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**BENJAMIN Y. KAUFMAN, ESQ.**

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March 1, 2022

Office of the Secretary  
United States Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549-1090

Re: Administrative Proceeding File No. 3-20537  
Comment to Proposed Plan of Distribution

To Whom It May Concern:

Wolf Haldenstein Adler Freeman & Herz LLP and Lynch Daskal Emery LLP are counsel for plaintiffs in a class action case captioned *Zhang et al v. Voice of Guo Media Incorporated et al*, No. CV-21-01079-PHX-SMB (D. Ariz.). The class action asserts various state law claims against defendant Voice of Guo Media, Inc. (“VOG”), GTV Media Group, Inc. (“GTV”), Saraca Media Group Inc. (“Saraca”), Rule of Law Foundation III, Inc. (“Rule of Law Foundation”), Rule of Law Society IV Inc. (“Rule of Law Society”), Sara Wei a/k/a Lihong Wei Lafrenz (“Wei”), and Wengui Guo a/k/a Miles Guo a/k/a Ho Wan Kwok a/k/a Miles Kwok a/k/a Nan Wu a/k/a Haoyun Guo (“Guo”) for damages plaintiffs and members of the putative class suffered as a result of the monies they paid to Guo, Rule of Law Foundation, Rule of Law Society, Wei, and VOG to acquire shares of GTV stock in connection with the GTV Stock Offering. We write to provide comment on the Proposed Plan of Distribution (the “Plan”) setting forth the terms for distribution of monies from the Fair Fund to compensate investors harmed by certain defendants’ conduct (GTV, Saraca, and VOG) in connection with the GTV Stock Offering, as more fully described in the SEC’s September 13, 2021 Order Instituting Cease-and-Desist Proceedings Pursuant to Section 8A of the Securities Act of 1933, Making Findings, and Imposing a Cease-and-Desist Order, Securities Act Rel. No. 10979 (the “Order”).

**The Plan**

**Section I.2:** “As described more specifically below, the Plan seeks to compensate investors who were harmed ... in connection with their **acquisitions** or **purchases** of two **unregistered securities** .... As calculated using the methodology detailed in the Plan of Allocation ... investors will be compensated for their losses on investments in the Securities that were **purchased** between April 20, 2020 through **June 2, 2020, inclusive**, for **purchases** of GTV Stock ....”



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Section III.10: “‘Claim Form’ means the form designed by the Fund Administrator, in consultation with the Commission staff, for the filing of claims in accordance with this Plan. The claim form will require, at a minimum, sufficient documentation reflecting any Potential Claimant’s **purchases and dispositions of Securities** during the applicable Relevant Period such that eligibility under the Plan can be determined ....”

Section III.28: “‘Relevant Period’ means for April 20, 2020 through **June 2, 2020**, inclusive for **purchases** of GTV Stock ....”

Section VI.48: “To avoid being barred from asserting a claim ... each Potential Claimant must submit to the Fund Administrator a properly completed Claim Form reflecting such Potential Claimant’s claim, together with all required supporting documentation as the Fund Administrator, in its sole discretion, deems necessary to substantiate the claim. Without limitation, this information may include third-party documentary evidence of **purchases and dispositions of Securities** during the Relevant Period, as well as **holdings of Securities** at pertinent dates. ...”

Section VI.53: “Each Third-Party Filer must establish the validity and amount of each claim in its submission. Like all other Potential Claimants to the Fair Fund, Third-Party Filers must submit such supporting documentary evidence of **purchases, dispositions, and holdings of Securities** as the Fund Administrator deems necessary or appropriate to substantiate each individual claim. Without limitation, this includes the complete name of the Potential Claimant (beneficial account owner) and its TIN (for individuals) or EIN (for companies), sufficient contact information to confirm the identity of the beneficial owner, and documentation from the original bank, broker or other institution of purchases and dispositions of Securities (account statements, confirmations and other documentation of purchases and dispositions), as well as **holdings of the Securities** on pertinent dates. ...”

