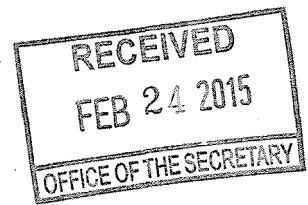


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**UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION**

**ADMINISTRATIVE PROCEEDING
File No. 3-16384**

In the Matter of

NICHOLAS TOMS,

Respondent.

**DIVISION OF ENFORCEMENT'S AND
RESPONDENT'S JOINT MOTION TO STAY**

Pursuant to Commission Rule of Practice ("Rule") 161(c)(2), the Division of Enforcement (the "Division") and Respondent Nicholas Toms ("Toms") hereby respectfully move for a stay in this proceeding against Toms. The Division and Toms have agreed to a settlement in principle that would fully resolve the instant proceeding.

On February 17, 2015, the Division reached an agreement in principle with Toms, and, on February 19, 2015, Toms agreed to join in this motion. Pursuant to Rule 161(c)(2)(A), Toms intends to submit a signed settlement offer to the Division within 15 business days of any stay order issued by the Court. Pursuant to Rule 161(c)(2)(B), the Division intends to recommend and submit the settlement offer to the Commission for consideration within 20 business days of receiving Toms' signed offer. The Division shall notify the Court promptly if the Commission rejects the offer.

Dated: February 23, 2015
New York, New York

DIVISION OF ENFORCEMENT

By: _____


PREETHI KRISHNAMURTHY
James K. Hanson
U.S. Securities and Exchange Commission
New York Regional Office
Brookfield Place
200 Vesey Street, 4th Floor
New York, NY 10281-1022
Telephone: (212) 336-0116
Facsimile: (212) 336-1319
Email: krishnamurthyp@sec.gov

By: _____

MICHAEL BACHNER
Bachner & Associates
39 Broadway, Suite 1610
New York, NY 10006

Counsel for Nicholas Toms

Dated: February __, 2015
New York, New York

DIVISION OF ENFORCEMENT

By: _____
PREETHI KRISHNAMURTHY
James K. Hanson
U.S. Securities and Exchange Commission
New York Regional Office
Brookfield Place
200 Vesey Street 4th Floor
New York NY 10281-1022
Telephone: (212) 336-0116
Facsimile: (212) 336-1319
Email: krishnamurthyp@sec.gov

By:  _____
MICHAEL BACHNER
Bachner & Associates
39 Broadway, Suite 1610
New York NY 10006

Counsel for Nicholas Toms