IN THE SUPREME COURT OF PENNSYLVANIA

OFFICE OF DISCIPLINARY COUNSEL, Petitioner	:	No. 1701 Disciplinary Docket No. 3
	:	No. 10 DB 2011
v.	:	
	:	Attorney Registration No. 53927
MARC D. MANOFF, Respondent	:	(Chester County)

ORDER

PER CURIAM:

AND NOW, this 16th day of December, 2013, upon consideration of the Recommendation of the Three-Member Panel of the Disciplinary Board dated September 26, 2013, the Joint Petition in Support of Discipline on Consent is hereby granted pursuant to Rule 215(g), Pa.R.D.E., and it is

ORDERED that Marc D. Manoff is suspended on consent from the Bar of this Commonwealth for a period of five years retroactive to March 11, 2011, and he shall comply with all the provisions of Rule 217, Pa.R.D.E.

A True Copy Patricia Nicola
As Of 12/16/2013

Attest: Patricia Nicola
Chief Clerk
Supreme Court of Pennsylvania

BEFORE THE DISCIPLINARY BOARD OF THE
SUPREME COURT OF PENNSYLVANIA

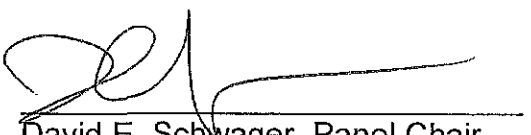
OFFICE OF DISCIPLINARY COUNSEL Petitioner	:	No. 1701 Disciplinary Docket No. 3
	:	No. 10 DB 2011
v.	:	
	:	Attorney Registration No. 53927
MARC D. MANOFF Respondent	:	(Chester County)

RECOMMENDATION OF THREE-MEMBER PANEL
OF THE DISCIPLINARY BOARD OF THE
SUPREME COURT OF PENNSYLVANIA

The Three-Member Panel of the Disciplinary Board of the Supreme Court of Pennsylvania, consisting of Board Members David E. Schwager, Howell K. Rosenberg and Gabriel L. Bevilacqua, has reviewed the Joint Petition in Support of Discipline on Consent filed in the above-captioned matter on August 5, 2013.

The Panel approves the Joint Petition consenting to a five year suspension retroactive to March 11, 2011 and recommends to the Supreme Court of Pennsylvania that the attached Petition be granted.

The Panel further recommends that any necessary expenses incurred in the investigation and prosecution of this matter shall be paid by the respondent-attorney as a condition to the grant of the Petition.



David E. Schwager, Panel Chair
The Disciplinary Board of the
Supreme Court of Pennsylvania

Date: September 26, 2013

BEFORE THE DISCIPLINARY BOARD OF THE
SUPREME COURT OF PENNSYLVANIA

OFFICE OF DISCIPLINARY COUNSEL, Petitioner	:	No. 10 DB 2011 No. 1701 Disciplinary Docket No. 3
v.	:	
	:	Attorney Reg. No. 53927
MARC D. MANOFF	:	
Respondent	:	(Chester County)

JOINT PETITION IN SUPPORT
OF DISCIPLINE ON CONSENT
PURSUANT TO Pa.R.D.E. 215 (d)

Petitioner, the Office of Disciplinary Counsel by Paul J. Killion, Chief Disciplinary Counsel, and Harold E. Ciampoli, Jr., Disciplinary Counsel, and Respondent, Marc D. Manoff (hereinafter, "Respondent"), by and through his counsel, Robert S. Tintner, Esquire, file this Joint Petition In Support of Discipline on Consent under Pennsylvania Rule of Disciplinary Enforcement ("Pa.R.D.E.") 215(d), and respectfully represent:

1. Petitioner, whose principal office is situated at Pennsylvania Judicial Center, 601 Commonwealth Ave., Suite 2700, P.O. Box 62485, Harrisburg, PA 17106 is invested, pursuant to Pa.R.D.E. 207, with the power and duty to investigate all

matters involving alleged misconduct of an attorney admitted to practice law in the Commonwealth of Pennsylvania and to prosecute all disciplinary proceedings brought in accordance with the various provisions of the aforesaid Enforcement Rules.

2. Respondent, Marc D. Manoff, was born on September 9, 1963, and was admitted to practice law in the Commonwealth on December 5, 1988. His Attorney Registration No. is 53927.

