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8 **UNITED STATES DISTRICT COURT**
9 **CENTRAL DISTRICT OF CALIFORNIA**
10 **SOUTHERN DIVISION**

11 **SECURITIES AND EXCHANGE**
12 **COMMISSION,**

13 **Plaintiff,**

14 **vs.**

15 **KENT R.E. WHITNEY, et al.,**

16 **Defendants,**

17 **and**

18 **HA T. “KELLY” HOANG, et al.,**

19 **Relief Defendants.**

Case No. 8:19-cv-499-JVS-KES

**AGREED FINAL JUDGMENT AS
TO DEFENDANT NGOC-HA T.
NGUYEN [303]**

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21 The Securities and Exchange Commission filed a Complaint and Defendant
22 Ngoc-Ha T. Nguyen (“Nguyen” or “Defendant”): entered a general appearance;
23 consented to the Court’s jurisdiction over Defendant and the subject matter of this
24 action; consented to entry of this Agreed Final Judgment (“Final Judgment”)
25 without admitting or denying the allegations of the Complaint (except as to
26 jurisdiction and except as otherwise provided herein in paragraph VII; waived
27 findings of fact and conclusions of law; and waived any right to appeal from this
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1 Final Judgment. Therefore:

2 I.

3 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant
4 is permanently restrained and enjoined from violating, directly or indirectly,
5 Section 10(b) of the Securities Exchange Act of 1934 (the “Exchange Act”) [15
6 U.S.C. § 78j(b)] and Rule 10b-5 promulgated thereunder [17 C.F.R. § 240.10b-5],
7 by using any means or instrumentality of interstate commerce, or of the mails, or
8 of any facility of any national securities exchange, in connection with the purchase
9 or sale of any security:

- 10 (a) to employ any device, scheme, or artifice to defraud;
11 (b) to make any untrue statement of a material fact or to omit to state a
12 material fact necessary in order to make the statements made, in the
13 light of the circumstances under which they were made, not
14 misleading; or
15 (c) to engage in any act, practice, or course of business which operates or
16 would operate as a fraud or deceit upon any person.

17 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as
18 provided in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also
19 binds the following who receive actual notice of this Final Judgment by personal
20 service or otherwise: (a) Defendant’s officers, agents, servants, employees, and
21 attorneys; and (b) other persons in active concert or participation with Defendant
22 or with anyone described in (a).

23 II.

24 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED
25 that Defendant is permanently restrained and enjoined from violating Section 17(a)
26 of the Securities Act of 1933 (the “Securities Act”) [15 U.S.C. § 77q(a)] in the
27 offer or sale of any security by the use of any means or instruments of
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1 transportation or communication in interstate commerce or by use of the mails,
2 directly or indirectly:

- 3 (a) to employ any device, scheme, or artifice to defraud;
4 (b) to obtain money or property by means of any untrue statement of a
5 material fact or any omission of a material fact necessary in order to
6 make the statements made, in light of the circumstances under which
7 they were made, not misleading; or
8 (c) to engage in any transaction, practice, or course of business which
9 operates or would operate as a fraud or deceit upon the purchaser.

10 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as
11 provided in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also
12 binds the following who receive actual notice of this Final Judgment by personal
13 service or otherwise: (a) Defendant's officers, agents, servants, employees, and
14 attorneys; and (b) other persons in active concert or participation with Defendant
15 or with anyone described in (a).

16 III.

17 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED
18 that Defendant is permanently restrained and enjoined from violating Section 5 of
19 the Securities Act [15 U.S.C. § 77e] by, directly or indirectly, in the absence of any
20 applicable exemption:

- 21 (a) Unless a registration statement is in effect as to a security, making use
22 of any means or instruments of transportation or communication in
23 interstate commerce or of the mails to sell such security through the
24 use or medium of any prospectus or otherwise;
25 (b) Unless a registration statement is in effect as to a security, carrying or
26 causing to be carried through the mails or in interstate commerce, by
27 any means or instruments of transportation, any such security for the
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1 purpose of sale or for delivery after sale; or

- 2 (c) Making use of any means or instruments of transportation or
3 communication in interstate commerce or of the mails to offer to sell
4 or offer to buy through the use or medium of any prospectus or
5 otherwise any security, unless a registration statement has been filed
6 with the Commission as to such security, or while the registration
7 statement is the subject of a refusal order or stop order or (prior to the
8 effective date of the registration statement) any public proceeding or
9 examination under Section 8 of the Securities Act [15 U.S.C. § 77h].

10 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as
11 provided in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also
12 binds the following who receive actual notice of this Final Judgment by personal
13 service or otherwise: (a) Defendant's officers, agents, servants, employees, and
14 attorneys; and (b) other persons in active concert or participation with Defendant
15 or with anyone described in (a).

16 IV.

17 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that
18 Defendant is restrained and enjoined from violating, directly or indirectly,
19 Section 15(a) of the Exchange Act[15 U.S.C. §78o(a)], by using any means or
20 instrumentality of interstate commerce, or of the mails, or of any facility of any
21 national securities exchange to effect any transactions in, or to induce or
22 attempt to induce the purchase or sale of, any security (other than an
23 exempted security or commercial paper, bankers' acceptances, or commercial
24 bills) unless such person is registered with the Commission as a broker or
25 dealer in accordance with Section 15(b) of the Exchange Act.

