

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA**

CASE NO. 15-62323-CIV-LENARD/GOODMAN

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

EB5 ASSET MANAGER, LLC, LIN ZHONG, et al,

Defendants and Relief Defendants.

**JOIN MOTION REGARDING TEMPORARY
ASSET FREEZE AND APPOINTMENT OF RECEIVER**

Plaintiff Securities and Exchange Commission (“the Commission”), and Defendants EB-5 Asset Manager, LLC and Lin Zhong and Relief Defendants EB-5 Investments, LLC, Oakland Office Holdings LLC, B.X Wok Construction LLC, US Investment LLC, d/b/a US Investment FL LLC, Top Sun Energy, LLC, Ocean Blvd. Family Limited Partnership, Ltd., B.X Property Management LLC, US1 Real Estate Developments, LLC, and Investor Asset Protection LLC (collectively, “the Parties”), hereby advise the Court that they have reached agreement with respect to the SEC’s Emergency Motion for Asset Freeze (DE: 6) and Emergency Motion for the Appointment of a Receiver (DE: 5) (“Emergency Motions”), and respectfully recommend that the Court enter the attached Stipulated Proposed Orders, and in support thereof, state as follows:

1. Defendant Zhong, in her capacity as the managing member or manager of Defendant EB-5 Asset Manager and Relief Defendants EB-5 Investments, LLC, Oakland Office Holdings LLC, B.X Wok Construction LLC, US Investment LLC, d/b/a US Investment FL LLC, Top Sun Energy, LLC, Ocean Blvd. Family Limited Partnership, Ltd., B.X Property

Jag
11/12/15

Management LLC, US1 Real Estate Developments, LLC, and Investor Asset Protection LLC, with the exception of Relief Defendant Investor Asset Protection, LLC, was served with the Summonses, Complaint, and Emergency Motions in this action, either directly or through counsel.

2. In her capacity as a managing member or manager of these entities, Defendant Zhong joins this Motion on behalf of those Defendants and Relief Defendants.

3. John Heller, in his capacity as the sole managing member of Relief Defendant Investor Asset Protection, LLC, joins this motion on its behalf.

4. Defendants and Relief Defendants admit the Court's jurisdiction over Defendants and Relief Defendants and over the subject matter of this litigation.

5. Without admitting or denying the allegations of the Complaint, (except as to personal and subject matter jurisdiction), Defendants and Relief Defendants stipulate to the appointment of a receiver with all of the rights, powers and duties set forth in the Stipulated Order Appointing Receiver filed herewith. However, Defendants Zhong and U.S. EB-5 recommend the Court appoint Michael Goldberg for the following reasons:

- a. First, Mr. Goldberg has years of experience serving as a Court-appointed Receiver in federal equity receiverships (approximately 20 cases in the Southern and Middle Districts of Florida). There is thus no "learning curve" for Mr. Goldberg, which will directly inure to the benefit of the investors through reduced costs and the efficient administration of the Receivership Estate. The SEC's proposed Receiver, Mr. Angel Cortinas, while certainly possessing a distinguished legal background, has never served as a Receiver.
- b. Second, Mr. Goldberg will bill at a lower hourly rate than Mr. Cortinas, \$375.00 per hour versus \$430.00, respectively, and will utilize lower-paying administrative staff when practical.
- c. Third, Mr. Goldberg's law firm has an attorney that specializes in EB5 investments, as well as several attorneys who speak both Mandarin and Cantonese, thus facilitating communication with the Chinese speaking investors. Moreover, Mr. Goldberg has secured and sold approximately \$200 million in real

JAL
11/12/15

estate, the practical knowledge of which will be critical in this case.

d. Finally, the SEC itself recommended Mr. Goldberg as a potential Receiver in this very case, and thus presumably it would be comfortable with his appointment.

6. The Commission stands by its recommendation of Mr. Cortiñas, who has extensive experience dealing with criminal and civil fraud cases in which receivers were appointed, has overseen the work of several receivers in matters of great complexity both as a lawyer and judge, and has already taken steps to control costs in this matter by securing a discounted rate from a local and well respected forensic accountant. While Mr. Goldberg is also qualified to serve as a receiver, and offered an hourly rate for his work which is comparable to that of Mr. Cortiñas, Mr. Goldberg's overall rates could potentially be higher given the range of rates he provided for other lawyers and staff who will be assigned to work on the case.

7. The Parties therefore jointly move this Court to consider the experience of all the listed candidates and enter the attached Stipulated Order Appointing Receiver, which is attached as Exhibit "A."

8. Without admitting or denying the allegations of the Complaint, (except as to personal and subject matter jurisdiction), Defendants and Relief Defendants stipulate to the entry of an order freezing the assets of Defendants and Relief Defendants for a period of thirty days.

JAL
11/12/15


The Parties therefore jointly move this Court to enter the attached Stipulated Asset Freeze Order attached as Exhibit "B."

