

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 85011 / January 31, 2019

ADMINISTRATIVE PROCEEDING
File No. 3-18977

In the Matter of

FERNE KORNFELD,

Respondent.

ORDER INSTITUTING
ADMINISTRATIVE PROCEEDINGS
PURSUANT TO SECTION 15(b) OF THE
SECURITIES EXCHANGE ACT OF 1934,
MAKING FINDINGS, AND IMPOSING
REMEDIAL SANCTIONS

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted pursuant to Section 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”) against Ferne Kornfeld (“Kornfeld” or “Respondent”).

II.

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over her and the subject matter of these proceedings and the findings contained in paragraph B.2 below, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Section 15(b) of the Securities Exchange Act of 1934, 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. At all relevant times, Kornfeld, 54, was a resident of Parkland, Florida. Kornfeld, through FEK Enterprises, Inc., d/b/a First Financial Tax Group (“First Financial”), an entity she owned and controlled with her husband, acted as an unregistered broker or dealer by selling the securities of Woodbridge Group of Companies, Inc. (“Woodbridge”). Kornfeld is not currently registered with the Commission, FINRA or any state securities regulatory authority, nor was she from October 2015 through October 2017. From July 2007 to September 29, 2015, Kornfeld was associated, variously, as a registered representative and investment adviser representative with numerous broker-dealer and investment adviser firms. She did not sell Woodbridge securities during her association with these firms. Kornfeld formerly held Series 7, 65 and 66 licenses.

2. On January 10, 2019, a final judgment was entered by consent against Kornfeld, permanently enjoining her from future violations of Sections 5(a) and 5(c) of the Securities Act of 1933 and Section 15(a)(1) of the Exchange Act, in the civil action entitled *Securities and Exchange Commission v. Ferne Kornfeld, et al.*, Civil Action Number 18-cv-23369-FAM, in the United States District Court for the Southern District of Florida.

3. The Commission’s complaint alleged that, among other things, between July 2014 and October 2017, Kornfeld, through First Financial, offered and sold Woodbridge securities. Neither First Financial, Kornfeld, nor Woodbridge were Commission-registered broker-dealers, nor were they associated with Commission-registered broker dealers, and none of Woodbridge’s securities offerings were registered with the Commission. Kornfeld sold investors two primary types of securities: (1) a twelve-to-eighteen month term promissory note bearing 5%-8% interest that Woodbridge described as First Position Commercial Mortgages (“FPCM”), and (2) seven different private placement fund offerings with five-year terms (“Fund Offerings”). For the FPCMs, Kornfeld, through First Financial, received a transaction based commission from Woodbridge equivalent to the difference of the 9% wholesale annual interest rate Woodbridge offered to First Financial and Kornfeld and the 5% to 8% annual interest First Financial and Kornfeld offered to investors. For the Fund Offerings, Kornfeld and her husband, through First Financial, received a 5% sales commission that Woodbridge purposefully mischaracterized as a “marketing bonus,” to avoid the appearance of paying transaction based commissions. Kornfeld, through First Financial, received approximately \$3.7 million in transaction based commissions from Woodbridge earned as a result of raising more than \$60 million through the sale of Woodbridge securities to almost 500 investors.

IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanctions agreed to in Respondent Kornfeld’s Offer.

Accordingly, it is hereby ORDERED pursuant to Section 15(b)(6) of the Exchange Act, that Respondent be, and hereby is barred from association with any broker, dealer, investment adviser, municipal securities dealer, municipal advisor, transfer agent, or nationally recognized statistical rating organization; and

Pursuant to Section 15(b)(6) of the Exchange Act Respondent be, and hereby is barred from participating in any offering of a penny stock, including: acting as a promoter, finder, consultant, agent or other person who engages in activities with a broker, dealer or issuer for purposes of the issuance or trading in any penny stock, or inducing or attempting to induce the purchase or sale of any penny stock.

Any reapplication for association by the Respondent will be subject to the applicable laws and regulations governing the reentry process, and reentry may be conditioned upon a number of factors, including, but not limited to, the satisfaction of any or all of the following: (a) any disgorgement ordered against the Respondent, whether or not the Commission has fully or partially waived payment of such disgorgement; (b) any arbitration award related to the conduct that served as the basis for the Commission order; (c) any self-regulatory organization arbitration award to a customer, whether or not related to the conduct that served as the basis for the Commission order; and (d) any restitution order by a self-regulatory organization, whether or not related to the conduct that served as the basis for the Commission order.

By the Commission.

Brent J. Fields
Secretary