURSUANT TO SECTION 15(b) OF THE  
SECURITIES EXCHANGE ACT OF 1934,  
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”) against Robert T. Kirk, Jr. (“Kirk” or “Respondent”).

**II.**

In anticipation of the institution of these proceedings, Respondent 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 to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over him and the subject matter of these proceedings, and the findings contained in Section III.2 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, 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. Kirk, age 45, is a resident of Parkland, Florida and, during the relevant time period, was "associated with a broker dealer" within the meaning of Section 15(b)(6) of the Exchange Act in that he was the president and majority owner of Barron Chase Securities, Inc. ("Barron Chase"), a broker-dealer that was registered with the Commission pursuant to Section 15(b)(1) of the Exchange Act. Kirk was in charge of the investment-banking department at Barron Chase and personally handled all significant aspects of Barron Chase's investment banking activity. Barron Chase, which was headquartered in Boca Raton, Florida, ceased operations in November 2000, and filed a Form BD-W with the Commission that became effective in January 2001. Barron Chase served as lead managing underwriter for the initial public offering ("IPO") of the securities of busybox.com, Inc. ("busybox") in June 2000.

2. On March 21, 2005 a final judgment was entered by consent against Kirk permanently enjoining him from future violations of Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5] and Section 17(a) of the Securities Act of 1933 [15 U.S.C. § 77q(a)], in the civil action entitled Securities and Exchange Commission v. Thomas T. Prousalis Jr. and Robert T. Kirk Jr., Civil Action Number 04-CV-00081, in the United States District Court for the Southern District of New York.

3. The Commission's complaint alleged that Kirk and others engaged in fraud in connection with the June 2000 IPO of busybox securities. Kirk caused Barron Chase to agree to a firm commitment underwriting for the busybox IPO that would raise approximately \$12.8 million for the company. After informing busybox officers that Barron Chase was having difficulty selling the IPO securities to bona fide investors, Kirk and others devised and executed a fraudulent scheme to complete the offering. They arranged for several busybox insiders secretly to "purchase" IPO securities using undisclosed payments styled as "bonuses," and for busybox's lawyer to receive an inflated and undisclosed legal fee paid in IPO securities. Barron Chase secretly financed these transactions and, during the IPO closing, Kirk and others caused busybox secretly to repay Barron Chase out of the proceeds of the offering. The scheme gave busybox's lawyer and certain company insiders almost 20% of the securities being offered in the IPO, and reduced the proceeds available to busybox by over \$2.1 million. Kirk benefited financially from the fraudulent IPO, netting a fee of \$1.5 million for his firm.

### IV.

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

Accordingly, it is hereby ORDERED:

Pursuant to Section 15(b)(6) of the Exchange Act, that Respondent Kirk be, and hereby is barred from association with any broker or dealer.

Any reapplication for association by the Respondent 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 the Respondent, 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.

Jonathan G. Katz  
Secretary