

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

ADMINISTRATIVE PROCEEDINGS RULINGS
Release No. 3513/January 15, 2016

ADMINISTRATIVE PROCEEDING
File No. 3-17028

In the Matter of

ZHONG WEN INTERNATIONAL
HOLDING CO., LTD.

ORDER TO SHOW CAUSE, POSTPONING
HEARING AND SCHEDULING
PREHEARING CONFERENCE

On December 29, 2015, the Securities and Exchange Commission issued an order instituting proceedings (OIP) pursuant to Section 12(j) of the Securities Exchange Act of 1934, alleging that Respondent has securities registered with the Commission and is delinquent in its periodic filings. A hearing is scheduled to commence on January 20, 2016.

On January 4, 2016, the Division of Enforcement filed: evidence establishing that Respondent is a void Delaware corporation; and a declaration of service establishing that a process server delivered two copies of the OIP to the Delaware Secretary of State on December 30, 2015. On January 12, the Corporation Trust Company, the former registered agent of Respondent, filed a letter stating that its statutory representation services were discontinued. I find that Respondent was served in accordance with Rule of Practice 141(a)(2)(ii), 17 C.F.R. § 201.141(a)(2)(ii), on December 30, 2015. *See* Del. Code Ann. tit. 8, § 321(b); *SEC v. Am. Land Co.*, No. 87-cv-1453, 1987 WL 19930, at *4 (D.D.C. Nov. 6, 1987) (“Delaware law plainly provides for service upon the Secretary of State in the case of a dissolved corporation with no resident agent.”). Accordingly, Respondent’s answer to the OIP was due January 11, 2016. *See* OIP at 2; 17 C.F.R. §§ 201.160(a), .220(b). To date, Respondent has not answered the OIP.

I ORDER that Respondent shall SHOW CAUSE by January 25, 2016, why this proceeding should not be determined against it due to its failure to file an answer or otherwise defend this proceeding. I further ORDER that the hearing scheduled to begin on January 20, 2016, is POSTPONED, and a telephonic prehearing conference shall be held on January 27, 2016, at 11:00 a.m. EST.

If Respondent fails to respond to this order or attend the prehearing conference, it will be deemed in default, the proceeding will be determined against it, and the registration of its securities will be revoked. *See* OIP at 2; 17 C.F.R. §§ 201.155(a)(1), (2), .220(f), .221(f).

Brenda P. Murray
Chief Administrative Law Judge