Respectfully submitted,

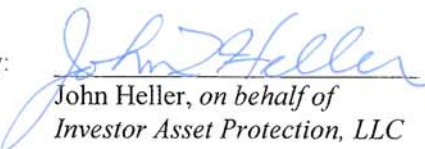
By: s/ Alejandro O. Soto
Attorney for Plaintiff
SECURITIES AND EXCHANGE
COMMISSION
801 Brickell Avenue, Suite 1800
Miami, Florida 33131
Telephone: (305) 982-6313
Facsimile: (305) 536-4154
E-mail: Sotoal@ sec.gov

By: s/ David R. Chase
Attorney for Defendant Zhong and Relief Defendant
EB-5 Investments, LLC
1700 East Las Olas Boulevard
Suite 305
Fort Lauderdale, FL 33301
Phone: (954) 920-7779
Fax: (954) 923-5622
E-Mail: david@davidchaselaw.com

Date: Nov 12, 2015

By: 
Lin Zhong, *on behalf of EB-5 Asset Manager, Oakland Office Holdings LLC, B.X Wok Construction LLC, US Investment LLC, d/b/a US Investment FL LLC, Top Sun Energy, LLC, Ocean Blvd. Family Limited Partnership, Ltd., B.X Property Management LLC, US1 Real Estate Developments, LLC, and Investor Asset Protection LLC*

Date: 11/12/2015

By: 
John Heller, *on behalf of Investor Asset Protection, LLC*, *as Managing Member*

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA**

CASE NO.: 15-cv-62323-JAL

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

**EB5 ASSET MANAGER, LLC, and
LIN ZHONG A/K/A LILY ZHONG**

Defendants, and

**U.S. EB-5 INVESTMENTS LLC,
OAKLAND OFFICE HOLDINGS LLC,
B.X WOK CONSTRUCTION LLC,
US INVESTMENT LLC D/B/A US INVESTMENT FL LLC,
TOP SUN ENERGY LLC,
OCEAN BLVD. FAMILY LIMITED PARTNERSHIP, LTD.,
B.X PROPERTY MANAGEMENT LLC,
US1 REAL ESTATE DEVELOPMENTS, LLC, and
INVESTOR ASSET PROTECTION, LLC**

Relief Defendants.

STIPULATED ORDER APPOINTING RECEIVER

WHEREAS, Plaintiff Securities and Exchange Commission (“the Commission”) has filed an Emergency Motion for the appointment of a Receiver over Defendant EB5 Asset Manager, LLC (the “Defendant”), and U.S. EB-5 Investments LLC, Oakland Office Holdings LLC, B.X Wok Construction LLC, US Investment LLC d/b/a US Investment FL LLC, Top Sun Energy LLC, Ocean Blvd. Family Limited Partnership, Ltd., B.X Property Management LLC, US1 Real Estate Developments, LLC and Investor Asset Protection, LLC (collectively, the “Relief Defendants”), with full and exclusive power, duty and authority to: administer and manage the business affairs, funds, assets, choses in action and any other property of the Defendants and Relief Defendants;

operate as the sole and exclusive managing member or partner of the Defendants and Relief Defendants; maintain sole authority to administer any and all bankruptcy cases in the manner determined to be in the best interests of the estates of EB5 Asset Manager, LLC, U.S. EB-5 Investments LLC, Oakland Office Holdings LLC, B.X Wok Construction LLC, US Investment LLC d/b/a US Investment FL LLC, Top Sun Energy LLC, Ocean Blvd. Family Limited Partnership, Ltd., B.X Property Management LLC, US1 Real Estate Developments, LLC and Investor Asset Protection, LLC; marshal and safeguard all of the assets of the Defendants and Relief Defendants and take whatever actions are necessary for the protection of investors;

WHEREAS, the Commission and Defendants and Relief Defendants thereafter submitted a Joint Motion requesting the appointment of Receiver over Defendant EB-5 Asset Manager, LLC and Relief Defendants U.S. EB-5 Investments LLC, Oakland Office Holdings LLC, B.X Wok Construction LLC, US Investment LLC d/b/a US Investment FL LLC, Top Sun Energy LLC, Ocean Blvd. Family Limited Partnership, Ltd., B.X Property Management LLC, US1 Real Estate Developments, LLC and Investor Asset Protection, LLC, for these same reasons;

WHEREAS, the Commission has submitted the credentials of three candidates to be appointed as Receiver of all of the assets, properties, books and records, and other items of EB5 Asset Manager, LLC, U.S. EB-5 Investments LLC, Oakland Office Holdings LLC, B.X Wok Construction LLC, US Investment LLC d/b/a US Investment FL LLC, Top Sun Energy LLC, Ocean Blvd. Family Limited Partnership, Ltd., B.X Property Management LLC, and US1 Real Estate Developments, LLC, including any properties, assets and other items held in the name of EB5 Asset Manager, LLC, U.S. EB-5 Investments LLC, Oakland Office Holdings LLC, B.X Wok Construction LLC, US Investment LLC d/b/a US Investment FL LLC, Top Sun Energy LLC, Ocean Blvd. Family Limited Partnership, Ltd., B.X Property Management LLC, US1 Real Estate Developments, LLC and Investor Asset Protection, LLC, has advised the Court that these

candidates are prepared to assume this responsibility if so ordered by the Court, and has recommended that the Court appoint Angel A. Cortiñas as Receiver over Defendant EB-5 Asset Manager and Relief Defendants;

