

UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934

Rel. No. 72435 / June 19, 2014

Admin. Proc. File No. 3-15851

In the Matter of
BRIAN WILLIAMSON, ESQ.

ORDER DENYING MOTION TO LIFT
TEMPORARY SUSPENSION AND
DIRECTING HEARING

On April 22, 2014, we issued an order ("Temporary Suspension Order"), pursuant to Commission Rule of Practice 102(e)(3)(i)(B),¹ temporarily suspending Brian Williamson, Esq., an attorney licensed to practice law in Pennsylvania and New Jersey but currently on "retired" status in both jurisdictions, from appearing or practicing before the Commission as an attorney.² Williamson has now filed a timely petition, pursuant to Rule 102(e)(3)(ii),³ requesting that his temporary suspension be lifted. For the reasons set forth below, we have determined to deny Williamson's petition and to set the matter down for a hearing before an administrative law judge.

On August 20, 2013, we entered an order instituting administrative proceedings ("OIP") against Williamson, the former manager of Oppenheimer Global Resource Private Equity Fund I, L.P. ("OGR"), alleging that, between September 2009 and June 2010, Williamson made material false and misleading statements and omissions to investors and prospective investors concerning OGR's valuation.⁴ Specifically, the OIP alleged that Williamson marketed OGR using materials

¹ 17 C.F.R. § 201.102(e)(3)(i)(B) (authorizing the Commission to temporarily suspend from appearing or practicing before it an attorney who has been "[f]ound by any court of competent jurisdiction in an action brought by the Commission to which he or she is a party or found by the Commission in any administrative proceeding to which he or she is a party to have violated (unless the violation was found not to have been willful) or aided and abetted the violation of any provision of the Federal securities laws or of the rules and regulations thereunder").

² *Brian Williamson*, Securities Exchange Act Release No. 71994, 2014 WL 1603592 (Apr. 22, 2014).

³ 17 C.F.R. § 201.102(e)(3)(ii).

⁴ *Brian Williamson*, Exchange Act Release No. 70234, 2013 WL 4431203 (Aug. 20, 2013).

that reported an internal rate of return that, misleadingly, did not take into account OGR fees and expenses that would have materially lowered OGR's reported internal rate of return.⁵ The OIP also alleged that Williamson made material misrepresentations and omissions designed to hide his role in valuing OGR's largest holding and to create the misleading impression that OGR's increased internal rate of return was due to increased performance when, in fact, it was not.⁶ The OIP alleged that OGR raised approximately \$61 million in new investments during this period.⁷

On January 22, 2014, we entered an order making findings and imposing remedial sanctions against Williams, who consented to the entry of this order without admitting or denying liability ("Settlement Order").⁸ The Settlement Order found that Williamson had, as alleged in the OIP, willfully violated Section 17(a) of the Securities Act of 1933, Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder, and Section 206(4) of the Investment Advisers Act of 1940 and Rule 206(4)-8 thereunder.⁹ The Settlement Order further found that it was in the public interest to impose against Williamson a cease-and-desist order, collateral and officer-director bars with the right to apply for reentry after two years, and a \$100,000 civil money penalty.¹⁰

In issuing the Temporary Suspension Order, we found it "appropriate and in the public interest" that Williamson be temporarily suspended from appearing or practicing before the Commission based on the Settlement Order's findings that he willfully violated the federal securities laws.¹¹ We stated that the temporary suspension would become permanent unless Williamson filed a petition seeking to lift it within thirty days of service of the Temporary Suspension Order, pursuant to Rule 102(e)(3)(ii).¹² We further advised that, pursuant to Rule 102(e)(3)(iii), upon receipt of such a petition, we would either lift the temporary suspension, set the matter down for a hearing, or both.¹³

In his petition to lift the temporary suspension, Williamson argues, among other things, that: (1) Rule 102(e)(3)(i)(B) applies only to "attorneys," and Williamson is not an "attorney" within the meaning of that rule because he never practiced law and is not authorized to practice law in any jurisdiction; (2) the Settlement Order constitutes a "global resolution" of all claims

⁵ *Id.*

⁶ *Id.*

⁷ *Id.*

⁸ *Brian Williamson*, Exchange Act Release No. 71364, 2014 WL 231972 (Jan. 22, 2014).

⁹ 15 U.S.C. §§ 77q(a), 78j(b), & 80b-6(4); 17 C.F.R. §§ 240.10b-5 & 206(4)-8. *See Williamson*, 2014 WL 231972, at *1-11.

