

proceedings, and the findings contained in Section III. 2 below, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Rule 102(e) of the Commission's Rules of Practice, Making Findings, and Imposing Remedial Sanctions ("Order"), as set forth below.

III.

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

1. Reiss, age 60, is a California resident living in Huntington Beach, California. Reiss is a member of the California State Bar. Reiss provided advice to individuals and entities regarding compliance with the federal securities laws. Reiss has never held any securities licenses and is not registered with the Commission in any capacity.

2. On March 7, 2013, the Commission filed a complaint against Reiss in SEC v. Brian R. Reiss (Civil Action No.1537), in the United States District Court for the Southern District of New York. On March 14, 2014, the court entered an order permanently enjoining Reiss by consent, from future violations of Sections 5(a), 5(c) and 17(a) of the Securities Act of 1933, and Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder.

3. The Commission's complaint alleged, among other things, that Reiss drafted and executed legal opinion letters which caused the transfer agents to remove restrictive legends on stock certificates representing shares of publicly traded companies. Reiss repeatedly drafted and executed opinion letters containing inaccurate statements without making a reasonable inquiry into the underlying facts. The false and misleading statements Reiss made in the legal opinion letters he drafted and executed induced the transfer agents for public companies to remove the restrictive legends and permit the sale of shares to the public. Reiss provided the legal opinion letters to transfer agents who required assurances, in the form of legal opinion letters, that the transactions qualified for an exemption from the registration requirements under the federal securities laws. With this assurance, the transfer agents issued stock certificates without restrictive legends allowing the stock to be traded freely, known as "free-trading" stock. Reiss knew, or was reckless in not knowing, that the shareholders seeking his opinion letters intended to sell the stock on the public markets and that the transfer agents would rely on his opinion letters to issue stock certificates without restrictive legends.

IV.

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

Accordingly, it is hereby ORDERED effective immediately, that:

A. Reiss is suspended from appearing or practicing before the Commission as an attorney.

By the Commission.

Jill M. Peterson
Assistant Secretary