



# U.S. Securities and Exchange Commission

## U.S. SECURITIES AND EXCHANGE COMMISSION

Litigation Release No. 20302 / September 27, 2007

*SEC v. Phillip W. Offill, Jr., David B. Stocker, Shane A. Mullholand, Ryan M. Reynolds, Timothy T. Page, Steven P. Fischer, Curtis-Case, Inc., RSMR Capital Group, Inc., Dissemination Services, L.L.C., Page Properties, L.P., ATN Enterprises, L.L.C., Timothy B. Barham, Ballad Enterprises, Inc., and Bellatalia, L.P., Civil Action No. 3:07-cv-01643 (N. D. Tex.)*

On September 26, 2007, the United States Securities and Exchange Commission filed a civil complaint against six individuals and five entities, alleging that they engaged in a scheme to evade the registration requirements of the federal securities laws in connection with their sales of shares of six public companies. The complaint alleges that six companies purported to sell their stock to accredited investors in transactions exempt from registration under Rule 504 of Regulation D. In fact, the complaint alleges, the accredited investors were underwriters who immediately resold their stock to the public without registering the transactions with the Commission, thereby precluding any exemption.

The complaint names as defendants Phillip W. Offill, Jr., of Dallas, Texas, and David Stocker, of Phoenix, Arizona, two attorneys who worked on the offerings. According to the complaint, Stocker directed the six companies to issue shares to six Texas entities which represented they were holding the shares for investment. However, five of the Texas entities were controlled by Offill, who immediately transferred the shares to Curtis-Case, Inc., a company controlled by Stocker. Stocker then sold the shares to the public. The complaint also names as defendants Texas residents, Shane A. Mullholand, Ryan M. Reynolds, and Timothy T. Page, who located companies that needed to raise capital. They introduced the companies to Stocker, and then acting through entities they controlled received and sold stock to the public to provide capital to the companies. The complaint alleges that these individuals kept profits from the sales far in excess of funds that they provided to the six companies. The complaint also alleges that Mullholand, Reynolds, Page, and their entities unlawfully acted as unregistered broker-dealers.

The complaint further alleges that Mullholand and Reynolds transferred some of their stock in three of the offerings to ATN Enterprises, LLC, a company owned by Steven P. Fischer, a Florida resident, who sold it to the public to raise funds for promotional campaigns for three of the companies and for his

own personal profit. Fischer allegedly provided a portion of his profits to Timothy B. Barham as compensation for his introduction to Mullholand and Reynolds.

Offill, Stocker, Mullholand, Reynolds, Page, and Fischer are charged with violating the securities registration provisions of the federal securities laws, Sections 5(a) and (c) of the Securities Act of 1933. The complaint also charges the following entities with violating Sections 5(a) and (c): Curtis-Case, Inc. (controlled by Stocker); RSMR Capital Group, Inc. (controlled by Mullholand and Reynolds); Dissemination Services, L.L.C. (owned by Mullholand, and which provided funds to Reynolds); Page Properties, L.P. (controlled by Page), and ATN Enterprises, L.L.C. (controlled by Fischer). The complaint further charges Mullholand, Reynolds, Page, RSMR Capital Group, Dissemination Services, and Page Properties with violating Section 15(a) of the Securities Exchange Act of 1934, which prohibits persons from acting as brokers or dealers without registration with the Commission.

The Commission seeks permanent injunctions against Offill, Stocker, Mullholand, Reynolds, Page, Fischer, and the entity defendants. The Commission also seeks an accounting and disgorgement of ill-gotten gains from the stock sales, pre-judgment and post-judgment interest, civil penalties, and bars from participating in penny stock offerings. Finally, the complaint names Barham, Ballad Enterprises, Inc. (controlled by Barham), and Bellatalia L.P. (controlled by Reynolds) as relief defendants, and seeks disgorgement from them of money that they received which can be traced to proceeds from unlawful stock sales.

➤ [SEC Complaint in this matter](#)

*<http://www.sec.gov/litigation/litreleases/2007/lr20302.htm>*