

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

UNITED STATES SECURITIES AND  
EXCHANGE COMMISSION,

Plaintiff,

v.

EDWARD S. STEFFELIN,

Defendant.

Civil Action No. 11-4204 (MGC)

**STIPULATION OF DISMISSAL WITH PREJUDICE**

IT IS HEREBY STIPULATED by and between counsel for Plaintiff, United States Securities and Exchange Commission ("Commission"), and counsel for Defendant, Edward S. Steffelin, that the above-captioned action be DISMISSED WITH PREJUDICE.

IT IS FURTHER STIPULATED that each party shall bear its own costs and expenses associated with the investigation and litigation of this civil enforcement action. Defendant agrees to waive and release the Commission from any and all claims, demands, rights, and causes of action of every kind and nature, whether now known or unknown or asserted or unasserted, against the Commission and any of its present and former officers, agents, attorneys, employees, or representatives, or contractors that arise from or in any way relate to the investigation and litigation of this civil enforcement action. Specifically, but not limited to, defendant waives any claims for fees and expenses pursuant to the Equal Access to Justice Act, 28 U.S.C. § 2412 et seq., arising from the investigation and litigation of this civil enforcement action.

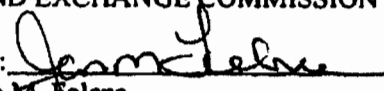
Defendant represents and warrants that he has entered into this stipulation with and upon the advice of his counsel and that he has done so voluntarily and without duress, coercion, or undue influence.

This Stipulation is entered into by the Commission and Steffelin solely for the purposes of dismissing the above-captioned action. This Stipulation is not intended to and shall not be deemed an admission by either party of the merit or lack of merit of the claims and/or defenses asserted by either party.

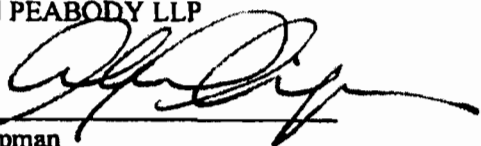
Dated: November 8, 2012

SO STIPULATED:

UNITED STATES SECURITIES  
AND EXCHANGE COMMISSION

By:   
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Attorney for Defendant

SO ORDERED.

  
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U.S.D.J.

November 16, 2012