

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION
December 27, 2004

ADMINISTRATIVE PROCEEDING
File No. 3-11784

In the Matter of

**DIMITRIOS
KOSTOPOULOS,**

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 Dimitrios Kostopoulos (“Respondent” or “Kostopoulos”).

II.

After an investigation, the Division of Enforcement alleges that:

A. RESPONDENT

1. Kostopoulos, age 28, lives in Astoria, New York. From February 1999 to February 2001, Respondent was a registered representative associated with National Discount Brokers Corporation (“NDB”), a broker-dealer registered with the Commission.

B. ENTRY OF RESPONDENT’S CRIMINAL CONVICTION

2. On August 15, 2002, Kostopoulos pleaded guilty to one count of conspiracy to commit securities fraud in violation of 15 U.S.C. §§ 78j(b) and 78ff before the United States District Court for the Eastern District of New York, in *U. S. v. Dimitrios Kostopoulos*, 02-CR-504. On June 6, 2003, a judgment in the criminal case was entered against Kostopoulos. He was sentenced to a prison term of one month in jail and five months of home confinement followed by

three years of supervised release. Kostopoulos also was ordered to make restitution in the amount of \$15,646 and pay a special assessment of \$100.

3. The indictment against Kostopoulos and others was filed on April 29, 2002. Count One of the criminal indictment charged Kostopoulos and others with conspiracy to commit securities fraud. The indictment states that Kostopoulos was a licensed stockbroker employed by NDB. Count One of the indictment, to which Kostopoulos pleaded guilty, alleged that Kostopoulos conspired with others to commit securities fraud by, among other things, during September 2000, purchasing 200 shares of WLR Foods, Inc. (“WLRF”) on behalf of himself, and 2,000 shares of WLRF stock on behalf of another co-conspirator, while in possession of material non-public information regarding a merger involving WLRF.

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. § 201.110.

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.

By the Commission.

Jonathan G. Katz
Secretary