Section VI.54: “The receipt of Securities by gift, inheritance, devise, or operation of law will not be deemed to be a purchase of Securities, nor will it be deemed an assignment of any claim relating to the purchase of such Securities unless specifically so provided in the instrument of inheritance. However, the **recipient of Securities** as a gift, inheritance, devise or by operation of law will be eligible to file a Claim Form and participate in the distribution of the Fair Fund to the extent **the original purchaser would have been eligible under the terms of the Plan**. Only one claim may be submitted with regard to the same transactions in Securities, and in cases where multiple claims are filed by the donor and donee, the donee claim will be honored, assuming it is supported by proper documentation.”

Section VI.87: “If, after discussion with the Fund Administrator in consultation with the Commission staff, and authorization by the Payee(s), a Distribution Payment is to be made to a Third-Party Filer to distribute to the Payee(s), the Third-Party Filer will be required to complete a certification, which will require them, at a minimum, to attest that any distribution to the custodian, trustee, or investment professional representing multiple potentially eligible **beneficial owners**, will be allocated for the benefit of current or former pooled investors and not for the benefit of

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management. The certification form will be available on the Fair Fund website and upon request from the Fund Administrator. All such Third-Party Filers must have an auditable mechanism available to the Fund Administrator and the Commission staff to confirm that each Payee received the Distribution Payment directed to them.”

Section VI.87: “The submission of a Claim Form and the receipt and acceptance of a Distribution Payment by a Payee is not intended to be a release of a Payee’s rights and claims against any party.”

### **The Plan of Allocation**

This Plan of Allocation is designed to compensate investors based on their investment losses in connection with the **purchase** of two unregistered securities: GTV common stock (“GTV Stock”) during the period April 20, 2020 through **June 2, 2020**, inclusive (the “GTV Stock Relevant Period”) ... due to the misconduct of the Respondents. Investors who **did not purchase the GTV Stock ... during the respective relevant period** or who are an Excluded Party are **ineligible to recover under this Plan**.

The Fund Administrator will calculate the amount of loss from **purchases of GTV Stock** (“Recognized Loss from GTV Stock”) ... as follows:

- A. Recognized Loss from GTV Stock will be the total amount paid for GTV Stock purchased during the GTV Stock Relevant Period *minus* the proceeds from the sale of those shares from April 20, 2020 through July 1, 2020.

...

Acquisitions: The receipt or grant of the Securities to the Eligible Claimant by gift, devise, inheritance, or operation is not considered an eligible purchase **if the original purchase did not occur during the Security’s respective Relevant Period**. Such Securities will be excluded from the calculation of the Eligible Claimant’s Recognized Loss.

### **Comments**

1. Investors that attempted to purchase shares of GTV stock through VOG did not receive those securities. *See* Order ¶ 18 (“As part of the Stock Offering, VOG sold approximately \$114 million in GTV stock to more than 4,500 investors, including U.S. investors. None of these investors ultimately was issued GTV shares.”). The term “purchases” is not defined in either the Plan or the Plan of Allocation to include investors that paid money to VOG and/or Wei (or bank accounts under their control) in order to obtain shares of GTV stock. The use of the phrases “acquisitions ... of ... unregistered securities,” “purchases and dispositions of Securities,” “holding of Securities,” and “recipient of Securities” does not appear to capture investors that paid money to VOG and/or Wei but never received GTV stock.

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2. Moreover, it has come to our attention that many investors seeking to invest in GTV sent funds directly to Wei's bank account when VOG's account at Wells Fargo was frozen. Clarification is requested to ensure that investors that paid money to VOG and/or Wei for the purpose of investing in GTV stock, but never received securities in return for such payment, are entitled to submit claims and that their losses are calculated based on the amount of money paid to VOG and/or Wei for shares of GTV stock.

3. The Relevant Period for investors that paid VOG and/or Wei money to obtain GTV stock terminates on June 2, 2020. While June 2, 2020 is reflected as the closing date for the Stock Offering, Saraca, GTV, and VOG appear to have continued to solicit investment through July 2020. As set forth in the Order, "VOG continued to received funds from investors for the purchase of GTV stock through *at least* June 2020." Order ¶ 19. Furthermore, as set forth above, investors seeking to participate in the Stock Offering sent funds directly to Wei's bank account when VOG's account at Wells Fargo was frozen. Guo first advised investors during a June 17, 2020 address uploaded to [gwins.org](https://gwins.org) and YouTube that VOG's account was frozen. See <https://gwins.org/cn/milesguo/22206.html> & <https://youtu.be/U6C0UO-r5rU>. It is unfair to exclude investors that paid money to VOG and/or Wei after June 2, 2020 for shares they never received, particularly when the SEC acknowledges that funds were received through at least such date.

