

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 70031 / July 23, 2013**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-15212**

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**In the Matter of**  
**VIRGINIA K. SOURLIS, Esq.,**  
**Respondent.**

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**ORDER MAKING FINDINGS AND**  
**IMPOSING REMEDIAL SANCTIONS**  
**PURSUANT TO RULE 102(e) OF THE**  
**COMMISSION’S RULES OF**  
**PRACTICE**

**I.**

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest to enter this Order Making Findings and Imposing Remedial Sanctions Pursuant to Rule 102(e) of the Commission’s Rules of Practice against Virginia K. Sourlis, Esq. (“Sourlis”).

**II.**

Sourlis has submitted an Offer of Settlement (the “Offer”) 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 (3) below, which are admitted, Respondent consents to the entry of this Order Making Findings and Imposing Remedial Sanctions Pursuant to Rule 102(e) of the Commission’s Rules of Practice (“Order”), as set forth below.

**III.**

On the basis of this Order and Sourlis’s Offer, the Commission finds that:

1. Sourlis, age 48, is an attorney licensed to practice law in the State of New Jersey and a partner in The Sourlis Law Firm, a law firm with offices in Red Bank, New Jersey.

2. On May 5, 2011, the Commission filed an amended complaint against Sourlis and others in the U.S. District Court for the Southern District of New York (“the Court”) that alleged, among other claims, that, on January 11, 2006, Sourlis issued a false legal opinion letter that facilitated the illegal public offering of millions of shares of Greenstone Holdings, Inc. stock (the “Lawsuit”). The amended complaint further alleged that Sourlis thus aided and abetted violations of Section 10(b) of the Securities Exchange Act of 1934, 15 U.S.C. 78j(b), (“Section 10(b)”) and Rule 10b-5 promulgated thereunder, 17 C.F.R. 240.10b-5 (“Rule 10b-5”).

3. On November 20, 2012, the Court found that Sourlis aided and abetted violations of Section 10(b) and Rule 10b-5 by issuing her false opinion letter and issued an order granting the Commission partial summary judgment on liability on its claim that Sourlis aided and abetted violations of Section 10(b) and Rule 10b-5. *United States Securities and Exchange Commission v. Greenstone Holdings, Inc., et al.*, 10 civ. 1302 (MGC) (S.D.N.Y. November 20, 2012).

4. On February 19, 2013, the Commission instituted administrative proceedings (“Proceeding”) and imposed a temporary suspension pursuant to Rule 102(e)(3)(i)(B) of the Commission’s Rules of Practice against Sourlis (“Temporary Suspension Order”) based upon the Court’s finding that she aided and abetted violations of Section 10(b) and Rule 10b-5.

5. On April 10, 2013, the Commission denied Sourlis’s petition to lift the Temporary Suspension and set the matter down for a public hearing.

#### IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanction agreed to in Respondent’s Offer.

Accordingly, it is hereby ORDERED pursuant to Rule 102(e) of the Commission’s Rules of Practice, effective immediately, that:

A. Sourlis is suspended from appearing or practicing before the Commission as an attorney for 5 years from the February 19, 2013 Temporary Suspension Order.

B. After 5 years from the February 19, 2013 Temporary Suspension Order, Sourlis may request that the Commission consider her application to resume appearing and practicing before the Commission as an attorney. The application should be sent to the attention of the Office of the General Counsel.

C. In support of such an application, Sourlis must provide a certificate of good standing from each state bar where Respondent is a member.

D. In support of such an application, Sourlis must also submit an affidavit truthfully stating, under penalty of perjury:

1. that she has complied with the Order;
2. that she:
  - a. is not currently suspended or disbarred as an attorney by a court of the United States (or any agency of the United States) or the bar or court of any state, territory, district, commonwealth, or possession; and
  - b. since the entry of the Order, has not been suspended as an attorney for an offense involving moral turpitude by a court of the United States (or any agency of the United States) or the bar or court of any state, territory, district, commonwealth, or possession, except for any suspension concerning the conduct that was the basis for the Order and Lawsuit;
3. that she, since the entry of the Order, has not been convicted of a felony or misdemeanor involving moral turpitude as set forth in Rule 102(e)(2) of the Commission's Rules of Practice; and
4. that she, since the entry of the Order:
  - a. has not been found by the Commission or a court of the United States to have committed a violation of the federal securities laws, except for any finding concerning the conduct that was the basis for the Order and Lawsuit;
  - b. has not been charged by the Commission or the United States with a violation of the federal securities laws, except for any charge concerning the conduct that was the basis for the Order and Lawsuit;
  - c. has not been found by a court of the United States (or any agency of the United States) or any state, territory, district, commonwealth, or possession, or any bar thereof, to have committed an offense involving moral turpitude, except for any finding concerning the conduct that was the basis for the Order and Lawsuit; and
  - d. has not been charged by the United States (or any agency of the United States) or any state, territory, district, commonwealth, or possession, or any bar thereof, with having committed an offense

involving moral turpitude, except for any charge concerning the conduct that was the basis for the Order and Lawsuit.

E. If Sourlis provides the documentation required in Paragraphs C and D, and the Commission determines that she truthfully attested to each of the items required in her affidavit, she shall by Commission order be permitted to resume appearing and practicing before the Commission as an attorney.<sup>1</sup>

F. If Sourlis is not able to truthfully attest to the statements required in Subparagraphs D(2)(b) or D(4), she shall provide an explanation as to the facts and circumstances pertaining to the matter and the Commission may hold a hearing to determine whether there is good cause to permit her to resume appearing and practicing before the Commission as an attorney.

By the Commission.

Elizabeth M. Murphy  
Secretary

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<sup>1</sup> If the statutory basis for Sourlis's suspension pursuant to Rule 102(e)(3)(i)(B) is reversed on appeal or otherwise vacated, she may file a motion to vacate her suspension pursuant to the Commission's Rules of Practice.