WHEREAS, Defendants and Relief Defendants have consented to the appointment of a Receiver, but recommend the appointment of Michael Goldberg as Receiver;

NOW, THEREFORE, IT IS ORDERED AND ADJUDGED that the Parties' Joint Motion for the Appointment of a Receiver is **GRANTED**, and the Commission's Emergency Motion for the Appointment of a Receiver is **DENIED** as **MOOT**;

IT IS FURTHER ORDERED AND ADJUDGED that _____ is hereby appointed the Receiver over EB5 Asset Manager, LLC, U.S. EB-5 Investments LLC, Oakland Office Holdings LLC, B.X Wok Construction LLC, US Investment LLC d/b/a US Investment FL LLC, Top Sun Energy LLC, Ocean Blvd. Family Limited Partnership, Ltd., B.X Property Management LLC, US1 Real Estate Developments, LLC and Investor Asset Protection, LLC and each of their subsidiaries, successors and assigns, and is hereby authorized, empowered, and directed to:¹

1. Take immediate possession of all property, assets and estates of every kind of the Defendants and Relief Defendants whatsoever and wheresoever located, including but not limited to all offices maintained by the Defendants and Relief Defendants' rights of action, books, papers, data processing records, evidences of debt, bank accounts, savings accounts, certificates of deposit, stocks, bonds, debentures and other securities, mortgages, furniture, fixtures, office supplies and equipment, and all real property of the Defendants and Relief Defendants, wherever situated, and

¹ The Court's appointment of a Receiver for U.S. EB-5 Investment, LLC will serve to terminate the legal representation of that entity by the Law Firm of David R. Chase, P.A., and will relieve the firm of any further obligations to it in this action.

to administer such assets as is required in order to comply with the directions contained in this Order, and to hold all other assets pending further order of this Court;

2. Permit Defendant Zhong to (1) reside in the residence located at 2624 South Ocean Boulevard, Highland Beach Florida for a period of thirty days from the date of this Order,² and (2) maintain possession of and drive the 2015 Ford Explorer, VIN# 1FM5K8D87FGA01382, for a period of thirty (30) days from the date of this Order;³

3. Investigate the manner in which the affairs of the Defendants and Relief Defendants were conducted and institute such actions and legal proceedings, for the benefit and on behalf of the Defendants and Relief Defendants and their investors and other creditors as the Receiver deems necessary against those individuals, corporations, partnerships, associations and/or unincorporated organizations which the Receiver may claim have wrongfully, illegally or otherwise improperly misappropriated or transferred money or other proceeds directly or indirectly traceable from investors in EB5 Asset Manager, LLC, U.S. EB-5 Investments LLC, Oakland Office Holdings LLC, B.X Wok Construction LLC, US Investment LLC d/b/a US Investment FL LLC, Top Sun Energy LLC, Ocean Blvd. Family Limited Partnership, Ltd., B.X Property Management LLC, US1 Real Estate Developments, LLC and Investor Asset Protection, LLC, their officers, directors, employees, affiliates, subsidiaries, or any persons acting in concert or participation with them, or against any transfers of money or other proceeds directly or indirectly traceable from investors in EB5 Asset Manager, LLC, U.S. EB-5 Investments LLC,

² Defendant Zhong will be responsible for the normal and typical costs associated with reasonable maintenance and upkeep of the Highland Beach residence during the time she resides in the Highland Beach residence following the date of this Order. Absent further Order of this Court, Defendant Zhong must transfer possession of the Highland Beach residence to the appointed Receiver at the expiration of this thirty day period.

³ Defendant Zhong must maintain and pay for automobile insurance coverage required by Florida law during this thirty day period. If Defendant Zhong is unable to provide the Receiver evidence of such insurance within 24 hours of his request, Zhong will immediately transfer possession of the Ford Explorer to the Receiver. Absent further Order of this Court, Defendant Zhong must transfer possession of the Ford Explorer to the appointed Receiver at the expiration of this thirty day period.

Oakland Office Holdings LLC, B.X Wok Construction LLC, US Investment LLC d/b/a US Investment FL LLC, Top Sun Energy LLC, Ocean Blvd. Family Limited Partnership, Ltd., B.X Property Management LLC, US1 Real Estate Developments, LLC and Investor Asset Protection, LLC; provided such actions may include, but not be limited to, seeking imposition of constructive trusts, disgorgement of profits, recovery and/or avoidance of fraudulent transfers, rescission and restitution, the collection of debts, and such orders from this Court as may be necessary to enforce this Order;

4. Present to this Court a report reflecting the existence and value of the assets of the Defendants and Relief Defendants and of the extent of liabilities, both those claimed to exist by others and those the Receiver believes to be legal obligations of the Defendants and Relief Defendants;

