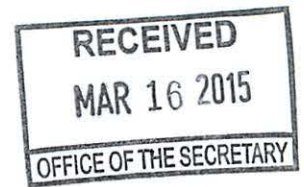


ORIGINAL

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

HARD COPY



In the Matter of

Duncan J. MacDonald, III,

Respondent.

ADMINISTRATIVE PROCEEDING
File No. 3-16181

**MOTION FOR STAY PENDING COMMISSION
CONSIDERATION OF OFFER OF SETTLEMENT**

Pursuant to Rule 161(c)(2) of the Securities and Exchange Commission's Rules of Practice the Division of Enforcement of the United States Securities and Exchange Commission (the "Division") submits this motion to stay this administrative proceeding. Respondent has executed an Offer of Settlement in this matter, and the Division has submitted the offer to the Commission for its consideration. For this reason, the Division respectfully requests that a stay be entered to allow the Commission to consider the Offer of Settlement. Because of the difficulty in communicating with Respondent given his incarceration, the Division has not yet been able to fully confer with Respondent regarding the specific relief requested in this motion. The Division has informed Respondent through his CorrLinks email address that his Offer of Settlement has been submitted for Commission consideration and sought his approval for the filing of this motion.

Dated: March 13, 2015.

Respectfully submitted,



Timothy L. Evans
Division of Enforcement
Securities and Exchange Commission
Fort Worth Regional Office
801 Cherry St, Suite 1900
Fort Worth, Texas 76102
(817) 978-8036 (phone)
(817) 978-4927 (fax)

Counsel for the Division of Enforcement

CERTIFICATE OF SERVICE

In accordance with Rule 150 of the Commission's Rules of Practice, I hereby certify that a true and correct copy of the foregoing **MOTION FOR STAY PENDING COMMISSION CONSIDERATION OF OFFER OF SETTLEMENT** was served on the persons listed below on the 13th day of March, 2015, via UPS, certified mail, return-receipt requested, and e-mail as indicated:

Via UPS and electronic mail
Honorable Jason S. Patil
Administrative Law Judge
Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549-2557

Via certified mail
Mr. Duncan J. MacDonald, III

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

/s Timothy L. Evans
Timothy L. Evans



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
BURNETT PLAZA, SUITE 1900
801 CHERRY STREET, UNIT #18
FORT WORTH, TEXAS 76102-6882
PHONE: (817) 978-3821 FAX: (817) 978-4927

IN REPLYING
PLEASE QUOTE
FW-3757

March 13, 2015



Via United Parcel Services
Office of the Secretary
United States Securities and Exchange Commission
100 F. Street, NE
Washington, D.C. 20549

Re: *In the Matter of Duncan J. MacDonald, III*
Administrative No. 3-16181

Dear Ladies and/or Gentlemen:

Pursuant to Rules 151 and 152 of the Commission Rules of Practice, the Division is filing the enclosed *Division of Enforcement's Motion for Stay Pending Commission Consideration of Offer of Settlement* regarding the above-referenced matter transmitting to the Commission (Office of the Secretary) an original and three copies.

Sincerely,

Deborah Minnick
Deborah Minnick
Trial Paralegal

Attachment

cc: Honorable Jason S. Patil Via UPS and Email
Administrative Law Judge
U.S. Securities and Exchange Commission
100 F. Street, NE
Washington, DC 20549-2557

Mr. Duncan J. MacDonald, III Via U.S. Mail, Certified Return Receipt Requested

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

*** TX REPORT ***

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U.S. SECURITIES
AND EXCHANGE
COMMISSION

"We are the investor's advocate."

William F. Douglas
SEC Chairman, 1967-1969

DIVISION OF ENFORCEMENT
FORT WORTH OFFICE - TRIAL UNIT
801 Cherry Street, Burnett Plaza, Suite 1900
Fort Worth, Texas 76102

TELECOPIER TRANSMITTAL COVER SHEET

DATE: March 13, 2015

TO: Office of the Secretary

OFFICE: SEC

TELEPHONE NO.:

TELECOPIER NO.: (202) 772-9324

FROM: Deborah Minnick

Office: FWRO Trial Unit

TELEPHONE NO.: (817) 900-2617

TELECOPIER NO.: (817) 978-4927

TOTAL NUMBER OF PAGES: 4 INCLUDING COVER SHEET.

REMARKS:

In the Matter of Duncan J. MacDonald, III, No. 3-16181.

Division of Enforcement's Motion for Stay Pending Commission Consideration of Offer of Settlement.

Original plus three will be forwarded via UPS Overnight Delivery.

Original will not follow

Original will follow