

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 62367 / June 23, 2010**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-13947**

**In the Matter of**

**PHILLIP WINDOM  
OFFILL, JR., Esq.**

**Respondent.**

**ORDER OF FORTHWITH SUSPENSION  
PURSUANT TO RULE 102(e)(2) OF THE  
COMMISSION'S RULES OF PRACTICE**

**I.**

The Securities and Exchange Commission deems it appropriate to issue an order of forthwith suspension of Phillip Offill, Jr. ("Offill") pursuant to Rule 102(e)(2) of the Commission's Rules of Practice [17 C.F.R. 200.102(e)(2)].<sup>1</sup>

**II.**

The Commission finds that:

1. Offill is an attorney formerly admitted to practice in Texas.

2. On March 12, 2009, a grand jury in the Eastern District of Virginia indicted Offill, alleging one count of conspiracy to commit securities registration violations, securities fraud and wire fraud (18 U.S.C. 371) and nine additional counts of wire fraud (18 U.S.C. 1343 and 1342). The indictment alleged that Offill knowingly and willingly conspired with others to commit offenses, including (i) securities registration violations by selling securities where no registration statement was in effect for such securities in violation of federal securities laws; and (ii) securities fraud by, among other things, making untrue statements of material facts and omitting to state material facts necessary to make the statements, in the light of the circumstances under which they were made, not misleading in connection with the purchase and sale of securities. In addition, the indictment alleged that Offill committed, and conspired to commit, wire fraud by

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<sup>1</sup>Rule 102(e)(2) provides in pertinent part: "Any attorney who has been suspended or disbarred by a court of the United States or of any State; or any person whose license to practice as a[] . . . professional or expert has been revoked or suspended in any State . . . shall be forthwith suspended from appearing or practicing before the Commission."

having devised a scheme and artifice to defraud and obtain money and property from investors by means of materially false and fraudulent pretenses, representations, and promises, and knowingly and willingly transmitting and causing to be transmitted by means of wire communication in interstate and foreign commerce writings, signs, signals, pictures, and sounds for the purpose of executing such scheme and artifice.

3. On January 28, 2010, after a jury trial, Offill was found guilty on all counts.

4. On April 26, 2010, a judgment was entered by the district court against Offill sentencing him to 96 months in federal prison, a term of three years of supervised release, and the payment of \$30,110.90 in restitution. In addition, the court issued a preliminary order of forfeiture, entering a personal money judgment against Offill in the amount of \$4,838,986, and decreeing that such judgment be partially satisfied by the forfeiture of certain substitute assets.

### III.

In view of the foregoing, the Commission finds that Offill is an attorney who has been convicted of a felony involving moral turpitude within the meaning of Rule 102(e)(2) of the Commission's Rules of Practice. Accordingly, it is ORDERED, that Phillip Windom Offill, Jr. is forthwith suspended from appearing or practicing before the Commission pursuant to Rule 102(e)(2) of the Commission's Rules of Practice.

By the Commission.

Elizabeth M. Murphy  
Secretary

## Service List

Rule 141 of the Commission's Rules of Practice provides that the Secretary, or another duly authorized officer of the Commission, shall serve a copy of the Order of Forthwith Suspension Pursuant to Rule 102(e)(2) of the Commission's Rules of Practice ("Order") on the Respondent.

The attached Order has been sent to the following parties and other persons entitled to notice:

Honorable Brenda P. Murray  
Chief Administrative Law Judge  
Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549-2557

Woo S. Lee, Esq.  
Office of the General Counsel  
Securities and Exchange Commission  
100 F Street, N.E.,  
Washington, DC 20549-9612

Mr. Phillip Windom Offill, Jr. (38572-177)  
USP Pollock  
U.S. Penitentiary  
P.O. Box 2099  
Pollock, LA 71467

Mr. Kevin Brehm  
Office of the Public Defender  
1650 King Street, Suite 500  
Alexandria, VA 22314  
(Counsel to Phillip Windom Offill, Jr.)