4. We acknowledge the Plan provides that the submission of a Claim Form and the receipt of a Distribution Payment is not intended to release of claims against any party. The Plan, however, does not define the term "party." Saraca, GTV, and VOG are referred to in the Order and the Plan as "Respondents." Clarification is requested to ensure that any party specifically include Respondents, their present and former officers, directors, founders, sponsors, assigns, and controlled entities of any of the foregoing entities and persons.

5. Confirmation is requested whether JND will have access to a list of potential claimants provided by Voice of Guo Media, Inc., and if so how exhaustive and/or complete that list may be. See Section VI.42.b ("Within fifteen (15) days after Commission approval of the Plan, the Fund Administrator shall: create a mailing and claim database of all Potential Claimants based upon information identified by the Fund Administrator.").

6. We have reason to believe that some investors have already received refunds from the individual known as Sara Wei, and therefore request that those people be specifically excluded from receiving a Distribution Payment. It is likely that Ms. Wei will be able to provide a list to JND of these individuals. Moreover, the current definition of "Excluded Party" includes present or former officers, directors, and employees of the Respondents or any of its affiliates. The Claim Form, however, only requires Claimants to certify that they are not an Excluded Party. Because of the nature of the underlying scheme in this case, we believe that it would be prudent for JND to be provided with a list of the people under this category that ought to be excluded.

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7. We are pleased by the selection of JND as Claims Administrator in this matter given their immense expertise and experience with administering large-scale settlements. Because there will likely be a number of Potential Claimants who are not fluent in English, we would appreciate confirmation that JND will have translation services in Mandarin and Cantonese available for those individuals who telephone its offices regarding Claims in this matter.

Attached for your review as Exhibit A to this letter, is a copy of an Order to Cease and Desist and Order for Administrative Penalties and Consent to Same ("Order") issued by the Arizona Corporation Commission in a proceeding captioned *In the matter of Voice of Guo Media, Inc. and Lihong Wei Lafrenz a/k/a Sara Wei*, Docket No. S-21173A-21-0401. The Order confirms the receipt of money from investors in connection with the Stock Offering by *both* VOG and Wei.

Also attached for your review as Exhibit B to this letter, is a copy of a February 4, 2022 email from Sara Wei to investors that attempted to purchase shares of GTV stock through VOG. The email purports to provide information to investors regarding "refunds" of monies paid in connection with the Stock Offering, purporting to provide Chinese translations of Plan documents through, among other places, VOG web portals and discussion boards.

Lastly, we have attached as Exhibit C appropriately redacted documents containing information relating to the two personal bank accounts of Sara Wei that she sent to investors, including the name of the banks, account name, and partial account numbers.

Respectfully,

  
Benjamin Y. Kaufman

Attachments

cc: Bernard Daskal, Esq.  
Xun Chen, Esq.

BYK:mns/812431

# EXHIBIT A





0000205791

BEFORE THE ARIZONA CORPORATION COMMISSION

COMMISSIONERS

Arizona Corporation Commission

**DOCKETED**

LEA MÁRQUEZ PETERSON -  
Chairwoman  
SANDRA D. KENNEDY  
JUSTIN OLSON  
ANNA TOVAR  
JIM O'CONNOR

**JAN 31 2022**

**DOCKETED BY**

In the matter of  
Voice of Guo Media, Inc., an Arizona Corporation  
Lihong Wei Lafrenz AKA Sara Wei, respondent  
  
Respondents.

) DOCKET NO. S-21173A-21-0401

) DECISION NO. 78418

) **ORDER TO CEASE AND DESIST AND  
ORDER FOR ADMINISTRATIVE  
PENALTIES AND CONSENT TO SAME**

) **BY: LIHONG WEI LAFRENZ AKA SARA  
WEI AND VOICE OF GUO MEDIA, INC.**

Respondents Voice of Guo Media, Inc. and Lihong Wei Lafrenz AKA Sara Wei elect to permanently waive any right to a hearing and appeal under Articles 11 and 12 of the Securities Act of Arizona, A.R.S. § 44-1801 *et seq.* ("Securities Act") with respect to this Order To Cease And Desist and Order for Administrative Penalties and Consent to Same ("Order"). Respondents admit the jurisdiction of the Arizona Corporation Commission ("Commission"); admit the Findings of Fact and Conclusions of Law contained in this Order; and consent to the entry of this Order by the Commission.

