

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF PENNSYLVANIA

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

ROBERT J. DOWNS, JR. and
STEPHEN J. MESSINA,

Defendants.

C.A. No.

06 - 2031

COMPLAINT

Plaintiff Securities and Exchange Commission ("Commission") alleges:

SUMMARY

1. This case involves unlawful insider trading by Stephen J. Messina ("Messina") in the securities of Electronics Boutique Holdings Corp. ("Electronics Boutique") based on material nonpublic information that his close friend, Robert J. Downs ("Downs"), communicated to him about an imminent merger.

2. At the time Downs communicated the material nonpublic information to Messina, Downs was a partner in a Philadelphia law firm that was representing Electronics Boutique in connection with the company's merger with GameStop Corp. ("GameStop"). On April 11, 2005, one week before the public announcement of the intended merger between Electronics Boutique and GameStop, Downs communicated material, nonpublic information to Messina concerning the merger in violation of the fiduciary duty or similar relationship of trust or confidence that he owed to his law firm and its client, Electronics Boutique. Messina knew or was reckless in not knowing that the information he had received from Downs regarding the Electronics Boutique

II.

Ordering Messina to disgorge the amount of his ill-gotten gain as a result of the conduct described above, plus prejudgment interest thereon.

III.

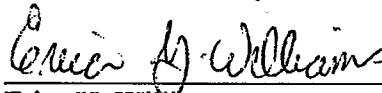
Ordering Downs and Messina to each pay a money penalty pursuant to Section 21A of the Exchange Act.

IV.

Ordering such other relief as this Court deems appropriate.

Dated: May 11, 2006

Respectfully submitted,



Erica Y. Williams
Fredric D. Firestone
Daniel H. Rubenstein
Jennifer S. Byrne
Conway T. Dodge, Jr.

Attorneys for Plaintiff
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549-4010
Telephone: (202) 551-4450 (Williams)
Facsimile: (202) 772-9246
E-mail: Williamse@sec.gov