

SECURITIES & EXCHANGE COMMISSION  
MARKET FLOOR SERVICE

ADMINISTRATIVE PROCEEDING  
FILE NO. 3-10765

UNITED STATES OF AMERICA  
Before the

~~FILE NO.~~ 1st class only SECURITIES AND EXCHANGE COMMISSION  
February 14, 2003

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In the Matter of :  
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 J.W. BARCLAY & CO., INC., : ORDER  
 et al. :

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On February 6, 2003, Henry C. Malon, Esq., filed a motion to withdraw as counsel for Respondent J.W. Barclay & Co., Inc. (Barclay). The motion stated that Barclay "does not maintain an office since it does not conduct any business." The motion further stated that Barclay's only address is a post office box.

Under Rule 102(b) of the Commission's Rules of Practice, a corporation may be represented only by an attorney or by a bona fide corporate officer. The motion to withdraw did not identify either a successor attorney or a bona fide officer who would continue Barclay's defense. Nor did the motion state whether Barclay intended to default under Rule 155(a) of the Commission's Rules of Practice. By Order dated February 11, 2003, I requested that Mr. Malon address these issues.

On February 13, 2003, Mr. Malon supplemented his motion. He stated that no successor attorney or officer of Barclay will continue its defense and that Barclay intends to default.

The motion identifies appropriate grounds for withdrawal. See Rule 102(d)(4) of the Commission's Rules of Practice. Mr. Malon's motion to withdraw as counsel for Barclay is granted. A copy of this Order shall be served on both Mr. Malon and on Respondent Barclay. Thereafter, the Office of the Secretary is requested to delete Mr. Malon from the service list and to mail any future orders in this proceeding directly to Respondent Barclay.

At the prehearing conference on February 18, 2003, the Division of Enforcement should be prepared to discuss the sanctions it seeks against the defaulting corporate Respondent.

  
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James T. Kelly  
Administrative Law Judge