5. Appoint one or more special agents, employ legal counsel, actuaries, accountants, clerks, consultants and assistants as the Receiver deems necessary and to fix and pay their reasonable compensation and reasonable expenses, as well as all reasonable expenses of taking possession of the assets and business of the Defendants and Relief Defendants and exercising the power granted by this Order, subject to approval by this Court;

5. Engage persons in the Receiver's discretion to assist the Receiver in carrying out the Receiver's duties and responsibilities, including, but not limited to, the United States Marshal's Service, accountants, or a private security firm;

6. Defend, compromise or settle legal actions, including the instant proceeding, in which EB5 Asset Manager, LLC, U.S. EB-5 Investments LLC, Oakland Office Holdings LLC, B.X Wok Construction LLC, US Investment LLC d/b/a US Investment FL LLC, Top Sun Energy LLC, Ocean Blvd. Family Limited Partnership, Ltd., B.X Property Management LLC, US1 Real Estate Developments, LLC and Investor Asset Protection, LLC, or the Receiver are a

party, commenced either prior to or subsequent to this Order, with authorization of this Court; except, however, in actions where EB5 Asset Manager, LLC, U.S. EB-5 Investments LLC, Oakland Office Holdings LLC, B.X Wok Construction LLC, US Investment LLC d/b/a US Investment FL LLC, Top Sun Energy LLC, Ocean Blvd. Family Limited Partnership, Ltd., B.X Property Management LLC, US1 Real Estate Developments, LLC and Investor Asset Protection, LLC is a nominal party, as in certain foreclosure actions where the action does not effect a claim against or adversely affect the assets of EB5 Asset Manager, LLC, U.S. EB-5 Investments LLC, Oakland Office Holdings LLC, B.X Wok Construction LLC, US Investment LLC d/b/a US Investment FL LLC, Top Sun Energy LLC, Ocean Blvd. Family Limited Partnership, Ltd., B.X Property Management LLC, US1 Real Estate Developments, LLC and Investor Asset Protection, LLC, the Receiver may file appropriate pleadings at the Receiver's discretion. The Receiver may waive any attorney-client or other privilege held by EB5 Asset Manager, LLC, U.S. EB-5 Investments LLC, Oakland Office Holdings LLC, B.X Wok Construction LLC, US Investment LLC d/b/a US Investment FL LLC, Top Sun Energy LLC, Ocean Blvd. Family Limited Partnership, Ltd., B.X Property Management LLC, US1 Real Estate Developments, LLC and Investor Asset Protection, LLC;

7. Assume control of, and be named as authorized signatory for, all accounts at any bank, brokerage firm or financial institution which has possession, custody or control of any assets or funds, wherever situated, of EB5 Asset Manager, LLC, U.S. EB-5 Investments LLC, Oakland Office Holdings LLC, B.X Wok Construction LLC, US Investment LLC d/b/a US Investment FL LLC, Top Sun Energy LLC, Ocean Blvd. Family Limited Partnership, Ltd., B.X Property Management LLC, US1 Real Estate Developments, LLC and Investor Asset Protection, LLC and, upon, order of this Court, of any of their subsidiaries or affiliates, provided that the Receiver deems it necessary;

8. Make or authorize such payments and disbursements from the funds and assets taken into control, or thereafter received by the Receiver, and incur, or authorize the incurrence of, such expenses and make, or authorize the making of, such agreements as may be reasonable, necessary, and advisable in discharging the Receiver's duties;

9. Have access to and review all mail of EB5 Asset Manager, LLC, U.S. EB-5 Investments LLC, Oakland Office Holdings LLC, B.X Wok Construction LLC, US Investment LLC d/b/a US Investment FL LLC, Top Sun Energy LLC, Ocean Blvd. Family Limited Partnership, Ltd., B.X Property Management LLC, US1 Real Estate Developments, LLC and Investor Asset Protection, LLC (except for mail that appears on its face to be purely personal or attorney-client privileged) received at any office or address of EB5 Asset Manager, LLC, U.S. EB-5 Investments LLC, Oakland Office Holdings LLC, B.X Wok Construction LLC, US Investment LLC d/b/a US Investment FL LLC, Top Sun Energy LLC, Ocean Blvd. Family Limited Partnership, Ltd., B.X Property Management LLC, US1 Real Estate Developments, LLC and Investor Asset Protection, LLC.

IT IS FURTHER ORDERED AND ADJUDGED that, in connection with the appointment of the Receiver provided for above:

10. EB5 Asset Manager, LLC, U.S. EB-5 Investments LLC, Oakland Office Holdings LLC, B.X Wok Construction LLC, US Investment LLC d/b/a US Investment FL LLC, Top Sun Energy LLC, Ocean Blvd. Family Limited Partnership, Ltd., B.X Property Management LLC, US1 Real Estate Developments, LLC and Investor Asset Protection, LLC, and all of their directors, officers, agents, employees, attorneys, attorneys-in-fact, shareholders, and other persons who are in custody, possession, or control of any assets, books, records, or other property of the Defendants and Relief Defendants shall deliver forthwith upon demand such property, money, books and records to the Receiver, and shall forthwith grant to the Receiver authorization to be a

signatory as to all accounts at banks, brokerage firms or financial institutions which have possession, custody or control of any assets or funds in the name of or for the benefit of the Defendants and Relief Defendants;