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I.

**FINDINGS OF FACT**

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3           1.     At all relevant times, Respondent Voice of Guo Media, Inc. (“VGM”) was a  
4 corporation that was filed under the laws of the State of Arizona on July 8, 2019 and was approved  
5 on June 2, 2020.

6           2.     Respondent Lihong Wei Lafrenz AKA Sara Wei (“Lafrenz”) is the Director,  
7 Incorporator, and President of VGM. At all relevant times Lafrenz was a resident of Arizona.

8           3.     VGM and Lafrenz may be collectively referred to as “Respondents.”

9           4.     At all times relevant, neither VGM nor Lafrenz were registered as dealers or  
10 salesmen in Arizona and the securities (as described below) were not registered in Arizona.

11          5.     GTV Media Group, Inc. (“GTV”) and Saraca Media Group, Inc. (“Saraca,”  
12 (collectively, the “G Entities”) are Delaware corporations based in New York, New York. Saraca  
13 wholly owned GTV.

14          6.     At all times relevant, the G Entities were not registered as dealers or salesmen in  
15 Arizona and the securities (as described below) were not registered in Arizona.

16          7.     Beginning on at least August 30, 2019, Lafrenz had knowledge of and a business  
17 relationship with Saraca.

18          8.     Saraca’s “sponsor” is Guo Wengui aka Miles Guo aka Miles Kwok (“Guo”). Guo  
19 controls GTV.

20          9.     From approximately April 2020 through June 2020, the G Entities, through their  
21 management team and agents, marketed an opportunity to purchase stock in GTV to the general  
22 public (the “Stock Offering”).

23          10.    The G Entities represented that investors would receive a return of funds from  
24 GTV’s Social Media Business.



1           11.     The G Entities represented that they had been operating independent news  
2 organizations for the past three years, including Gnews, GPost and Guo Media. The G Entities  
3 stated that these organizations had a “vast audience” and “wide support.”

4           12.     The G Entities represented that during a one week test period the web version of  
5 GTV of had 97,994 new visitors to the site and over 774 million views.

6           13.     The purpose of the site was represented to be to provide a safe space to advocate  
7 for freedom of speech, human rights and democracy for China.

8           14.     The G Entities represented that approximately 70% of the funds were stated to go  
9 towards the acquisition of companies to strengthen and grow GTV; 10% for upgrading of GTV  
10 technology and security; 8% for marketing; 7% for working capital and 5% for “other.”

11          15.     The G Entities stated they would issue a minimum of 20 million new shares and a  
12 maximum of 200 million new shares to investors at a price of \$1 US per share and a target closing  
13 date of May 25, 2020. In total, the G Entities sold approximately \$339 million worth of GTV  
14 common stock to more than 1,000 investors, including U.S. investors.

15          16.     From approximately April 2020 through June 2020, the G Entities directed VGM  
16 and Lafrenz to solicit investors to participate in the Stock Offering. Specifically, Saraca and GTV  
17 directed Respondents to purchase GTV stock from the G Entities on behalf of prospective investors  
18 who wanted to invest less than \$100,000. Respondents then solicited investors and collected  
19 investor funds for the purpose of purchasing shares of GTV stock on their behalf. There was no  
20 minimum investment amount to invest in the Stock Offering through VGM and investment  
21 amounts were generally in the amount of \$100 or more.

22          17.     To help facilitate Respondents’ role in offering and selling of GTV stock, the G  
23 Entities gave Respondents a one-page Limited Purpose Agency Agreement (“LPAA”) to provide  
24 to prospective investors in the Stock Offering. The LPAA specified that, in return for minimal  
25 consideration, the investor, through the LPAA, would assign to VGM the right to purchase “certain  
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1 shares of GTV Media Group, Inc.” on their behalf. The investor also appointed VGM as the  
2 “Investor’s true and lawful agent and attorney-in-fact...”