¹⁰ *Id.* at *12-13.

¹¹ *Williamson*, 2014 WL 1603592, at *2.

¹² *Id.*

¹³ *Id.*

against Williamson based on the underlying misconduct, and this Rule 102(e) proceeding is "an inappropriate piling on of penalties"; and (3) the public interest factors in *Steadman v. SEC*¹⁴ weigh in favor of lifting the temporary suspension. The Office of the General Counsel ("OGC") has opposed Williamson's petition and requests that we set the matter down for a hearing.

Rule 102(e)(3)(iii) provides that, "[w]ithin 30 days after the filing of a petition [to lift a temporary suspension] in accordance with paragraph (e)(3)(ii) of this rule, the Commission shall either lift the temporary suspension, or set the matter down for hearing at a time and place designated by the Commission, or both."¹⁵ After considering the parties' arguments in their briefs and the applicable law, we have determined to deny Williamson's petition and to set the matter down for a hearing before a law judge.¹⁶ The Commission has already found in the Temporary Suspension Order that it was in the public interest that Williamson be temporarily suspended, and Williamson has not offered any persuasive reason to question that determination. Continuing Williamson's temporary suspension pending a hearing on the issues raised in his petition serves the public interest and protects the Commission's processes. As discussed, the Settlement Order found that Williamson willfully violated antifraud provisions of the federal securities laws by making materially false and misleading statements and omissions about OGR's valuation. Those findings, which Williamson is precluded from contesting in this Rule 102(e)(3) proceeding, justify the continuation of his suspension until it can be determined what, if any, action may be appropriate to protect the Commission's processes.¹⁷

Under the circumstances, we find it appropriate to continue Williamson's suspension pending the holding of a public hearing and decision by a law judge. As provided in Rule

¹⁴ 603 F.2d 1126 (5th Cir. 1979), *aff'd on other grounds*, 450 U.S. 91 (1981).

¹⁵ 17 C.F.R. § 201.102(e)(3)(iii).

¹⁶ The Commission has denied similar petitions in the recent past. *See, e.g., Virginia K. Sourlis, Esq.*, Exchange Act Release No. 69358, 2013 WL 1453371 (Apr. 10, 2013); *Stewart A. Merkin, Esq.*, Exchange Act Release No. 68981, 2013 WL 661621 (Feb. 25, 2013); *Jilaine H. Bauer, Esq.*, 2012 WL 5493356; *Mitchell Segal, Esq.*, Exchange Act Release No. 67930, 2012 WL 4458283 (Sept. 26, 2012); *Ran H. Furman*, Exchange Act Release No. 65680, 2011 WL 5231425 (Nov. 3, 2011); *Michael C. Pattison, CPA*, Exchange Act Release No. 64598, 2011 WL 2169094 (June 3, 2011); *Carl W. Jasper, CPA*, Exchange Act Release No. 64077, 2011 WL 881508 (Mar. 11, 2011); *William D. Shovers*, Exchange Act Release No. 59874, 2009 WL 1271170 (May 6, 2009); *Chris G. Gunderson, Esq.*, Exchange Act Release No. 56396, 2007 WL 2668485 (Sept. 12, 2007); *Ulysses "Thomas" Ware*, Exchange Act Release No. 51222, 2005 WL 399675 (Feb. 17, 2005); *Daniel S. Lezak*, Exchange Act Release No. 50729, 2004 WL 2721400 (Nov. 23, 2004); *Herbert M. Campbell, II*, Exchange Act Release No. 43422, 2000 WL 1482918 (Oct. 6, 2000).

¹⁷ *See* 17 C.F.R. § 201.102(e)(3)(iv) (stating that, in any hearing held on a petition filed in accordance with Rule 102(e)(3)(ii), the petitioner may not contest any findings made against him in the underlying proceeding).

102(e)(3)(iii), we will set the matter down for a public hearing. We express no opinion as to the merits of Williamson's arguments.

Accordingly, IT IS ORDERED that this proceeding be set down for a public hearing before an administrative law judge in accordance with Commission Rule of Practice 110. As specified in Rule of Practice 102(e)(3)(iii), the hearing in this matter shall be expedited in accordance with Rule of Practice 500; it is further

ORDERED that the administrative law judge shall file an initial decision no later than 210 days from the date of service of this Order; and it is further

ORDERED that the temporary suspension of Brian Williamson, Esq., entered on April 22, 2014, remain in effect pending a hearing and decision in this matter.

By the Commission.

Jill M. Peterson
Assistant Secretary