11. All banks, brokerage firms, financial institutions, and other business entities which have possession, custody or control of any assets, funds or accounts in the name of, or for the benefit of, EB5 Asset Manager, LLC, U.S. EB-5 Investments LLC, Oakland Office Holdings LLC, B.X Wok Construction LLC, US Investment LLC d/b/a US Investment FL LLC, Top Sun Energy LLC, Ocean Blvd. Family Limited Partnership, Ltd., B.X Property Management LLC, US1 Real Estate Developments, LLC and Investor Asset Protection, LLC or the Defendants shall cooperate expeditiously in the granting of control and authorization as a necessary signatory as to said assets and accounts to the Receiver;

12. Unless authorized by the Receiver, EB5 Asset Manager, LLC, U.S. EB-5 Investments LLC, Oakland Office Holdings LLC, B.X Wok Construction LLC, US Investment LLC d/b/a US Investment FL LLC, Top Sun Energy LLC, Ocean Blvd. Family Limited Partnership, Ltd., B.X Property Management LLC, US1 Real Estate Developments, LLC and Investor Asset Protection, LLC, and their principals shall take no action, nor purport to take any action, in the name of or on behalf of the Defendants and Relief Defendants;

13. EB5 Asset Manager, LLC, U.S. EB-5 Investments LLC, Oakland Office Holdings LLC, B.X Wok Construction LLC, US Investment LLC d/b/a US Investment FL LLC, Top Sun Energy LLC, Ocean Blvd. Family Limited Partnership, Ltd., B.X Property Management LLC, US1 Real Estate Developments, LLC and Investor Asset Protection, LLC, their principals, and their respective officers, agents, employees, attorneys, and attorneys-in-fact, shall cooperate with and assist the Receiver, including, if deemed necessary by the Receiver, appearing for deposition testimony upon two days' notice (by facsimile), and producing documents upon two days' notice,

while the Commission's request for an asset freeze is pending. EB5 Asset Manager, LLC, U.S. EB-5 Investments LLC, Oakland Office Holdings LLC, B.X Wok Construction LLC, US Investment LLC d/b/a US Investment FL LLC, Top Sun Energy LLC, Ocean Blvd. Family Limited Partnership, Ltd., B.X Property Management LLC, US1 Real Estate Developments, LLC and Investor Asset Protection, LLC and their principals and respective officers, agents, employees, attorneys, and attorneys-in-fact shall take no action, directly or indirectly, to hinder, obstruct, or otherwise interfere with the Receiver in the conduct of the Receiver's duties or to interfere in any manner, directly or indirectly, with the custody, possession, management, or control by the Receiver of the funds, assets, premises, and choses in action described above;

14. The Receiver, and any counsel whom the Receiver may select, are entitled to reasonable compensation from the assets now held by or in the possession or control of or which may be received by EB5 Asset Manager, LLC, U.S. EB-5 Investments LLC, Oakland Office Holdings LLC, B.X Wok Construction LLC, US Investment LLC d/b/a US Investment FL LLC, Top Sun Energy LLC, Ocean Blvd. Family Limited Partnership, Ltd., B.X Property Management LLC, US1 Real Estate Developments, LLC and Investor Asset Protection, LLC; said amount or amounts of compensation shall be commensurate with their duties and obligations under the circumstances, subject to approval of the Court;

15. During the period of this receivership, all persons, including creditors, banks, investors, or others, with actual notice of this Order, are enjoined from filing a petition for relief under the United States Bankruptcy Code without prior permission from this Court, or from in any way disturbing the assets or proceeds of the receivership or from prosecuting any actions or proceedings which involve the Receiver or which affect the property of EB5 Asset Manager, LLC, U.S. EB-5 Investments LLC, Oakland Office Holdings LLC, B.X Wok Construction LLC, US Investment LLC d/b/a US Investment FL LLC, Top Sun Energy LLC, Ocean Blvd. Family

Limited Partnership, Ltd., B.X Property Management LLC, US1 Real Estate Developments, LLC and Investor Asset Protection, LLC;

16. The Receiver is fully authorized to proceed with any filing the Receiver may deem appropriate under the Bankruptcy Code as to EB5 Asset Manager, LLC, U.S. EB-5 Investments LLC, Oakland Office Holdings LLC, B.X Wok Construction LLC, US Investment LLC d/b/a US Investment FL LLC, Top Sun Energy LLC, Ocean Blvd. Family Limited Partnership, Ltd., B.X Property Management LLC, US1 Real Estate Developments, LLC and Investor Asset Protection, LLC;

17. Title to all property, real or personal, all contracts, rights of action and all books and records of the Defendants and Relief Defendants and their principals, wherever located within or without this state, is vested by operation of law in the Receiver;

