

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

**SECURITIES EXCHANGE ACT OF 1934**

**Release No. 58105 / July 7, 2008**

**ADMINISTRATIVE PROCEEDING**

**File No. 3-13087**

**In the Matter of**

**PHILLIP W. 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. 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 admitted to practice law in Texas.
2. On March 13, 2008, an evidentiary panel of the District 06A Grievance Committee of the Texas State Bar ("Texas State Bar") concluded that Offill had, among other things: (i) failed to return client documents to a former client after the attorney-client relationship had ended and the client had requested that the documents be returned; (ii) intended to destroy or conceal client documents when a dispute was pending between Offill and his law firm, on the one hand, and his former client, on the other; (iii) intended to destroy or conceal client documents when Offill knew that his former client was about to commence litigation against him; (iv) failed to counsel certain individuals and entities about various potential conflicts of interest; (v) failed to obtain waivers of conflict from certain individuals and entities when he

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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 professional or expert has been revoked or suspended in any State .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."

sought to represent them simultaneously in the same transaction; (vi) failed to counsel certain individuals and entities about the potential legal and ethical implications of representing multiple parties to a single transaction; (viii) made misrepresentations to a federal judge in Florida; (ix) misrepresented his and his client's relationship to certain individuals in litigation pleadings; (x) failed intentionally to respond completely to discovery requests in litigation; and (xi) failed intentionally to put in writing advice he had given to his clients to make it easier for them to deny that such advice had ever been tendered.

3. The Texas State Bar accordingly issued a Judgment of Partially Probated Suspension ("Judgment") against Offill on March 13, ordering that he: (i) be suspended from practicing law for a period of 36 months, beginning May 1, 2008, and (ii) be placed on a period of probated suspension for 24 months, beginning May 1, 2011. The Judgment further ordered Offill to pay \$70,000 in attorneys' fees and \$17,200 in direct expenses to the Texas State Bar on or before April 30, 2008.

### III.

In view of the foregoing, the Commission finds that Offill is an attorney who has been suspended from practicing law within the meaning of Rule 102(e)(2) of the Commission's Rules of Practice. Accordingly, it is ORDERED, that Phillip W. Offill 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.

Florence E. Harmon  
Acting Secretary