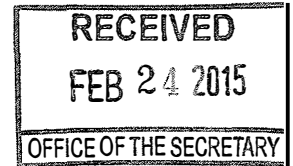


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UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING
File No. 3-16364

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| In the Matter of DAVID L. MARION, Respondent. |
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**THE DIVISION OF ENFORCEMENT AND RESPONDENT DAVID MARION'S
JOINT MOTION TO STAY PROCEEDINGS, PENDING
COMMISSION CONSIDERATION OF MARION'S OFFER OF SETTLEMENT**

Pursuant to Rule 161(c)(2) of the Commission's Rules of Practice, the Division of Enforcement ("Division") and Respondent David Marion ("Marion"), hereby respectfully move to stay these proceedings, based on their agreement in principle to a settlement on all major terms of this proceeding. In support of their joint motion, the Division and Marion state as follows:

1. On January 28, 2015, the Commission issued the OIP in this matter. Marion was served with a copy of the OIP on February 9, 2015. Pursuant to the Court's January 28, 2015 Order, Marion's Answer is due to be filed by March 9, 2015.
2. The Division and Marion have reached an agreement in principle to a settlement on all major terms of this proceeding.
3. The Division and Marion anticipate that, should the Court grant this motion, Marion will provide the Division a signed Offer of Settlement within 15 business days of the entry of an Order staying this proceeding.

4. The Division anticipates submitting to the Commission Marion's signed Offer of Settlement, and an accompanying recommendation to accept that Offer, within 20 business days of receiving the executed Offer from Marion.

5. Accordingly, the Division and Marion submit that a stay of this proceeding is appropriate pursuant to Rule of Practice 162(c)(2). The Division and Marion further submit that, if this motion is granted, Marion should no longer be required to file an Answer to the OIP, the hearing scheduled for February 25, 2015 should be adjourned, and a prehearing conference would be unnecessary.

6. Marion is currently incarcerated and acting pro se, as such, he was not able to co-sign this Joint Motion.

WHEREFORE, the Division and Respondent David Marion respectfully jointly request that the Court stay these proceedings, pending the Commission's consideration of Marion's Offer of Settlement.

Respectfully submitted:

Dated: February 23, 2015



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