18. Upon request by the Receiver, any company providing telephone services to EB5 Asset Manager, LLC, U.S. EB-5 Investments LLC, Oakland Office Holdings LLC, B.X Wok Construction LLC, US Investment LLC d/b/a US Investment FL LLC, Top Sun Energy LLC, Ocean Blvd. Family Limited Partnership, Ltd., B.X Property Management LLC, US1 Real Estate Developments, LLC and Investor Asset Protection, LLC shall provide a reference of calls from any number presently assigned to the Defendants and Relief Defendants to any such number designated by the Receiver or perform any other changes necessary to the conduct of the receivership;

19. Any entity furnishing water, electric, telephone, sewage, garbage or trash removal services to EB5 Asset Manager, LLC, U.S. EB-5 Investments LLC, Oakland Office Holdings LLC, B.X Wok Construction LLC, US Investment LLC d/b/a US Investment FL LLC, Top Sun Energy LLC, Ocean Blvd. Family Limited Partnership, Ltd., B.X Property Management LLC, US1 Real Estate Developments, LLC and Investor Asset Protection, LLC shall maintain such

service and transfer any such accounts to the Receiver unless instructed to the contrary by the Receiver;

20. The United States Postal Service is directed to provide any information requested by the Receiver regarding EB5 Asset Manager, LLC, U.S. EB-5 Investments LLC, Oakland Office Holdings LLC, B.X Wok Construction LLC, US Investment LLC d/b/a US Investment FL LLC, Top Sun Energy LLC, Ocean Blvd. Family Limited Partnership, Ltd., B.X Property Management LLC, US1 Real Estate Developments, LLC and Investor Asset Protection, LLC and to handle future deliveries of the mail of EB5 Asset Manager, LLC, U.S. EB-5 Investments LLC, Oakland Office Holdings LLC, B.X Wok Construction LLC, US Investment LLC d/b/a US Investment FL LLC, Top Sun Energy LLC, Ocean Blvd. Family Limited Partnership, Ltd., B.X Property Management LLC, US1 Real Estate Developments, LLC and Investor Asset Protection, LLC as directed by the Receiver;

21. No bank, savings and loan association, other financial institution, or any other person or entity shall exercise any form of set-off, alleged set-off, lien, or any form of self-help whatsoever, or refuse to transfer any funds or assets to the Receiver's control without the permission of this Court;

22. No bond shall be required in connection with the appointment of the Receiver. Except for an act of gross negligence or greater, the Receiver shall not be liable for any loss or damage incurred by EB5 Asset Manager, LLC, U.S. EB-5 Investments LLC, Oakland Office Holdings LLC, B.X Wok Construction LLC, US Investment LLC d/b/a US Investment FL LLC, Top Sun Energy LLC, Ocean Blvd. Family Limited Partnership, Ltd., B.X Property Management LLC, US1 Real Estate Developments, LLC and Investor Asset Protection, LLC, or by the Receiver's officers, agents or employees, or any other person, by reason of any act performed or

omitted to be performed by the Receiver in connection with the discharge of the Receiver's duties and responsibilities;

23. Service of this Order shall be sufficient if made upon EB5 Asset Manager, LLC, U.S. EB-5 Investments LLC, Oakland Office Holdings LLC, B.X Wok Construction LLC, US Investment LLC d/b/a US Investment FL LLC, Top Sun Energy LLC, Ocean Blvd. Family Limited Partnership, Ltd., B.X Property Management LLC, US1 Real Estate Developments, LLC and Investor Asset Protection, LLC and their principals by facsimile or overnight courier;

24. In the event the Receiver discovers that funds of persons who have invested in EB5 Asset Manager, LLC, U.S. EB-5 Investments LLC, Oakland Office Holdings LLC, B.X Wok Construction LLC, US Investment LLC d/b/a US Investment FL LLC, Top Sun Energy LLC, Ocean Blvd. Family Limited Partnership, Ltd., B.X Property Management LLC, US1 Real Estate Developments, LLC and Investor Asset Protection, LLC or have been transferred to other persons or entities, the Receiver shall apply to this Court for an Order giving the Receiver possession of such funds and, if the Receiver deems it advisable, extending this receivership over any person or entity holding such investor funds;

25. This Court shall retain jurisdiction of this matter for all purposes.

26. The Receiver shall file applications with this Court for fees and costs for himself and any counsel or other professionals he retains on a quarterly basis. The applications shall include itemized and detailed bills for all fees sought, and receipts or other appropriate documentation for all expenses and costs sought. Simultaneously with filing the fee applications, the Receiver shall file a quarterly report with the Court detailing actions taken and results achieved in the previous quarter. At least 10 days before filing any fee application with the Court, the Receiver shall submit a draft of the application for review to the Securities and Exchange Commission.

IT IS FURTHER ORDERED AND ADJUDGED that the Court has jurisdiction to determine the effect of any bankruptcy proceeding may have on this matter.

IT IS FURTHER ORDERED AND ADJUDGED that the automatic stay provisions of 11 U.S.C. § 362(a) do not apply to this matter and the equitable relief requested by the Commission.