3. Respondent was placed on administrative suspension for failure to pay his annual assessment by Order of the Supreme Court of Pennsylvania dated December 17, 2010 and his registered public access address is 175 Strafford Avenue, Suite One #505, Wayne, Pennsylvania 19087.

4. On January 18, 2011, Petitioner and Respondent filed with the Supreme Court of Pennsylvania a Joint Petition to Temporarily Suspend an Attorney.

5. By Order dated March 11, 2011, the Court granted the Joint Petition; placed Respondent on temporary suspension; and referred the matter to the Disciplinary Board Pursuant to Rule 214(f)(1), Pa.R.D.E.

6. Respondent is subject to the disciplinary jurisdiction of the Disciplinary Board of the Supreme Court.

SPECIFIC FACTUAL ALLEGATIONS ADMITTED

7. On December 11, 2008, a federal grand jury for the Eastern District of Pennsylvania returned an indictment charging Respondent and three other defendants with one count of conspiracy to commit securities fraud and two counts of securities fraud.

8. As noted in the Government's 5k1 Motion and Sentencing Memorandum, Respondent met with the US Attorney and agreed to cooperate prior to the indictment being returned.

9. The indictment alleged that:

a) Respondent was a partner at Marck Capital Partners, LLC, along with co-defendant Mark Johnson;

b) Marck Capital described itself as a "leading consulting firm focusing on raising money for both privately held companies and public companies and helping to take companies public through the reverse merger process."

c) In actuality, Respondent and Johnson worked with others to illegally manipulate the share prices of thinly traded "pink sheet" stocks in exchange for stock and cash;

d) Respondent agreed with his codefendants to artificially inflate the price of the target companies' shares by agreeing to orchestrate a "campaign" through which they would inflate the share price of the target companies;

e) The plan was to pay an individual who in turn would arrange for stock brokers to purchase and hold shares of the target companies through their

clients' brokerage accounts. By so doing, the defendants would increase the demand for stock, causing the price to rise artificially-thereby defrauding those who purchased the stock based on the false appearance of an active market in the stock;

f) After artificially inflating the price of the stock, the defendants could then sell their shares at the inflated price, reaping a profit-and defrauding the individuals to whom they would sell their stock; and

g) The individual whom the defendants recruited to generate buying in the target companies was actually a confidential FBI informant.

10. On October 28, 2010, Respondent entered a guilty plea in the United States District Court for the Eastern District of Pennsylvania before the Honorable Joel H. Slomsky to one count of conspiracy to commit securities fraud, in violation of 18 U.S.C. §371, 15 U.S.C.§78j(b) and 78ff, and 17 C.F.R. §240.10b-5 and two counts of securities fraud, in violation of 15 U.S.C.§78j(b) and 78ff, and 17 C.F.R. §240.10b-5.

11. As a result of his guilty plea, Respondent faced a maximum sentence of forty-five years imprisonment, and an advisory range under the sentencing guidelines of twenty seven to thirty three months incarceration.

12. On April 30, 2012, the Government filed a Motion for Downward Departure from Guideline Sentencing Range based on Respondent's substantial assistance in securing the guilty pleas

of all of the other defendants and in the investigation of others.

13. The Government's position was that a downward departure of four levels was warranted, placing Respondent in a Guidelines range of fifteen to twenty-one months.

14. On June 14, 2012, Respondent was sentenced by Judge Slomsky on each count to probation for a term of five years, with the terms to run concurrently and to be confined to his residence for period of twelve months. Respondent was fined $10,000.00 and also ordered to contribute one hundred fifty hours of community service as directed by his Probation Officer.

15. Respondent has paid all fines and court fees; he completed his year of house arrest without incident; and he has completed his 150 hours of community service in full.

16. Respondent's conviction for felony counts of securities fraud constitutes an independent basis for discipline, pursuant to Rule 203 (b)(1),Pa.R.D.E.

SPECIFIC RULES OF PROFESSIONAL CONDUCT AND RULES OF DISCIPLINARY ENFORCEMENT VIOLATED

Respondent violated the following Rule of Disciplinary Enforcement and Rules of Professional Conduct:

A. **Pa.R.D.E. 203(b)(1),** which provides that conviction of a crime shall be grounds for discipline;

B. **RPC 8.4(b),** which states that it is professional misconduct for a lawyer to commit a criminal act that reflects adversely on the lawyer's honesty, trustworthiness or fitness as a lawyer in other respects; and

C. **RPC 8.4 (C),** which states that it is professional misconduct for a lawyer to engage in conduct involving dishonesty, fraud, deceit or misrepresentation.

