UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES ACT OF 1933
Rel. No. 8441 / July 13, 2004

Admin. Proc. File No. 3-11310

In the Matter of

MICROCAP MARKETING, INC., and
SHANE M. NELSON
c/o Mark J. Griffin
WOODBURY & KESLER, P.C.
265 East 100 South, Suite 300
P.O. Box 3358
Salt Lake City, Utah 84111

ORDER GRANTING RESPONDENTS' UNOPPOSED MOTION TO MODIFY ORDER TO SCHEDULE DISGORGEMENT AND SUMMARILY AFFIRMING INITIAL DECISION

On May 11, 2004, an administrative law judge found that Respondents MicroCap Marketing, Inc. and Shane M. Nelson violated Sections 5(a) and 5(c) of the Securities Act of 1933 when they offered and sold shares of stock to the public without a registration statement. 1/ On May 25, 2004, the Commission received Respondents' Unopposed Motion to Modify Order to Schedule Disgorgement. The sole modification that Respondents seek to the initial decision is a schedule for Respondents to make the disgorgement payments ordered by the initial decision over the course of a year. The Unopposed Motion stated that the Division of Enforcement agreed not to oppose the motion, and in fact, we have received no opposition to Respondents' motion. We hereby grant the Unopposed Motion. Under these circumstances, and the time for filing a petition for review of the initial decision having past, we find that there is no issue presented in Respondents' motion that warrants further consideration by the Commission, and, therefore, we summarily affirm the Initial

1/ Lorsin, Inc., Initial Decision Rel. No. 250 (May 11, 2004), __ S.E.C. Docket __.

Decision. 2/

Accordingly, IT IS ORDERED that Respondents' Unopposed Motion to Modify Order to Schedule Disgorgement is hereby granted; and it is further

ORDERED that the Initial Decision is hereby affirmed as to MicroCap Marketing, Inc. and Shane M. Nelson; and it is further

ORDERED that MicroCap Marketing, Inc. and Shane M. Nelson cease and desist from committing or causing any violation or future violations of Sections 5(a) and 5(c) of the Securities Act of 1933; and it is further

ORDERED that MicroCap Marketing, Inc. and Shane M. Nelson disgorge jointly and severally $3,382.50, plus prejudgment interest at the rate established under Section 6621(a)(2) of the Internal Revenue Code, 26 U.S.C. § 6621(a)(2), compounded quarterly, pursuant to 17 C.F.R. § 201.600, such interest to be due from September 1, 2002, through the first day of the last month preceding which payment is made; and it is further

ORDERED that payment of the disgorgement shall be made to the United States Treasury pursuant to the following schedule: on July 1, 2004, $1,100; on January 1, 2005, $1,100; and on May 1, 2005, $1,100, plus the balance of unpaid principal and the prejudgment interest.

Each payment of disgorgement payment shall be: (a) made by certified check, U.S. Postal money order, bank cashier's check, or bank money order; (b) made payable to the Securities and Exchange Commission; (c) mailed or delivered to the Office of Financial Management, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Stop 0-3, Alexandria, Virginia; and (d) submitted under cover letter that identifies the names of the respondents in this proceeding, as well as the Commission's case number. A copy of the letter and the instrument of payment shall be sent to counsel for the Division of Enforcement, Susan F. LaMarca, Securities and Exchange Commission, 44 Montgomery Street, Suite 1100, San Francisco, CA 94104-4691

2/ Rule of Practice 411(e). Summary affirmance is rare, but where, as here, briefing will not aid the decision-making process, summary affirmance is appropriate. See Richard Cannistraro, 53 S.E.C. 388, 389 n.3 (1998).

By the Commission.

Jonathan G. Katz
Secretary