



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
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WASHINGTON, DC 20549

DECEMBER 14, 2016

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DIVISION OF
ENFORCEMENT

OFFICE OF
DISTRIBUTIONS

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In the Matter of Focus Media Holding Limited and Jason Jiang
Administrative Proceeding File No. 3-16852; Action No. NY-8701-B

I. BACKGROUND

The staff of the Securities and Exchange Commission is soliciting distribution cost proposals from potential candidates who may be interested in serving as the fund administrator to oversee the distribution of funds to be paid by Respondents in the above-referenced matter.

Focus Media is a Cayman Islands advertising corporation headquartered in Hong Kong, with substantially all of its business operations located in mainland China. During the relevant time period, Focus Media's common stock was registered with the Commission pursuant to Section 12(b) of the Securities and Exchange Act of 1934 ("Exchange Act"), and its American Depositary Shares traded on the Nasdaq Global Market. Jason Jiang, a citizen of Singapore, was the founder of Focus Media, has been the Chairman of the board of directors of Focus Media since its founding, and, during the relevant time period, was CEO of Focus Media (collectively, "Respondents").

The Commission's allegations against the Respondents are described in the Order Instituting Cease-and-Desist Proceedings Pursuant to Section 8A of the Securities Act of 1933 ("Securities Act") and Section 21C of the Exchange Act, Making Findings, and Imposing a Cease-and-Desist Order. *Attached hereto as Attachment A.* The Order alleged that the Respondents negligently failed to disclose accurate information concerning Focus Media's partial sale of securities in its wholly owned-subsidary Allyes Online Media Holdings Ltd ("Allyes") to certain insiders at a favorable price, months before both the insiders and Focus media sold their interest in Allyes to a private equity firm at nearly six times the price they had paid. As a result, the Commission charged Respondents with violating Section 17(a)(2) of the Securities Act and Section 13(b)(2)(A) of the Exchange Act.

Respondents were ordered, pursuant to Section 8A of the Securities Act, to cease and desist from committing or causing any violations or future violations of Sections 17(a)(2) of the Securities Act. Respondents were further ordered, pursuant to Section 21C of the Exchange Act, to cease and desist from committing or causing any violations or future violations of Section 13(b)(2)(A) of the Exchange Act.

As a result of the violations, a civil penalty was ordered from Focus Media in the amount of \$34,600,000.00. Jiang was ordered to pay a civil penalty of \$9,690,000.00, disgorgement of \$9,690,000.00, and prejudgment

interest of \$1,647,865.43. The Respondents consented to the Order which was issued on September 30, 2015. The Order created a Fair Fund (the “Fund”) pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002 for distribution of the amounts ordered.

II. FUND ADMINISTRATOR/DISTRIBUTION AGENT REQUIREMENTS—SCOPE OF WORK:

SPECIFIC TASKS DEFINED

- 1. Develop a Distribution Plan:** The fund administrator/distribution agent is required to draft a distribution plan in accordance with relevant Commission or court orders, applicable laws, regulations, policies and procedures.
- 2. Distribution Fund Administration:** The fund administrator/distribution agent will account to the SEC staff for all monies in the Distribution Fund, including all distribution payments made by check or ACH wire transfer. An administrator bond may be required per Commission rule or court order. The cost of the bond may be reimbursed as a distribution expense.
- 3. Identification and Notification:** If required by the distribution plan, the fund administrator/distribution agent will identify and notify eligible investors. This may include a notice and claims process to determine potentially eligible investors.
- 4. Investor Support Services:** The fund administrator/distribution agent shall maintain support services to assist potentially eligible injured investors in obtaining information relating to the Distribution Fund (investor eligibility and fund distribution), and requirements for participation in the distribution. This may include creation, development, and hosting of a website and the establishing of a toll-free call center to answer questions.
- 5. Finalized Proposed Distribution List:** The fund administrator/distribution agent shall prepare a finalized proposed distribution list of eligible investors.
- 6. Distribution:** In accordance with the distribution plan, the fund administrator/distribution agent will disburse the Distribution Fund to eligible injured investors upon written authorization from the SEC or the court, as applicable.
- 7. Document Retention:** The distribution agent will retain distribution records for a six-year period from the date of submission of the final fund accounting by the distribution agent.