26 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as
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1 provided in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph
2 also binds the following who receive actual notice of this Judgment by
3 personal service or otherwise: (a) Defendant's officers, agents, servants,
4 employees, and attorneys; and (b) other persons in active concert or
5 participation with Defendant or with anyone described in (a).

6 V.

7 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that
8 Defendant is liable, jointly and severally with Defendant iCare Financial Solution
9 Inc., for disgorgement of \$2,486,362.68, representing net profits gained as a result
10 of the conduct alleged in the Complaint. Of that amount, all but \$730,754.03 is
11 deemed satisfied by the amount collected from Defendant by the Receiver in this
12 matter. Defendant is further liable for prejudgment interest in the amount of
13 \$131,608.20, and a civil penalty in the amount of \$207,183 pursuant to Section
14 20(d) of the Securities Act [15 U.S.C. § 77t(d)] and Section 21(d)(3) of the
15 Exchange Act [15 U.S.C. § 78u(d)(3)], for a total monetary obligation of
16 \$1,069,545.23.

17 Payments made under this Section shall be made within 14 days following
18 the entry of this Final Judgment to the Receiver appointed in this case, Robert P.
19 Mosier, c/o Smiley Wang-Ekval, 3200 Park Center Drive, Suite 250, Costa Mesa,
20 CA 92626, and shall become part of the Receivership Assets, defined in this
21 Court's Order Appointing Receiver dated September 12, 2019 [Doc. 86]
22 ("Receivership Order"), to be distributed to victims upon further Order of this
23 Court.

24 After the receivership is closed, Defendants may transmit payment
25 electronically to the Commission, which will provide detailed ACH
26 transfer/Fedwire instructions upon request. Payment may also be made directly
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1 from a bank account via Pay.gov through the SEC website at
2 <http://www.sec.gov/about/offices/ofm.htm>. Defendants may also pay by certified
3 check, bank cashier's check, or United States postal money order payable to the
4 Securities and Exchange Commission, which shall be delivered or mailed to
5 Enterprise Services Center, Accounts Receivable Branch, 6500 South MacArthur
6 Boulevard, Oklahoma City, OK 73169, and shall be accompanied by a letter
7 identifying the case title, civil action number, and name of this Court; Defendant's
8 name as a defendant in this action; and specifying that payment is made pursuant
9 to this Final Judgment.

10 Defendant shall simultaneously transmit photocopies of evidence of
11 payment and case identifying information to the Commission's counsel in this
12 action. By making this payment, Defendant relinquishes all legal and equitable
13 right, title, and interest in such funds and no part of the funds shall be returned to
14 Defendant.

15 The Commission shall hold the funds (collectively, the "Fund") until further
16 order of this Court. The SEC may propose a plan to distribute the Fund subject to
17 the Court's approval, and the Court shall retain jurisdiction over the administration
18 of any distribution of the Fund.

19 The Commission may enforce the Court's judgment for disgorgement and
20 prejudgment interest by using all collection procedures authorized by law,
21 including, but not limited to, moving for civil contempt at any time after 30 days
22 following entry of this Final Judgment. Defendant shall pay post judgment interest
23 on any amounts due after 30 days of entry of this Final Judgment pursuant to 28
24 U.S.C. § 1961.

25 VI.

26 The Court's September 12, 2019 Order Freezing Assets of Defendants iCare
27 and Ha Nguyen and Requiring Accountings ("Asset Freeze") [Doc. 86], shall
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1 terminate only as to Defendant upon the entry of this Judgment.

2 The Court's September 12, 2019 Amended Order Appointing Receiver
3 [Doc. 85] shall remain in full force and effect pending further order of this Court.

4 VII.

5 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, solely
6 for purposes of exceptions to discharge set forth in Section 523 of the Bankruptcy
7 Code, 11 U.S.C. §523, the allegations in the complaint are true and admitted by
8 Defendant, and further, any debt for disgorgement, prejudgment interest, civil
9 penalty or other amounts due by Defendant under this Final Judgment or any other
10 judgment, order, consent order, decree or settlement agreement entered in
11 connection with this proceeding, is a debt for the violation by Defendant of the
12 federal securities laws or any regulation or order issued under such laws, as set
13 forth in Section 523(a)(19) of the Bankruptcy Code, 11 U.S.C. §523(a)(19).


14 VIII.

15 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this
16 Court shall retain jurisdiction of this matter for the purposes of enforcing the terms
17 of this Final Judgment.

18 IX.

19 There being no just reason for delay, pursuant to Rule 54(b) of the Federal
20 Rules of Civil Procedure, the Clerk is ordered to enter this Final Judgment
21 forthwith and without further notice.

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23 Dated: July 14, 2023

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26 UNITED STATES DISTRICT JUDGE
27 JAMES V. SELNA
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