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**OFFICE OF THE SECRETARY**

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

**Administrative Proceeding**  
**File No. 3-16130**

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**In the Matter of** :  
 :  
 :  
 **SEAN C. COOPER,** :  
 :  
 :  
 **Respondent.** :  
 :  
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**JOINT MOTION TO STAY PROCEEDINGS AS TO**  
**RESPONDENT SEAN C. COOPER PENDING COMMISSION**  
**CONSIDERATION OF OFFERS OF SETTLEMENT**

Pursuant to Rule 161(c)(2) of the Commission’s Rules of Practice, the Division of Enforcement (“Division”) and Respondent Sean C. Cooper, by and through their undersigned counsel, hereby jointly notify the Administrative Law Judge that they have agreed in principle to a settlement on all major terms. Accordingly, the Division and Respondent move the Administrative Law Judge to stay this matter pending Commission consideration of their offers of settlement.

Rule 161(c)(2) provides that if the parties notify the hearing officer they have agreed in principle to a settlement, the hearing officer “shall stay the proceeding as to the settling respondent(s), or in the discretion of the hearing officer as to all respondents, pending completion of Commission consideration of the settlement offer.”

The Division and Respondent understand that the stay is contingent upon meeting the requirements of Rule of Practice 161(c)(2).

Dated: February 12, 2015

Respectfully submitted,

/s/ Sheila E. O'Callaghan

Sheila E. O'Callaghan, Esq.

San Francisco Regional Office

Securities and Exchange Commission

44 Montgomery Street, Suite 2800

San Francisco, CA 94104

Phone: (415) 705-2459

Email: [ocallaghans@sec.gov](mailto:ocallaghans@sec.gov)

Attorney for the Division of Enforcement

/s/ Tarak Anada

Tarak Anada, Esq.

Jones Walker LLP

201 St. Charles Avenue

New Orleans, LA 70170-5100

Phone: (504) 582-8322

Email: [tanada@joneswalker.com](mailto:tanada@joneswalker.com)

Attorney for Respondent Sean C. Cooper