III. PREPARATION INSTRUCTIONS:

Distribution Cost Proposals shall consist of the following Volumes, subject to page limitations as noted below. All Volumes shall be clearly marked and separated into individual documents. A page is considered to be one side of a single sheet of 8 ½” x 11” paper, single spaced, using not smaller than 11 point type font, and having margins at the top, bottom and sides of the page of no less than one inch. Cover pages, table of context, and other index pages do not count towards page limitations. Documents should be submitted via email in Microsoft Word or PDF format.

Section 1: Technical and Management Approach (not to exceed 2- 3 pages in length)

Technical and Management Approach: The fund administrator/distribution agent candidate must effectively demonstrate a knowledge, understanding, and technical ability to successfully perform the requirements of the SOW. The candidate’s technical approach should include the following: 1) discussion of the background, objectives, and work requirements of the SOW; 2) discussion of proposed methods and techniques for completing each task; and 3) discussion of any anticipated major difficulties and problem areas, along with potential recommended approaches for their resolution.

The Candidate's general management approach should include a plan for performing the SOW that clearly describes project personnel and responsibilities, any proposed subcontracting arrangements, communication and coordination plans, schedules of tasks and subtasks, and meetings. The candidate must include a timeline for the expected completion of the Distribution, which includes all variables and assumptions utilized to determine the timeframe of the project.

The fund administrator/distribution agent may choose to include resumes or CV of key personnel in this volume. Each resume should be limited to (2) pages, and does not count towards the page limit of this volume.

Section 2: Cost Proposal (no page limit) The cost proposal volume should contain your best estimate of the total cost necessary to administer and distribute the Fund, with an itemized description of the component costs. All costs must be broken down to a per unit rate or hourly rate. Any elements of cost that are listed without a per unit rate or hourly rate will be considered a fixed rate (this does not include expenses such as publications, postage fees, etc). Cost proposal should include an explanation of the methodology potential fund administrators utilized to determine their estimated number of claimants. **Attachment C- Cost Proposal Template** is provided as the format to be used for your cost volume. Cost data is not to be included in any other volume of the proposal.

Conflicts and Background Information Form: the completed **Attachment B- Conflicts and Background Information Form** is required to be completed and submitted with your written proposal.

IV. SELECTION FACTORS:

Submissions in response to this Distribution Cost Proposal will be reviewed based upon the following selection factors. Proposals will be evaluated based on "Best Value" to the distribution fund and the SEC, with all technical and other non-price factors considered more important than price. However, the importance of price among proposals will increase when the technical merits of submitted proposals are generally equivalent.

- A. Technical/Management Approach and Understanding** – This criterion refers to the degree to which the proposed fund administrator/distribution agent effectively demonstrates the knowledge, understanding, and technical ability to successfully perform the work of the distribution and the demonstrated effectiveness of the proposed fund administrator's general management approach to all requirements of the Distribution Cost Proposal.
- B. Price Factors** - The following price factors are accorded equal importance: (1) the reasonableness and fairness of the proposed prices and fees; and (2) whether the proposed prices and fees are realistic for the work to be performed.

V. SUBMISSION REQUIREMENTS:

Interested parties shall submit an electronic copy of the distribution cost proposal in Microsoft Word or PDF format no later than 5:00 pm Eastern Standard Time on January 13, 2017 to the Office of Distributions at DistPgmAnalysis@sec.gov with a courtesy copy (Cc) to ENFDistributionsUnit@sec.gov. The e-mail must clearly be marked with the case title in the subject line.