3 18. The LPAA included VGM’s contact information, including Respondent Lafrenz’s  
4 Tucson, Arizona address.

5 19. Based on these instructions from GTV and Saraca, beginning in at least April 2020,  
6 VGM and Lafrenz actively promoted the Stock Offering by discussing the opportunity to invest in  
7 GTV in online chatrooms such as Discord and through email.

8 20. For example, an email from Respondent Lafrenz to a potential investor Lafrenz  
9 stated, “The minimum investment is \$100,000. Less than 100,000 [*sic*]: Based on trust, you can  
10 join our VOG team. If you are sure, please reply and register for you. Please attach a donation  
11 from the Rule of Law Fund to prove guo’s [*sic*] experience.” The investor responded that they  
12 have attached a copy of “my three small donations.”

13 21. Through Discord and/or email, VGM and Lafrenz provided instructions on how to  
14 send investment funds to a VGM account. Specifically, in response to inquiries received from  
15 prospective investors about the Stock Offering, Respondents sent prospective investors a text  
16 message with a link to a folder on its Google Drive that contained the LPAA as well as instructions  
17 to a VGM bank account.

18 22. As part of the Stock Offering, Respondents sold approximately \$114 million in  
19 GTV stock to more than 4,500 investors, including U.S. investors. Investors are located in at least  
20 37 states, including Arizona, and at least 39 countries.

21 23. Ultimately, investors who provided funds to Respondents did not receive stock in  
22 GTV. Investors did not receive a return on their investment or any profit.

23 24. Respondents did not inquire about the investors’ net worth, annual income or  
24 inquire as to other financial information that would allow Respondents to identify whether the  
25 investors were accredited prior to investing. Some investors were not asked if they were accredited  
26 prior to their investment in GTV. Some investors were accredited investors and some were not.





1 For purposes of this Order, a bankruptcy filing by Respondents shall be an act of default.  
2 If Respondents do not comply with this Order, any outstanding balance may be deemed in default  
3 and shall be immediately due and payable.

4 IT IS FURTHER ORDERED, that if Respondents fail to comply with this order, the  
5 Commission may bring further legal proceedings against Respondents, including application to the  
6 superior court for an order of contempt.

7 IT IS FURTHER ORDERED, that no finding of fact or conclusion of law contained in this  
8 Order shall be deemed binding against any Respondent under this Docket Number who has not  
9 consented to the entry of this Order.

10 IT IS FURTHER ORDERED, that no finding of fact or conclusion of law contained in this  
11 Order shall be deemed binding against any Respondent under this Docket Number who has not  
12 consented to the entry of this Order.

13 IT IS FURTHER ORDERED removing Respondents VGM and Lafrenz from the Service  
14 List for future filings in this Docket Number.

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1 IT IS FURTHER ORDERED that this Order shall become effective immediately.

2 BY ORDER OF THE ARIZONA CORPORATION COMMISSION

3  
4 *Lea M. Peterson*  
5 CHAIRWOMAN MÁRQUEZ PETERSON

*Donald W. Kennedy*  
COMMISSIONER KENNEDY

6  
7 *Justin Olson*  
8 COMMISSIONER OLSON

*Anna Tovar*  
COMMISSIONER TOVAR

*James P. O'Connor*  
COMMISSIONER O'CONNOR



9  
10 IN WITNESS WHEREOF, I, MATTHEW J. NEUBERT,  
11 Executive Director of the Arizona Corporation  
12 Commission, have hereunto set my hand and caused the  
13 official seal of the Commission to be affixed at the  
14 Capitol, in the City of Phoenix, this 31 day of  
15 January, 2022.

16 *MJ*  
17 \_\_\_\_\_  
18 MATTHEW J. NEUBERT  
19 EXECUTIVE DIRECTOR

20 \_\_\_\_\_  
21 DISSENT

22 \_\_\_\_\_  
23 DISSENT

24 This document is available in alternative formats by contacting Carolyn D. Buck, ADA  
25 Coordinator, voice phone number (602) 542-3931, e-mail [cdbuck@azcc.gov](mailto:cdbuck@azcc.gov).

