

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 82039 / November 8, 2017

ADMINISTRATIVE PROCEEDING
File No. 3-18278

In the Matter of

**HUI FENG, Esq. and LAW
OFFICES OF FENG &
ASSOCIATES P.C.**

Respondents.

**ORDER INSTITUTING PUBLIC
ADMINISTRATIVE PROCEEDINGS AND
IMPOSING TEMPORARY SUSPENSION
PURSUANT TO RULES 102(e)(3)(i)(A) and
(B) OF THE COMMISSION'S RULES OF
PRACTICE**

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted against Hui Feng (“Feng”) and the Law Offices of Feng & Associates P.C. (“the Firm”) (collectively, “Respondents”) pursuant to Rules 102(e)(3)(i)(A) and (B)¹ of the Commission’s Rules of Practice (17 C.F.R. § 200.102(e)(3)(i)(A) and (B)).

II.

The Commission finds that:

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

The Commission, with due regard to the public interest and without preliminary hearing, may, by order, temporarily suspend from appearing or practicing before it any attorney . . . who has been by name: (A) [p]ermanently enjoined by any court of competent jurisdiction, by reason of his or her misconduct in an action brought by the Commission, from violating or aiding and abetting the violation of any provision of the Federal securities laws or of the rules and regulations thereunder; or (B) [f]ound by any court of competent jurisdiction in an action brought by the Commission 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.

1. Feng resides in Flushing, New York. He received a JD degree from Columbia Law School in 1997 and an MBA degree from Dartmouth's Tuck School of Business in 2003. He has been admitted to practice law in New York since 1998. After business school, Feng worked as a hedge fund analyst for a year before starting his own law firm. In September 2010, Feng was suspended from practicing law in New York for six months because of professional misconduct in handling escrowed client funds. Based on this suspension, the U.S. Department of Justice Executive Office for Immigration Review also suspended Feng from practicing before immigration tribunals for a six-month period beginning in April 2011. Between 2010 and until approximately August 2015, Feng was the principal of Opto Global Macro LLC, an NFA-registered Commodity Pool Operator that withdrew its NFA registration effective as of August 31, 2015. Feng controlled Opto Global's brokerage accounts and traded futures in these accounts through October 2014 when the fund began winding down its operations. Feng has never been registered with the SEC in any capacity.

2. Feng practiced law through the Firm, a New York professional corporation that was incorporated in October 2011 and has its principal place of business in Flushing, New York. Feng was the primary attorney at the Firm. The Firm has never been registered with the SEC in any capacity.

3. On August 10, 2017, following the district court's grant of the Commission's motion for summary judgment, a final judgment was entered against Feng and the Firm, permanently enjoining them from future violations of Section 17(a) of the Securities Act of 1933 ("Securities Act") and Sections 10(b) and 15(a) of the Exchange Act and Rule 10b-5 thereunder, in the civil action entitled Securities and Exchange Commission v. Hui Feng, et al., Civil Action Number 2:15-cv-09420-CBM-SS, in the United States District Court for the Central District of California.

4. The Commission's complaint alleged that Feng and the Firm acted as unregistered brokers in connection with offerings under the U.S. Citizenship and Immigration Service ("USCIS") EB-5 Immigrant Investment Program. From at least 2011 through 2015, Respondents represented clients seeking to obtain legal U.S. residency through investments in EB-5 offerings. These clients paid legal fees for the immigration services performed by Respondents. In addition to these legal fees, Respondents or their nominees received at least \$1,168,000 in transaction-based compensation from five EB-5 issuers for referring dozens of clients to invest in the issuers' EB-5 offerings. Respondents are also contractually entitled to receive at least \$3,100,000 in additional commissions from the EB-5 issuers for the referral of scores of additional clients once USCIS approves the clients' petitions for conditional residency. The Commission's complaint further alleged that Respondents defrauded their clients by failing to disclose their receipt of referral fees from the EB-5 issuers, in breach of their fiduciary duties and ethical obligations as attorneys to disclose all financial conflicts of interest to their clients. Respondents also defrauded the EB-5 issuers by using overseas nominees to receive Feng's transaction-based compensation and falsely representing to the EB-5 issuers that the nominees were overseas agents who were responsible for finding investors. In reality, the overseas

commission recipients consisted of Feng's friends, Feng's relatives, and an offshore entity Feng controlled, none of whom played any role in finding investors.

III.

Based on the foregoing, the Commission finds that Feng and the Firm have been found by a court of competent jurisdiction, in an action brought by the Commission, to have violated provisions of the federal securities laws and to have been permanently enjoined from future violations of the federal securities laws, within the meaning of Rule 102(e)(3)(i)(A) and (B) of the Commission's Rules of Practice. In view of this finding, the Commission deems it appropriate and in the public interest that Feng and the Firm be temporarily suspended from appearing or practicing before the Commission. Accordingly,

IT IS HEREBY ORDERED that Feng and the Firm be, and hereby are, temporarily suspended from appearing or practicing before the Commission. This Order will be effective upon service on the Respondents.

IT IS FURTHER ORDERED that Feng and the Firm may, within thirty days after service of this Order, file a petition with the Commission to lift the temporary suspension. If the Commission receives no petition within thirty days after service of the Order, the suspension will become permanent pursuant to Rule 102(e)(3)(ii).

If a petition is received within thirty days after service of this Order, the Commission will, within thirty days after the filing of the petition, either lift the temporary suspension, or schedule the matter for hearing at a time and place to be designated by the Commission, or both. If a hearing is ordered, following the hearing, the Commission may lift the suspension, censure the petitioner(s), or disqualify the petitioner(s) from appearing or practicing before the Commission for a period of time, or permanently, pursuant to Rule 102(e)(3)(iii).

This Order shall be served upon Feng and the Firm personally or by certified mail at their last known addresses.

By the Commission.

Brent J. Fields
Secretary