VI. DEADLINES:

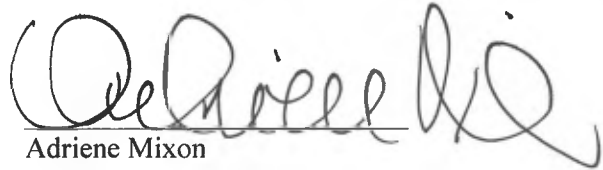
Questions and clarifications regarding this Distribution Cost Proposal must be submitted as a Microsoft Word attachment in numbered format to an email to the Office of Distributions at DistPgmAnalysis@sec.gov no later than 5:00 pm Eastern Standard Time on December 23, 2016. The e-mail's subject line should be: "Questions regarding Distribution Proposal for Focus Media Holding Limited/JasonJiang" (AP File No. 3-16852).

Please respond with your intent to submit a distribution cost proposal no later than 5:00 pm Eastern Standard Time on January 6, 2017

A proposal, including a Conflicts of Interest and Background Information Form and cost Proposal, must be submitted via email in PDF format to the Office of Distributions at DistPgmAnalysis@sec.gov no later than 5:00 pm Eastern Standard Time on January 13, 2017. The e-mail's subject line should be: "Distribution Proposal for Focus Media Holding Limited/Jason Jiang" (AP File No. 3-16852).

LATE SUBMISSIONS WILL NOT BE ACCEPTED.

Thank you for your interest in the SEC's distribution program and please do not hesitate to contact us with any questions.



Adriene Mixon
Assistant Chief Litigation Counsel
Office of Distribution
Division of Enforcement
Securities and Exchange Commission

Attachment A: AP Order

Attachment B: Conflicts and Background Information Form

ADDENDUM TO CONFLICTS OF INTEREST AND BACKGROUND INFORMATION

I am providing the Securities and Exchange Commission (“Commission”) with the following addendum to Conflicts of Interest and Background Information dated _____ concerning _____, [the “Company”], which is being considered for appointment as the Fund Administrator for **Focus Media Holding Limited and Jason Jiang - AP File No. 3-16852**. I agree to supplement this information on behalf of the Company if any of the information herein changes, within thirty days of such change. I agree to provide such other Conflict of Interest information as requested by the Commission or its staff, and to take such steps as reasonably requested by the Commission or its staff in order to mitigate any conflicts that the Commission or its staff determine may exist, in their sole discretion. [Attach additional sheets as necessary.]

Except where otherwise noted, for purposes of the information request below, “you” means you an individual, as well as any spouse or dependents, and separately, any firm, partnership, joint venture, or other business in which you are an officer or director, or in which you have a substantial financial interest.

Except where otherwise noted, this information is requested for any responsive matters existing during the last five years. Also, if during the course of your duties you become aware of responsive information concerning a potential claimant in the matter listed above, you must promptly supplement your response to disclose that information:

1. List all contracts, consulting engagements, employment, service as an officer or director, or other work of any kind you have performed for any respondent in this matter, or any of its parents, subsidiaries, or other affiliates, or any claimant in this matter. Include any responsive matters existing during the last ten years.
2. List any financial interests in or with the respondent, its parents, subsidiaries, or other affiliates, or any claimant in this matter (e.g., stocks, bonds, options, other debt or equity interests, partnerships, retirement plans).
3. List all other personal or professional relationships or interests in or with the respondent, its parents, subsidiaries, or other affiliates, or with any of their officers or directors, or any claimant in this matter, not listed above.
4. List all matters in which you have been retained as a Receiver, Distribution Fund Administrator, Distribution Consultant, or as a subcontractor, agent or other service provider, in connection with any civil action or administrative proceeding by the Commission.
5. List all other prior or existing cases, matters, or proceedings in which the Commission has an interest, in which you have been retained or served as a witness, consultant, or other expert.
6. Identify any disciplinary proceedings, felony criminal indictment or information (or equivalent formal charge) or a misdemeanor criminal information (or equivalent formal charge), civil proceedings or actions against you personally by any Federal, state, local, or foreign entities and the results of those proceedings. Include any responsive matters regardless of when they arose.

