

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

**SECURITIES EXCHANGE ACT OF 1934
Rel. No. 74315 / February 19, 2015**

**ADMINISTRATIVE PROCEEDING
File No. 3-15851**

IN THE MATTER OF	:	ORDER MAKING FINDINGS, IMPOSING REMEDIAL SANCTIONS PURSUANT TO RULE 102(e)(3), AND TERMINATING ADMINISTRATIVE PROCEEDING
	:	
BRIAN WILLIAMSON, Esq.	:	
	:	
	:	

I.

On April 22, 2014, the Commission instituted public administrative proceedings and temporarily suspended Brian Williamson (“Williamson” or “Respondent”) from appearing or practicing before the Commission as an attorney pursuant to Rule 102(e)(3)(i)(B) of the Commission’s Rules of Practice.¹ On May 21, 2014, Williamson filed a Petition to Lift Temporary Suspension Pursuant to Rule 102(e)(3)(ii) of the Commission’s Rules of Practice. On June 19, 2014, the Commission denied that motion and directed that the proceeding be set down for a public hearing before an administrative law judge.

II.

Respondent 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 him and the subject matter of these proceedings and the findings contained in Section III.1 thru III.5 below, which are admitted, Respondent consents to the entry of this Order Making Findings and Imposing Remedial Sanction (“Order”), as set forth below.

¹ Rule 102(e)(3)(i) provides, in relevant part:

The Commission, with due regard to the public interest and without preliminary hearing, may, by order, . . . suspend from appearing or practicing before it any attorney . . . who has been by name . . . (B) . . . 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.

III.

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

1. Williamson, age 43, is an attorney with an inactive license to practice law in Pennsylvania and New Jersey. He is not currently eligible to practice law in either of those states because his status is "Retired."
2. Williamson was employed by Oppenheimer & Co. Inc. ("OPCO") and Oppenheimer Asset Management ("OAM"), and was a Managing Director at Oppenheimer Alternative Investment Management ("OAIM"). In those roles, he was the portfolio manager of Oppenheimer Global Resource Private Equity Fund I, L.P. ("OGR"), a fund of private equity funds.
3. On August 20, 2013, the Commission instituted an administrative proceeding against Williamson alleging that he made material false and misleading statements and omissions to investors and prospective investors concerning the valuation of OGR. *In the Matter of Brian Williamson*, Admin. Proc. File No. 3-15430, Exchange Act Release No. 34-70234.
4. On January 22, 2014, the Commission entered a consent Order Making Findings and Imposing Remedial Sanctions and a Cease-and-Desist Order Pursuant to Section 8A of the Securities Act of 1933, Sections 15(B) and 21C of the Securities Exchange Act of 1934, Sections 203(f) and 203(k) of the Investment Advisers Act of 1940, and Section 9(b) of the Investment Company Act of 1940 ("Order") against Williamson. The Commission found that Williamson made material false and misleading statements and omissions to investors and prospective investors concerning the valuation of OGR. Williamson did not admit or deny the findings. Exchange Act Release No. 34-71364.
5. The Commission also found that, through his conduct detailed in the Order and summarized above, Williamson willfully violated Section 17(a) of the Securities Act; Section 10(b) of the Exchange Act and Rule 10b-5 thereunder; and Section 206(4) of the Advisers Act and Rule 206(4)-8 thereunder. *Id.*
6. Williamson was thus found to have violated or aided and abetted the violation of the federal securities laws, rules, or regulations within the meaning of Rule 102(e)(3)(i)(B).

IV.

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

Accordingly, it is hereby ORDERED pursuant to Rule 102(e)(3)(i) of the Commission's Rules of Practice, effective immediately, that:

- A. Williamson is suspended from appearing or practicing before the Commission as an attorney for two (2) years beginning January 22, 2014.
- B. After two years from January 22, 2014, Respondent may request that the Commission consider his 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, Respondent must provide a certificate of good standing from each state bar where Respondent is admitted.
- D. In support of such an application, Respondent must also submit an affidavit truthfully stating, under penalty of perjury:
1. that Respondent has complied with the Order;
 2. that Respondent:
 - 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;
 3. that Respondent, 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 Respondent, 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;
 - 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;
 - 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

- 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.

E. If Respondent provides the documentation required in Paragraphs C and D, and the Commission determines that he truthfully attested to each of the items required in his affidavit, he shall by Commission order be permitted to resume appearing and practicing before the Commission as an attorney.

F. If Respondent is not able to truthfully attest to the statements required in Subparagraphs D(2)(b) or D(4), Respondent 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 him to resume appearing and practicing before the Commission as an attorney.

By the Commission.

Brent J. Fields
Secretary