IT IS FURTHER ORDERED AND ADJUDGED that the Receiver is authorized, solely and exclusively, to operate and manage the businesses and financial affairs of Defendants EB5 Asset Manager, LLC, and Relief Defendants U.S. EB-5 Investments LLC, Oakland Office Holdings LLC, B.X Wok Construction LLC, US Investment LLC d/b/a US Investment FL LLC, Top Sun Energy LLC, Ocean Blvd. Family Limited Partnership, Ltd., B.X Property Management LLC, US1 Real Estate Developments, LLC and Investor Asset Protection, LLC, and the Receiver Estate.

IT IS FURTHER ORDERED AND ADJUDGED that the Receiver shall succeed to all rights and powers of managing member and/or managing partner of EB5 Asset Manager, LLC, U.S. EB-5 Investments LLC, Oakland Office Holdings LLC, B.X Wok Construction LLC, US Investment LLC d/b/a US Investment FL LLC, Top Sun Energy LLC, Ocean Blvd. Family Limited Partnership, Ltd., B.X Property Management LLC, US1 Real Estate Developments, LLC and Investor Asset Protection, LLC and shall have the sole and exclusive right and authority to take all actions necessary in such capacity, including, but not limited to, filing bankruptcy petitions on behalf of EB5 Asset Manager, LLC, U.S. EB-5 Investments LLC, Oakland Office Holdings LLC, B.X Wok Construction LLC, US Investment LLC d/b/a US Investment FL LLC, Top Sun Energy LLC, Ocean Blvd. Family Limited Partnership, Ltd., B.X

Property Management LLC, US1 Real Estate Developments, LLC and Investor Asset Protection, LLC and to act as debtor-in-possession, subject to further order of the Bankruptcy Court.

DONE AND ORDERED this ____ day of _____, 2015, at Miami, Florida.

JOAN A. LENARD
UNITED STATES DISTRICT JUDGE

Copies to:
Alejandro O. Soto, Esq.
Counsel for Securities and Exchange Commission

David R. Chase, Esq.
*Counsel for Defendant Lin Zhong
and Relief Defendant U.S. EB-5 Investment, LLC*

John Heller
Managing Member, Investor Asset Protection, LLC

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA**

CASE NO.: 15-cv-62323-JAL

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

**U.S. EB-5 INVESTMENTS LLC,
EB5 ASSET MANAGER, LLC, and
LIN ZHONG A/K/A LILY ZHONG**

Defendants, and

**OAKLAND OFFICE HOLDINGS LLC,
B.X WOK CONSTRUCTION LLC,
US INVESTMENT LLC D/B/A US INVESTMENT FL LLC,
TOP SUN ENERGY LLC,
OCEAN BLVD. FAMILY LIMITED PARTNERSHIP, LTD.,
B.X PROPERTY MANAGEMENT LLC, and
US1 REAL ESTATE DEVELOPMENTS, LLC,**

Relief Defendants.

STIPULATED ASSET FREEZE ORDER

This cause comes before the Court upon a Joint Motion by Plaintiff Securities and Exchange Commission and Defendants EB5 Asset Manager, LLC, and Lin Zhong a/k/a Lily Zhong (collectively, the “Defendants”) and Relief Defendants U.S. EB-5 Investments LLC, Oakland Office Holdings LLC, B.X Wok Construction LLC, US Investment LLC d/b/a US Investment FL LLC, Top Sun Energy LLC, Ocean Blvd. Family Limited Partnership, Ltd., B.X Property Management LLC, US1 Real Estate Developments, LLC, and Investor Asset Protection, LLC (collectively “Relief Defendants”) with respect to:

- 1) an Order Freezing Defendants’ and Relief Defendants’ Assets for thirty (30) days;

and

- 2) an Order to Show Cause Why the Court Should Not Issue A Continuing Asset Freeze.

The Court has considered the Commission's Complaint, its Emergency Motion for Asset Freeze and Other Emergency Relief, its Supporting Memorandum of Law, and the declarations and exhibits filed in support of its motion, and the parties' Joint Motion Regarding Temporary Asset Freeze and Appointment of Receiver. Accordingly:

IT IS ORDERED AND ADJUDGED that the Joint Motion for a Temporary Asset Freeze is **GRANTED**, and the Commission's Emergency Motion for Asset Freeze is **DENIED** as **MOOT**, and the Court also orders as follows:

I.

ASSET FREEZE

IT IS FURTHER ORDERED AND ADJUDGED that:

A. Defendants EB5 Asset Manager, LLC and Lin Zhong a/k/a Lily Zhong, and Relief Defendants U.S. EB-5 Investment, LLC, Oakland Office Holdings LLC, B.X Wok Construction LLC, US Investment LLC d/b/a US Investment FL LLC, Top Sun Energy LLC, Ocean Blvd. Family Limited Partnership, Ltd., B.X Property Management LLC, US1 Real Estate Developments, LLC, Investor Asset Protection, LLC, their directors, officers, agents, servants, employees, attorneys, depositories, banks, and those persons in active concert or participation with any one or more of them, and each of them, who receive notice of this order by personal service, mail, facsimile transmission or otherwise, except any Receiver this Court appoints, be and hereby are, for a period of thirty (30) days from the date of this Order, restrained from, directly or indirectly, transferring, setting off, receiving, changing, selling, pledging, assigning, liquidating or otherwise disposing of, or withdrawing any assets or property, including but not

limited to cash, free credit balances, fully paid for securities, and, and/or property pledged or hypothecated as collateral for loans, or charging upon or drawing from any lines of credit, owned by, controlled by, or in the possession of:

