

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 66736 / April 4, 2012**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-14209**

**In the Matter of**

**Delilah A. Proctor,**

**Respondent.**

**ORDER MAKING FINDINGS AND  
IMPOSING REMEDIAL SANCTIONS  
PURSUANT TO SECTION 15(b) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**I.**

On January 28, 2011, the Securities and Exchange Commission (“Commission”) instituted public administrative proceedings pursuant to Section 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”) against Delilah A. Proctor (“Proctor” or “Respondent Proctor”).

**II.**

Respondent Proctor, pursuant to Rule 240(a) of the Commission Rules of Practice, 17 C.F.R. § 201.240(a), has now submitted an Offer of Settlement (“Offer”) in connection with these public administrative proceedings which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over her and the subject matter of these proceedings, and the findings contained in Section III.2 below, which are admitted, Respondent Proctor consents to the entry of this Order Making Findings and Imposing Remedial Sanctions Pursuant to Section 15(b) of the Securities Exchange Act of 1934 (“Order”), as set forth below.

### III.

On the basis of this Order and Respondent's Offer, the Commission finds that:

1. From at least January 2008 to April 2009, Proctor was the manager of Sun Empire, LLC ("Sun Empire") and Empire Capital Asset Management ("ECAM") investment clubs. During this time, Proctor solicited investors on behalf of Sun Empire and ECAM. Proctor was associated with two registered broker-dealers between April 2003 and June 2006. She holds licenses as an Investment Company Products/Variable Contracts Limited Principal. In connection with the events set forth below, Proctor acted as an unregistered broker or dealer. Proctor, 57 years old, is a resident of Bakersfield, California.

2. On January 12, 2011, a final judgment was entered against Respondent Proctor, permanently enjoining her from future violations of Sections 5(a), 5(c), and 17(a) of the Securities Act of 1933, and Sections 10(b) and 15(a) of the Exchange Act and Rule 10b-5 thereunder in the civil action entitled Securities and Exchange Commission v. Sun Empire, LLC, et al., Civil Action Number SACV09-399 DOC (RNBx), in the United States District Court for the Central District of California.

3. The Commission's complaint alleged that from at least September 2008 through April 2009, Proctor participated in unregistered offers and sales of securities in Sun Empire and ECAM. Proctor solicited investors from California and Nevada through a multi-level marketing scheme operated from an Anaheim, California hotel. The complaint further alleged that Proctor offered investors several types of investments that purportedly generated high-yield returns. Proctor made false and misleading statements in the unregistered offer and sale of Sun Empire and ECAM securities, and otherwise engaged in a variety of conduct which operated as a fraud and deceit on investors.

### IV.

In view of the foregoing, the Commission deems it necessary and appropriate in the public interest to impose the sanctions agreed to in Respondent Proctor's Offer.

Accordingly, it is hereby ORDERED:

Pursuant to Section 15(b)(6) of the Exchange Act, that Respondent Proctor be, and hereby is barred from association with any broker, dealer, transfer agent, investment adviser, municipal securities dealer, municipal advisor, or nationally recognized statistical ratings organization. In addition, Respondent Proctor be, and hereby is barred from participating in any offering of a penny stock, including: acting as a promoter, finder, consultant, agent, or other person who engages in activities with a broker, dealer, or issuer for purposes of the issuance or trading in any penny stock, or inducing or attempting to induce the purchase or sale of any penny stock.

Any reapplication for association by the Respondent will be subject to the applicable laws and regulations governing the reentry process, and reentry may be conditioned upon a number of

factors, including, but not limited to, the satisfaction of any or all of the following: (a) any disgorgement ordered against the Respondent, whether or not the Commission has fully or partially waived payment of such disgorgement; (b) any arbitration award related to the conduct that served as the basis for the Commission order; (c) any self-regulatory organization arbitration award to a customer, whether or not related to the conduct that served as the basis for the Commission order; and (d) any restitution order by a self-regulatory organization, whether or not related to the conduct that served as the basis for the Commission order.

By the Commission.

Elizabeth M. Murphy  
Secretary