7. Identify any actual or potential conflicts of which you are aware, regardless of when they arose, that are not identified or addressed in paragraphs 1 through 5 above, but that may affect the performance of your duties under this appointment.

If you believe any of the information provided in response to these requests is non-public or confidential, you may request confidential treatment by the Commission pursuant to the procedures set forth at 17 C.F.R. §200.83.

Under penalty of perjury, and on behalf of the Company, I declare that I have examined the information given in this statement, and attached hereto, and, to the best of my knowledge and belief, it is true, correct, and complete. I understand that any material misstatements or omissions made by me herein or in any attachments hereto may constitute criminal violations, punishable under 18 U.S.C. § 1001.

By: _____ Date: _____
Signature

Name: _____

Title: _____

On behalf of: _____
Fund Administrator

Focus Media Holding Limited and Jason Jiang
AP File No. 3-16852
Respondent/Defendant Name, Action Number/Case Number

Attachment C: Cost Proposal Template

	UNIT	PRICE
DISTRIBUTION SERVICES		
DEVELOP DISTRIBUTION PLAN*		
Draft distribution plan	JOB/ HR.	\$ _____
Economic analysis	JOB/ HR.	\$ _____
Harm/Loss calculation	JOB/ HR.	\$ _____
Determine pre-judgment interest component	JOB/ HR.	\$ _____
DISTRIBUTION FUND MANAGEMENT		
Account set-up: Open bank account(s) (per matter) (may include deposit account and escrow account.)	JOB	\$ _____
Account maintenance fee: Track cashed and uncashed checks (per matter) accepted and rejected EFTs; Provide information needed by tax administrator to prepare and file tax returns (per matter per return)	YR.	\$ _____
Maintenance of bank data (live on computer)	MO.	\$ _____
DISTRIBUTIONS LIST: CLAIMS PROCESS		
Data entry of potential eligible investor list		
1 to 4,999	EA	\$ _____
5,000 to 9,999	EA	\$ _____
10,000 to 24,999	EA	\$ _____
25,000 to 49,999	EA	\$ _____
50,000 and above	EA	\$ _____
Electronic conversion of potential eligible investor data		
1 to 4,999	EA	\$ _____
5,000 to 9,999	EA	\$ _____
10,000 to 24,999	EA	\$ _____
25,000 to 49,999	EA	\$ _____
50,000 and above	EA	\$ _____
Prepare and mail notification letters, claim forms, deficiency/rejection letters, etc. (per letter) (USPS)		
1 to 4,999	EA	\$ _____
5,000 to 9,999	EA	\$ _____
10,000 to 24,999	EA	\$ _____
25,000 to 49,999	EA	\$ _____
50,000 and above	EA	\$ _____

Prepare and electronically mail notification letters, claim forms, etc. (per email)	EA	\$ _____
Address Searches and mail undeliverable mail for which a current address was found (per letter)		
1 to 4,999	EA	\$ _____
5,000 to 9,999	EA	\$ _____
10,000 to 24,999	EA	\$ _____
25,000 to 49,999	EA	\$ _____
50,000 and above	EA	\$ _____
Contact potentially eligible investors lacking documentation and obtain corrected information		
1 to 4,999	EA	\$ _____
5,000 to 9,999	EA	\$ _____
10,000 to 24,999	EA	\$ _____
25,000 to 49,999	EA	\$ _____
50,000 and above	EA	\$ _____
Respond to investors whose claims will be denied		
1 to 4,999	EA	\$ _____
5,000 to 9,999	EA	\$ _____
10,000 to 24,999	EA	\$ _____
25,000 to 49,999	EA	\$ _____
50,000 and above	EA	\$ _____
Analyze paper claim forms; identify duplicate, unverifiable or fraudulent claims		
1 to 4,999	EA	\$ _____
5,000 to 9,999	EA	\$ _____
10,000 to 24,999	EA	\$ _____
25,000 to 49,999	EA	\$ _____
50,000 and above	EA	\$ _____
Analyze electronic claim forms; identify duplicate, unverifiable, or fraudulent claims		
1 to 4,999	EA	\$ _____
5,000 to 9,999	EA	\$ _____
10,000 to 24,999	EA	\$ _____
25,000 to 49,999	EA	\$ _____
50,000 and above	EA	\$ _____
Scan and sort all mail		
1 to 4,999	EA	\$ _____
5,000 to 9,999	EA	\$ _____
10,000 to 24,999	EA	\$ _____
25,000 to 49,999	EA	\$ _____
50,000 and above	EA	\$ _____

