

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

**SECURITIES ACT OF 1933**  
**Release No. 8771A / January 12, 2007**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-12537**

**In the Matter of**

**EMANUEL J. FRIEDMAN,**

**Respondent**

**CORRECTED ORDER UNDER  
RULE 602(e) OF THE SECURITIES  
ACT OF 1933 GRANTING TO  
EJF CAPITAL LLC A WAIVER OF  
THE DISQUALIFICATION  
PROVISIONS OF RULES 602(c)(2)  
AND 602(c)(3)**

Counsel for Emanuel J. Friedman (“Friedman”) and EJF Capital LLC (“EJF”), at the request of Friedman, has submitted a letter, dated November 29, 2006, requesting, on behalf of EJF, a waiver of the disqualification from the exemption from registration under Regulation E arising from the settlement of an injunctive proceeding in federal court and an administrative proceeding commenced by the Commission against Friedman, EJF’s chief executive officer and majority shareholder.

On December 22, 2006, pursuant to Friedman’s Consent, the United States District Court for the District of Columbia entered a Final Judgment permanently enjoining Friedman from violating Section 5 of the Securities Act of 1933 (“Securities Act”) and, as a controlling person, from violating Sections 10(b) and 15(f) of the Securities Exchange Act of 1934 (“Exchange Act”) and Rule 10b-5 thereunder. The Final Judgment also ordered Friedman to pay civil monetary penalties pursuant to Section 20(d) of the Securities Act and Sections 21(d) and 21A of the Exchange Act.

In addition, on January 12, 2007, pursuant to Friedman’s Offer of Settlement, the Commission issued an Order Instituting Administrative Proceedings Pursuant to Section 15(b)(6) of the Securities Exchange Act of 1934, Making Findings, and Imposing Remedial Sanctions against Friedman. Under the Order, the Commission found that Friedman was enjoined from violations of Section 5 of the Securities Act and, as a controlling person, from violations of Sections 10(b) and 15(f) of the Exchange Act and Rule 10b-5 thereunder. In the Order, the Commission barred Friedman from association in a supervisory capacity with any broker or dealer with a right to reapply for such association after two years.

The Regulation E exemption is not available for the securities of an issuer if, among other things, any partner, director or officer of an investment adviser or underwriter of the securities to be offered is temporarily or permanently restrained or enjoined by any court from engaging in or continuing any conduct or practice in connection with the purchase or sale of any security or arising out of such person's conduct as an underwriter, broker, dealer or investment adviser. Rule 602(c)(2). The Regulation E exemption also is not available to an issuer if, among other things, any partner, director or officer of an investment adviser or underwriter of the securities to be offered, is subject to a Commission order pursuant to Section 15(b) of the Exchange Act. Rule 602(c)(3). However, Rule 602(e) provides that disqualification "shall not apply . . . if the Commission determines, upon a showing of good cause, that it is not necessary under the circumstances, that the exemption be denied."

Based upon the representations set forth in the request on behalf of EJV, the Commission has determined that pursuant to Rule 602(e) a showing of good cause has been made that it is not necessary under the circumstances that the exemption be denied as to EJV as a result of the Final Judgment or the Order.

Accordingly, IT IS ORDERED, pursuant to Rule 602(e) under the Securities Act, that a waiver from the application of the disqualification provisions of Rules 602(c)(2) and 602(c)(3) under the Securities Act resulting from the entry of the Final Judgment and the Order, respectively, is hereby granted to EJV Capital LLC.

By the Commission.

Nancy M. Morris  
Secretary