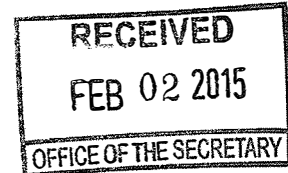


**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-15992**



**In the Matter of**

**MARC SHERMAN**

**Respondent.**

**DIVISION OF ENFORCEMENT'S**  
**UNNOPOSED MOTION TO STAY**  
**PROCEEDINGS**

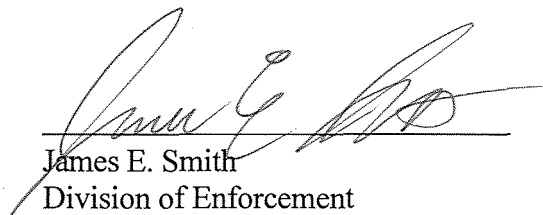
The Division of Enforcement ("Division") moves under SEC Rule of Practice 161(c)(2) to stay these proceedings to present an offer of settlement to the Commission for its consideration. In further support of this motion, the Division states as follows:

1. According to this Court's September 10, 2014, Order Following Prehearing Conference, this matter was set for hearing on March 2, 2015, in Washington, D.C.
2. On February 2, 2015, the Division and Sherman reached a settlement and Sherman executed an Offer of Settlement on the same day, which the Division is prepared to recommend that the Commission accept.
3. Undersigned counsel has consulted with Respondent's Counsel, Bruce Reinhart, Esq. and Mr. Reinhart has no objection to this motion.

WHEREFORE, under the circumstances and in consideration of the timelines set forth in SEC Rule of Practice 161(c)(2), the Division respectfully requests that the Court stay the proceedings as to permit the Division to present the Offer of Settlement to the Commission.

Dated: February 2, 2015

Respectfully submitted,

A handwritten signature in black ink, appearing to read "James E. Smith", is written over a horizontal line.

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