SPECIFIC RECOMMENDATION FOR DISCIPLINE

17. Petitioner and Respondent jointly recommend that the appropriate discipline for Respondent's admitted misconduct is a five-year suspension.

18. Respondent hereby consents to that discipline being imposed upon him by the Supreme Court of Pennsylvania. Attached to this Petition is Respondent's executed Affidavit required by Rule Pa.R.D.E. 215(d), stating that he consents to the recommended discipline and including the mandatory acknowledgements contained in Rule 215(d)(1) through (4) Pa.R.D.E.

19. In support of Petitioner and Respondent's joint recommendation, it is respectfully submitted that the following mitigating circumstances are present:

a) Upon learning that he was a target, and within 48 hours of the initial approach by the FBI and before being formally charged, Respondent agreed to cooperate with the Government, permitting agents to use him to make recorded calls to all of his co-defendants, as well as to a target of another securities fraud investigation;

b) Respondent's early decision to cooperate substantially contributed to his co-defendants' decisions to also plead guilty. In addition, at least one of the Respondent's co-defendants has actively assisted the Government in other investigations which was made possible, in large part, because of Respondent's assistance in securing this individual's guilty plea;

c) Respondent provided truthful, complete and reliable information regarding his own culpability in the charged scheme and also gave information regarding one other securities fraud scheme in which he was not involved;

d) Although Respondent faced a maximum sentence of forty-five years imprisonment, and an advisory range of twenty-seven to thirty-three months incarceration under the sentencing guidelines, Respondent's cooperation with the Government persuaded Judge Slomsky to sentence him to a probationary term;

e) Respondent showed remorse by pleading guilty to his crimes;

f) Respondent has admitted engaging in misconduct and violating the charged Rule of Professional Conduct and Rule of Disciplinary Enforcement;

g) Respondent also agreed to be placed on temporary suspension immediately following his guilty plea as evidenced by his participation in the filing of a Joint Petition to Suspend;

h) Respondent is remorseful for his misconduct and understands he should be disciplined, as is evidenced by his cooperation with Petitioner and his consent to receiving a five year suspension;

i) Respondent has no record of discipline or prior criminal record of any kind;

j) The incident in question did not involve the practice of law or the provision of legal services;

k) As recognized by the Government in its 5k1 Motion for Downward Departure, Respondent had a very limited role in the conspiracy. Specifically, the Government stated, "it is because of his [Respondent's] relatively limited role in respect to these securities fraud schemes that he was not able to offer more assistance to the Government";

l) No investor or member of the public sustained any loss as result of the transaction at issue, and Respondent did not reap any financial benefit as a result of the incident. During the 9-10 month period between the time that Respondent was initially approached by the FBI undercover agent and the first contact with the FBI, Respondent never attempted to sell any of his stock in either of the two companies at issue; and

m) Although the FBI exhaustively examined all of the Respondent's business records and transactions, there were no other incidents of criminal activity or conduct whatsoever.

20. A suspension of five years was imposed by the Supreme Court in two recent criminal conviction cases involving fraudulent conduct. In *Office of Disciplinary Counsel v. Rhonda McCullough Anderson*, 156 DB 2007 (2007), Anderson was suspended

for a period of five years for her conviction of one count of mail fraud in which she had aided the corruption of a public official. In *Office of Disciplinary Counsel v. Glori Alisha Kasner*, 51 DB 2011 (2013), Kasner was suspended for five years for her conviction of two counts of mail fraud in which she had aided and abetted clients in the filing of fake insurance claims to fraudulently recover personal injury settlements. Similar to Mr. Manoff, Ms. Anderson and Ms. Kasner both had no prior discipline, agreed to the entry of a temporary suspension Order, entered guilty pleas to crimes involving fraud, cooperated with Office of Disciplinary Counsel and showed remorse.

21. In sum, the jointly proposed discipline of a five-year suspension is appropriate when considering the specific facts of Respondent's misconduct.

WHEREFORE, Petitioner and Respondent respectfully request that, pursuant to Pennsylvania Rules of Disciplinary Enforcement 215(e) and 215(g), a three-member panel of the Disciplinary Board review and approve the Joint Petition in Support of Discipline on Consent and file a recommendation with the Supreme Court of Pennsylvania that Respondent receive a five-year suspension, retroactive to March 11, 2011, and that Respondent be ordered to pay all necessary expenses incurred in the

investigation and prosecution of this matter as a condition to the grant of the Petition.

