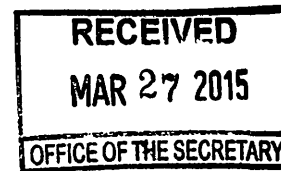## UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

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)(ii)(C), the Division of

Enforcement (the "Division") and Respondent Nicholas Toms ("Toms") hereby respectfully jointly

move for a stay in this proceeding against Toms. The Division has now received a signed settlement

offer from Toms and will submit it to the Commission.

On February 23, 2015, the Division and Respondent Nicholas Toms ("Respondent") jointly

filed a motion to stay this proceeding after both parties agreed to a settlement in principle. The same

day, the Court granted the motion and issued a Stay Order. On March 10, 2015, the Division provided

Respondent with draft settlement papers. Rule 161(c)(2)(A) required Respondent to submit a signed

settlement offer to the Division by March 16, 2015. On March 17, 2015, the Division notified the

Court that the parties were in negotiations regarding the settlement papers and that Respondent was

therefore unable to timely provide the Division with a signed offer of settlement. The stay then lapsed,

and the Court set a pre-hearing conference for the afternoon of Thursday, March 26, 2015.

On Monday, March 23, 2015, the Division received a signed settlement offer from Toms. The Division intends to submit the offer to the Commission and shall notify the Court promptly if the Commission rejects the offer.

Dated: March 25, 2015
      New York, New York

DIVISION OF ENFORCEMENT

By: _____
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