26 ML



**CONSENT TO ENTRY OF ORDER**

1  
2           1.       Respondents admit the jurisdiction of the Commission over the subject matter of  
3 this proceeding. Respondents acknowledge that Respondents have been fully advised of  
4 Respondents' right to a hearing to present evidence and call witnesses and Respondents knowingly  
5 and voluntarily waive any and all rights to a hearing before the Commission and all other rights  
6 otherwise available under Article 11 of the Securities Act and Title 14 of the Arizona  
7 Administrative Code. Respondents acknowledge that this Order to Cease and Desist and Order for  
8 Administrative Penalties and Consent to Same ("Order") constitutes a valid final order of the  
9 Commission.

10           2.       Respondents knowingly and voluntarily waive any right under Article 12 of the  
11 Securities Act to judicial review by any court by way of suit, appeal, or extraordinary relief  
12 resulting from the entry of this Order.

13           3.       Respondents acknowledge and agree that this Order is entered into freely and  
14 voluntarily and that no promise was made or coercion used to induce such entry.

15           4.       Respondents have been represented by an attorney in this matter, Respondents have  
16 reviewed this order with attorney, Keith Beauchamp of Coppersmith Brockelman, PLC, and  
17 understand all terms it contains.

18           5.       Respondent Lafrenz and Respondent VGM acknowledge that their attorney has  
19 apprised them of their rights regarding any conflicts of interest arising from dual representation.  
20 Respondent Lafrenz and Respondent VGM acknowledge that they have each given their informed  
21 consent to such representation.

22           6.       Respondents admit the Findings of Fact and Conclusions of Law contained in this  
23 Order. Respondents agree that Respondents shall not contest the validity of the Findings of Fact  
24 and Conclusions of Law contained in this Order in any present or future proceeding in which the  
25 Commission is a party.  
26

1           7.       Respondents further agree that they shall not deny or contest the Findings of Fact  
 2 and Conclusions of Law contained in this Order in any present or future: (a) bankruptcy  
 3 proceeding, or (b) non-criminal proceeding in which the Commission is a party (collectively,  
 4 “proceeding(s)”). They further agree that in any such proceedings, the Findings of Fact and  
 5 Conclusions of Law contained in this Order may be taken as true and correct and that this Order  
 6 shall collaterally estop them from re-litigating with the Commission or any other state agency, in  
 7 any forum, the accuracy of the Findings of Fact and Conclusions of Law contained in this Order.  
 8 In the event Respondents pursues bankruptcy protection in the future, they further agree that in  
 9 such bankruptcy proceeding, pursuant to 11 U.S.C. § 523(a)(19), the following circumstances  
 10 exist:

11           A.       The obligations incurred as a result of this Order are a result of the conduct set forth  
 12 in the Findings of Fact and Conclusions of Law in the Order and are for the violation of Arizona  
 13 state securities laws, pursuant to 11 U.S.C. § 523(a)(19)(A)(i);

14           B.       This Order constitutes a judgment, order, consent order, or decree entered in a state  
 15 proceeding pursuant to 11 U.S.C. § 523(a)(19)(B)(i), a settlement agreement entered into by  
 16 Respondents pursuant to 11 U.S.C. § 523(a)(19)(B)(ii), and a court order for damages, fine,  
 17 penalty, citation, restitution payment, disgorgement payment, attorney fee, cost or other payment  
 18 owed by Respondents.

19           8.       By consenting to the entry of this Order, Respondents agree not to take any action  
 20 or to make, or permit to be made, any public statement denying, directly or indirectly, any Finding  
 21 of Fact or Conclusion of Law in this Order or creating the impression that this Order is without  
 22 factual basis.

23           9.       While this Order settles this administrative matter between Respondents and the  
 24 Commission, Respondents understand that this Order does not preclude the Commission from  
 25 instituting other administrative or civil proceedings based on violations that are not addressed by  
 26 this Order.

1           10. Respondents understand that this Order does not preclude the Commission from  
2 referring this matter to any governmental agency for administrative, civil, or criminal proceedings  
3 that may be related to the matters addressed by this Order.

4           11. Respondents understand that this Order does not preclude any other agency or  
5 officer of the state of Arizona or its subdivisions from instituting administrative, civil, or criminal  
6 proceedings that may be related to matters addressed by this Order.

7           12. Respondents agree that Respondents will not apply to the state of Arizona for  
8 registration as a securities dealer or salesman or for licensure as an investment adviser or  
9 investment adviser representative until such time as all penalties under this Order are paid in full.