Respectfully submitted,

OFFICE OF DISCIPLINARY COUNSEL
PAUL J. KILLION
Attorney Reg. No. 20955
Chief Disciplinary Counsel

Date: 8/13/13

HAROLD E. CIAMPOLI, JR.
Disciplinary Counsel
Attorney Reg. No. 51159
820 Adams Avenue, Ste 170
Trooper, PA 19403
(610) 650-8210

Date: 8/8/13

MARC D. MANOFF
Respondent

Date: 8/12/13

ROBERT S. TINTNER, Esquire
Attorney for Respondent

VERIFICATION

The statements contained in the foregoing *Joint Petition In Support of Discipline on Consent Discipline* are true and correct to the best of my knowledge or information and belief and are made subject to the penalties of 18 Pa.C.S.A. §4904, relating to unsworn falsification to authorities.

8/13/13
Date

HAROLD E. CIAMPOLI, JR.
Disciplinary Counsel

8/8/13
Date

MARC D. MANOFF
Respondent

8/12/13
Date

ROBERT S. TINTNER, ESQUIRE
Attorney for Respondent

BEFORE THE DISCIPLINARY BOARD OF THE SUPREME COURT OF PENNSYLVANIA

OFFICE OF DISCIPLINARY COUNSEL, Petitioner	:	No. 10 DB 2011
v.	:	No. 1701 Disciplinary docket No. 3
MARC D. MANOFF, Respondent	:	Attorney Reg. No. 53927 (Chester County)

AFFIDAVIT

UNDER RULE 215(d), Pa.R.D.E.

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF CHESTER

MARC D. MANOFF, being duly sworn according to law, deposes and hereby submits this affidavit consenting to the recommendation of a five-year suspension from the practice of law in the Commonwealth of Pennsylvania, retroactive to March 11, 2011, in conformity with Pa.R.D.E. 215(d) and further states as follows:

1. He is an attorney admitted in the Commonwealth of Pennsylvania, having been admitted to the bar on or about December 5, 1988.

2. He desires to submit a Joint Petition in Support of Discipline on Consent pursuant to Pa.R.D.E. 215(d).

3. His consent is freely and voluntarily rendered; he is not being subjected to coercion or duress, and he is fully aware of the implications of submitting this affidavit.

4. He is aware that there is presently pending a proceeding into allegations that he has been guilty of misconduct as set forth in the Joint Petition in Support of Discipline on Consent of which this affidavit is attached hereto.

5. He acknowledges that the material facts set forth in the Joint Petition are true.

6. He submits the within affidavit because he knows that if charges predicated upon the matter under investigation were filed, or continued to be prosecuted in the pending proceeding, he could not successfully defend against them.

7. He acknowledges that he is fully aware of his right to consult and employ counsel to represent him in the instant proceeding. He has retained, consulted and acted upon the advice of counsel, Robert S. Tintner, Esquire, in connection with his decision to execute the within Joint Petition.

It is understood that the statements made herein are subject to the penalties of 18 Pa.C.S.A. §4904 (relating to unsworn falsification to authorities).

Signed this 8th day of August, 2013.

MARC D. MANOFF

Sworn to and subscribed
before me this 8 day
of August, 2013.

Susan M. Taylor
Notary Public

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
Susan M. Taylor, Notary Public
Radnor Township, Delaware County
My commission expires October 07, 2013

BEFORE THE DISCIPLINARY BOARD OF THE SUPREME COURT OF PENNSYLVANIA

OFFICE OF DISCIPLINARY COUNSEL,	:	No. 10 DB 2011
Petitioner	:	No. 1701 Disciplinary Docket No. 3
v.	:	
	:	Attorney Reg. No. 53927
MARC D. MANOFF	:	
Respondent	:	(Chester County)

CERTIFICATE OF SERVICE

I hereby certify that I am this day serving the foregoing document upon all parties of record in this proceeding in accordance with the requirements of 204 Pa. Code §89.22 (relating to service by a participant).

First Class and Overnight Mail, as follows:

Robert S. Tintner, Esquire
Fox Rothschild LLP
2000 Market Street, 20th Floor
Philadelphia, PA 19103-3222

Dated: 8/13/13

HAROLD E. CIAMPOLI, JR.
Attorney Reg. No. 51159
Disciplinary Counsel
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820 Adams Avenue Suite 170
Trooper, PA 19403
(610) 650-8210