1. U.S. EB-5 Investments LLC;
2. EB5 Asset Manager, LLC;
3. Lin Zhong a/k/a Lily Zhong;
4. Oakland Office Holdings LLC;
5. B.X Wok Construction LLC;
6. US Investment LLC d/b/a US Investment FL LLC;
7. Top Sun Energy LLC;
8. Ocean Blvd. Family Limited Partnership, Ltd.;
9. B.X Property Management LLC,
10. US1 Real Estate Developments, LLC; and
11. Investor Asset Protection, LLC.

B. Any financial or brokerage institution or other person or entity located within the jurisdiction of the United States Courts and holding any such funds or other assets, in the name, for the benefit or under the control of the U.S. EB-5 Investments LLC, EB5 Asset Manager, LLC, and Lin Zhong a/k/a Lily Zhong, or Oakland Office Holdings LLC, B.X Wok Construction LLC, US Investment LLC d/b/a US Investment FL LLC, Top Sun Energy LLC, Ocean Blvd. Family Limited Partnership, Ltd., B.X Property Management LLC, US1 Real Estate Developments, LLC, and Investor Asset Protection, LLC, directly or indirectly, held jointly or singly, and which receives actual notice of this order by personal service, facsimile, or otherwise, shall, for a period of thirty (30) days from the date of this Order, hold and retain within its

control and prohibit the withdrawal, removal, transfer, disposition, pledge, encumbrance, assignment, set off, sale, liquidation, dissipation, concealment, or other disposal of any such funds or other assets.

IT IS FURTHER ORDERED AND ADJUDGED that Bank of America may release funds frozen by this Stipulated Order in the amount of \$3,300 from account number XXXX-XXXX-8219 held in the name of Lin Zhong to Lin Zhong to cover reasonable and necessary living expenses for the thirty (30) day period commencing on the date of this Order. Defendant Zhong may move this Court for additional reasonable and necessary living expenses at the Show Cause Hearing set forth below.

IT IS FURTHER ORDERED AND ADJUDGED the Law Firm of David R. Chase, P.A., legal counsel for Defendant Zhong, is entitled to receive, and has earned, \$30,000 in legal fees previously paid by Defendant Zhong prior to the date of this Order, and may claim, without prejudice, entitlement of up to an additional \$7,500 in legal fees for representation to be provided to Defendant Zhong from the date of this Order until the date of the Show Cause Hearing set forth below. Defendant Zhong, through her legal counsel, may move this Court for the release of additional funds either at the Show Cause Hearing, or thereafter, to pay for legal services rendered for the time period both prior and subsequent to the Show Cause Hearing.

IT IS FURTHER ORDERED AND ADJUDGED that the Court has jurisdiction to determine the effect of any bankruptcy proceeding may have on this matter.

IT IS FURTHER ORDERED AND ADJUDGED that the automatic stay provisions of 11 U.S.C. § 362(a) do not apply to this matter and the asset freeze requested by the Commission.

SHOW CAUSE HEARING

IT IS ORDERED AND ADJUDGED that the Defendants and Relief Defendant show cause, if any, before the Honorable _____ of this Court, at _____ o'clock __.m., on the _____ day of _____, 2015, in Courtroom _____ of the United States Courthouse, _____, Florida, or as soon thereafter as the matter can be heard, why the Court Should Not Enter a Continuing Asset Freeze Order as to Defendants U.S. EB-5 Investments LLC, EB5 Asset Manager, LLC, and Lin Zhong a/k/a Lily Zhong, and Relief Defendant Oakland Office Holdings LLC, B.X Wok Construction LLC, US Investment LLC d/b/a US Investment FL LLC, Top Sun Energy LLC, Ocean Blvd. Family Limited Partnership, Ltd., B.X Property Management LLC, US1 Real Estate Developments, LLC, and Investor Asset Protection, as requested by the Commission.

VI.

RETENTION OF JURISDICTION

IT IS FURTHER ORDERED AND ADJUDGED that this Court shall retain jurisdiction over this matter and the Defendants and Relief Defendants in order to implement and carry out the terms of all Orders and Decrees that may be entered and/or to entertain any suitable application

or motion for additional relief within the jurisdiction of this Court, and will order other relief that this Court deems appropriate under the circumstances.

DONE AND ORDERED this ____ day of _____, 2015, at Miami, Florida.

JOAN A. LENARD
UNITED STATES DISTRICT JUDGE

Copies to:
Alejandro O. Soto, Esq.
Counsel for Securities and Exchange Commission

David R. Chase, Esq.
*Counsel for Defendant Lin Zhong
and Relief Defendant U.S. EB-5 Investment, LLC*

John Heller
Managing Member, Investor Asset Protection, LLC