DISTRIBUTIONS LIST: OTHER PROCESS*		
Obtain investor data from appropriate sources; develop economic analysis and methodology for loss calculation and allocation.	JOB/	\$ _____
	HR	\$ _____
OUTREACH TO INTERMEDIARIES		
Identify intermediaries (such as omnibus accounts) where shares are held for potentially eligible investors	EA	\$ _____
Contact intermediaries and request investor records or certifications per plan	EA	\$ _____
Maintain records of responses or certifications of intermediaries	EA	\$ _____
DISTRIBUTION PAYMENT		
Design, order, print and mail checks (USPS)		
1 to 4,999	EA	\$ _____
5,000 to 9,999	EA	\$ _____
10,000 to 24,999	EA	\$ _____
25,000 to 49,999	EA	\$ _____
50,000 and above	EA	\$ _____
Design, order, prepare and implement ACH wire transfer		
1 to 4,999	EA	\$ _____
5,000 to 9,999	EA	\$ _____
10,000 to 24,999	EA	\$ _____
25,000 to 49,999	EA	\$ _____
50,000 and above	EA	\$ _____
Follow up with investors on potentially stale checks		
1 to 4,999	EA	\$ _____
5,000 to 9,999	EA	\$ _____
10,000 to 24,999	EA	\$ _____
25,000 to 49,999	EA	\$ _____
50,000 and above	EA	\$ _____
Mail tax forms to investors, when required (per investor)		
1 to 4,999	EA	\$ _____
5,000 to 9,999	EA	\$ _____
10,000 to 24,999	EA	\$ _____
25,000 to 49,999	EA	\$ _____
50,000 and above	EA	\$ _____
INVESTOR SUPPORT SERVICES		
Support services for incoming telephone calls, emails, and mail (per matter)		
1 to 4,999	EA	\$ _____
5,000 to 9,999	EA	\$ _____
10,000 to 24,999	EA	\$ _____
25,000 to 49,999	EA	\$ _____
50,000 and above	EA	\$ _____

Toll-free call center	MO.	\$ _____
INDEPENDENT THIRD-PARTY REVIEW *		
Review of processes and procedures used to identify potential eligible injured investors, verify losses, determine eligible injured investors, allocate distribution fund, and implement the distribution.*	JOB/	\$ _____
	HR.	\$ _____
ACCOUNTINGS		
Reconcile all accounts	JOB	\$ _____
Prepare and provide quarterly SEC Standard Fund Accounting Report. (per matter)	JOB	\$ _____
Prepare and provide final SEC Standard Fund Accounting Report (close bank/investment accounts; prepare account reconciliations, etc.)	JOB	\$ _____
REPORTING & RECORD KEEPING		
Computer services and data maintenance: Maintain, store, and provide copies of records, including those of all claims filed, if applicable, and whether granted or denied (upon request) - per matter	MO.	\$ _____
Prepare and provide report on actual expenditures of fund administration	JOB	\$ _____
MISCELLANEOUS SERVICES	NSP	Not separately priced, services to be negotiated on an as needed basis.