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**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF ARIZONA**

Securities and Exchange Commission,  
Plaintiff,  
v.  
Vu Anh Nguyen, et al.,  
Defendants.

No. CV-20-01582-PHX-DWL  
**CONSENT DECREE**

The Securities and Exchange Commission (“Commission”) having filed a Complaint and Defendant Adam Michael Reed (“Defendant”) having entered a general appearance; consented to the Court’s jurisdiction over Defendant and the subject matter of this action; consented to entry of this Final Judgment without admitting or denying the allegations of the Complaint (except as to jurisdiction and except as otherwise provided herein); waived findings of fact and conclusions of law; and waived any right to appeal from this Final Judgment:

**IT IS ORDERED, ADJUDGED, AND DECREED** that Defendant is permanently restrained and enjoined from violating, directly or indirectly, Section 10(b) of the Securities Exchange Act of 1934 (the “Exchange Act”) [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated thereunder [17 C.F.R. § 240.10b-5], by using any means or instrumentality of interstate commerce, or of the mails, or of any facility of any national securities exchange, in connection with the purchase or sale of any security: to employ any device, scheme, or artifice to defraud; to make any untrue statement of a

1 material fact or to omit to state a material fact necessary in order to make the statements  
2 made, in the light of the circumstances under which they were made, not misleading; or  
3 to engage in any act, practice, or course of business which operates or would operate as a  
4 fraud or deceit upon any person.

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

11 **IT IS FURTHER ORDERED, ADJUDGED, AND DECREED** that pursuant to  
12 Section 21(d)(5) of the Exchange Act [15 U.S.C. § 78u(d)(5)], Defendant is permanently  
13 restrained and enjoined from opening a brokerage account without first providing to the  
14 relevant brokerage firm(s) a copy of the filed complaint in this matter and this Final  
15 Judgment.

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

22 **IT IS FURTHER ORDERED, ADJUDGED, AND DECREED** that Defendant  
23 is liable for disgorgement of \$2,287, representing net profits gained as a result of the  
24 conduct alleged in the Complaint, together with prejudgment interest thereon in the  
25 amount of \$264.34, and a civil penalty in the amount of \$15,000 pursuant to Section  
26 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)]. Defendant shall satisfy this  
27 obligation by paying \$17,551.34 to the Securities and Exchange Commission within one  
28 year after entry of this Final Judgment.

1 Defendant may transmit payment electronically to the Commission, which will provide  
2 detailed ACH transfer/Fedwire instructions upon request. Payment may also be made  
3 directly from a bank account via Pay.gov through the SEC website at  
4 <http://www.sec.gov/about/offices/ofm.htm>. Defendant may also pay by certified check,  
5 bank cashier's check, or United States postal money order payable to the Securities and  
6 Exchange Commission, which shall be delivered or mailed to

7 Enterprise Services Center  
8 Accounts Receivable Branch  
9 6500 South MacArthur Boulevard  
10 Oklahoma City, OK 73169

11 and shall be accompanied by a letter identifying the case title, civil action number, and  
12 name of this Court; Adam Michael Reed as a defendant in this action; and specifying that  
13 payment is made pursuant to this Final Judgment.

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

18 The Commission may enforce the Court's judgment for disgorgement and  
19 prejudgment interest by using all collection procedures authorized by law, including, but  
20 not limited to, moving for civil contempt at any time after one year following entry of  
21 this Final Judgment.

22 The Commission may enforce the Court's judgment for penalties by the use of all  
23 collection procedures authorized by law, including the Federal Debt Collection  
24 Procedures Act, 28 U.S.C. § 3001 et seq., and moving for civil contempt for the violation  
25 of any Court orders issued in this action. Defendant shall pay post judgment interest on  
26 any amounts due after one year of the entry of this Final Judgment pursuant to 28 U.S.C.  
27 § 1961. The Commission shall hold the funds, together with any interest and income  
28 earned thereon (collectively, the "Fund"), pending further order of the Court.

1           The Commission may propose a plan to distribute the Fund subject to the Court’s  
2 approval. Such a plan may provide that the Fund shall be distributed pursuant to the Fair  
3 Fund provisions of Section 308(a) of the Sarbanes-Oxley Act of 2002. The Court shall  
4 retain jurisdiction over the administration of any distribution of the Fund and the Fund  
5 may only be disbursed pursuant to an Order of the Court.

6           Regardless of whether any such Fair Fund distribution is made, amounts ordered  
7 to be paid as civil penalties pursuant to this Judgment shall be treated as penalties paid to  
8 the government for all purposes, including all tax purposes. To preserve the deterrent  
9 effect of the civil penalty, Defendant shall not, after offset or reduction of any award of  
10 compensatory damages in any Related Investor Action based on Defendant’s payment of  
11 disgorgement in this action, argue that he is entitled to, nor shall he further benefit by,  
12 offset or reduction of such compensatory damages award by the amount of any part of  
13 Defendant’s payment of a civil penalty in this action (“Penalty Offset”). If the court in  
14 any Related Investor Action grants such a Penalty Offset, Defendant shall, within 30 days  
15 after entry of a final order granting the Penalty Offset, notify the Commission’s counsel  
16 in this action and pay the amount of the Penalty Offset to the United States Treasury or to  
17 a Fair Fund, as the Commission directs. Such a payment shall not be deemed an  
18 additional civil penalty and shall not be deemed to change the amount of the civil penalty  
19 imposed in this Judgment. For purposes of this paragraph, a “Related Investor Action”  
20 means a private damages action brought against Defendant by or on behalf of one or  
21 more investors based on substantially the same facts as alleged in the Complaint in this  
22 action.

23           **IT IS FURTHER ORDERED, ADJUDGED, AND DECREED** that the  
24 Consent is incorporated herein with the same force and effect as if fully set forth herein,  
25 and that Defendant shall comply with all of the undertakings and agreements set forth  
26 therein.

27           **IT IS FURTHER ORDERED, ADJUDGED, AND DECREED** that, solely for  
28 purposes of exceptions to discharge set forth in Section 523 of the Bankruptcy Code, 11


1 U.S.C. §523, the allegations in the complaint are true and admitted by Defendant, and  
2 further, any debt for disgorgement, prejudgment interest, civil penalty or other amounts  
3 due by Defendant under this Final Judgment or any other judgment, order, consent order,  
4 decree or settlement agreement entered in connection with this proceeding, is a debt for  
5 the violation by Defendant of the federal securities laws or any regulation or order issued  
6 under such laws, as set forth in Section 523(a)(19) of the Bankruptcy Code, 11 U.S.C.  
7 §523(a)(19).

8 **IT IS FURTHER ORDERED, ADJUDGED, AND DECREED** that this Court  
9 shall retain jurisdiction of this matter for the purposes of enforcing the terms of this Final  
10 Judgment.

11 There being no just reason for delay, pursuant to Rule 54(b) of the Federal Rules  
12 of Civil Procedure,

13 **IT IS FURTHER ORDERED** that the Clerk shall enter this Final Judgment  
14 forthwith and without further notice.

15 Dated this 10th day of June, 2021.

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20 Dominic W. Lanza  
21 United States District Judge  
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