10           13. Respondents agree that Respondents will not exercise any control over any entity  
11 that offers or sells securities or provides investment advisory services within or from Arizona until  
12 such time as all penalties under this Order are paid in full.

13           14. Respondents agree that Respondents will continue to cooperate with the Securities  
14 Division including, but not limited to, providing complete and accurate testimony at any hearing  
15 in this matter and cooperating with the state of Arizona in any related investigation or any other  
16 matters arising from the activities described in this Order.

17           15. Respondents consent to the entry of this Order and agree to be fully bound by its  
18 terms and conditions.

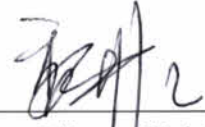
19           16. Respondents acknowledge and understand that if Respondents fail to comply with  
20 the provisions of the order and this consent, the Commission may bring further legal proceedings  
21 against Respondents, including application to the superior court for an order of contempt.

22           17. Respondents understand that default shall render Respondents liable to the  
23 Commission for its costs of collection, including reasonable attorneys' fees and interest at the  
24 maximum legal rate.

25           18. Respondents agree and understand that if Respondents fail to make any payment as  
26 required in the Order, any outstanding balance shall be in default and shall be immediately due

1 and payable without notice or demand. Respondents agree and understand that acceptance of any  
2 partial or late payment by the Commission is not a waiver of default by the Commission.

3 19. Respondent Lafrenz represents that she is the Director, Incorporator, and President  
4 of VGM and has been authorized by name of VGM to enter into this Order for and on behalf of it.

5  
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Respondent Lihong Wei Lafrenz

8  
9 STATE OF ARIZONA )  
10 County of *Maricopa* ) ss

11 SUBSCRIBED AND SWORN TO BEFORE me this 20<sup>th</sup> day of December, 2021 .

12  
13   
14 NOTARY PUBLIC

15 My commission expires:

16 April 9, 2024



Respondent Voice of Guo Media, Inc.

By Lihong Wei Lafrenz



Its President

STATE OF ARIZONA )  
County of *Maricopa* ) SS

SUBSCRIBED AND SWORN TO BEFORE me this 20<sup>th</sup> day of December, 2021.

  
NOTARY PUBLIC

My commission expires:

April 9, 2024



SERVICE LIST FOR: Lihong Wei Lafrenz AKA Sara Wei, and Voice of Guo Media, Inc.

Keith Beauchamp  
Coppersmith Brockelman, PLC  
2800 N. Central Ave., Suite 1900  
Phoenix, Arizona 85004  
[REDACTED]

# EXHIBIT B



**From:** [Xun Chen](#)  
**To:** [Bernard Daskal](#); [Kaufman, Benjamin](#); [Brown, Malcolm](#); [Grinnell, Lillian](#)  
**Subject:** FW: Sara's Email to Investors Announcing the Proposed Distribution Plan  
**Date:** Tuesday, February 15, 2022 10:16:50 AM  
**Attachments:** [image001.png](#)

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Below is translation of the email that Sara sent around to investors:

Dear compatriots who participated in GTV Private Placement Investment through VOG, the Year of the Tiger is auspicious!

We are updating you with the latest refund information in this email.

On the first day of the Chinese New Year in 2022, the SEC sent us good news. The information comes from the official SEC website: <https://www.sec.gov/litigation/admin/2022/34-94107.pdf>

This 2-page notice is for everyone to make suggestions on the refund plan within 30 days. For the Chinese version, please see the following link: <https://bbs.vog.media/viewtopic.php?p=3559#p3559GTV>

GTV's private placement refund plan is out! The refund site is open!

<https://www.gtvmediagroupfairfund.com/en>

Please click on the "important document" tab, which contains the proposed distribution plan, we have put a translation of this 20-page plan on the VOG forum for your reference, please open this forum thread and read till the end.

<https://bbs.vog.media/viewtopic.php?f=37&t=1224&p=3561#p3561>

Please pay attention to the refund website and don't miss the refund application period.

Congratulations to everyone who can get their investment back.

In addition, you can also join our "GTV private refund group" on Vogger for information sharing and discussion. <https://vogger.com/timeline/group?name=GTV%E7%A7%81%E5%8B%9F%E9%80%80%E6%AC%BE%E7%BE%A4&groupid=100427>

Also the following link has live audio explanations and discussions on the refund plan for your

reference: <https://live.vog.media>

Wish you an auspicious Year of the Tiger, hoping everything goes well!

VOG

February 4, 2022

Xun Chen  
Associate



Lynch Daskal Emery LLP

137 W 25 Street, Floor 5, NY, NY 10001  
212.302.2400 Office, 212.302.2210 Fax  
[chen@lde.law](mailto:chen@lde.law)

----- Forwarded message -----

From: **VOG** <[donotreply@vog.media](mailto:donotreply@vog.media)>  
Date: Fri, Feb 4, 2022 at 3:25 PM  
Subject: **【重要】GTV私募退款计划**  
To: [REDACTED]

亲爱的GTV私募参加VOG大椅子的同胞们,虎年吉祥!

我们通过这封邮件给您更新一下最新退款资讯。  
在中国时间2022大年初一,SEC给我们送来好消息。信息来自SEC官方网站:  
<https://www.sec.gov/litigation/admin/2022/34-94107.pdf>  
这个2页纸的通知是让大家在30天内对退款计划提出建议。中文版请看以下链接:  
<https://bbs.vog.media/viewtopic.php?p=3559#p3559>

GTV私募退款计划出来了!退款网站开放了!  
<https://www.gtvmediagroupfairfund.com/zh>

请点击重要文件,里面有拟议分配计划,我们把这份20页纸的计划的翻译版放在VOG论坛供您参考,请打开这个论坛帖子看到最后。  
<https://bbs.vog.media/viewtopic.php?f=37&t=1224&p=3561#p3561>

请大家关注好退款网站,不要错过退款申请期。恭喜大家可以拿回自己的投资款。

另外您也可以加入我们在Vogger上的“GTV私募退款群”进行信息分享和讨论。  
<https://vogger.com/timeline/group?name=GTV%E7%A7%81%E5%8B%9F%E9%80%80%E6%AC%BE%E7%BE%A4&groupid=100427>

同时以下链接有大家对退款计划的语音讲解和讨论,供您参考:  
<https://live.vog.media>

虎年吉祥,万事顺利!  
VOG  
2022年2月4日

# EXHIBIT C

## 个人银行信息

(国内战友使用)

Name (姓名): [REDACTED]

Address (地址): 1673 W Blue Horizon St, Tucson, AZ 85704

Bank (银行): JPMorgan Chase Bank (摩根大通银行)

Address (银行地址) 6000 N Oracle Rd, Tucson, AZ

Account number (账号) [REDACTED]

Routing number (清算码) [REDACTED] For wire transfers

Routing number (清算码) [REDACTED] for direct deposits and ACH transactions

SWIFT code: [REDACTED]

自动跳出来的地址跟上面银行地址不一样是没问题的, 只要你的 SWIFT code 正确。

和善② 第=次

## VOG 公司银行信息

(海外战友请汇公司账号)

Name (名称): VOICE OF GUO MEDIA

Address (公司地址): 1850 W Orange Grove Rd, Tucson, AZ 85704

Bank (银行): JPMorgan Chase Bank (摩根大通银行)

Address (银行地址) 6000 N Oracle Rd, Tucson, AZ

Account number (账号) [REDACTED]

Routing number (清算码) [REDACTED] for wire transfers

Routing number (清算码) [REDACTED] for direct deposits and ACH transactions

SWIFT code: [REDACTED]

自动跳出来的地址跟上面银行地址不一样是没问题的, 只要你的 SWIFT code 正确。

## 个人银行信息 (私人账号方便国内战友)

银行: 富国银行 [REDACTED]

收款人: LIHONG WEI

账号: [REDACTED] (checking account)

清算码: (RTN) [REDACTED]

地址: [REDACTED]

样板:

外汇汇款

收款人信息

收款人姓名 **LIHONG WEI**

收款人账号 [REDACTED]

国家/地区 **UNITED STATES OF AMERICA**

城市 **TUCSON**

收款人地址 [REDACTED]

开户行代码① SWIFT 代码

SWIFT 代码 [REDACTED]

汇款附言 请输入汇款附言