

## UNITED STATES OF AMERICA Before the SECURITIES AND EXCHANGE COMMISSION

<b>ADMINISTRATIVE</b>	PROCEEDING
File No. 3-16456	

In the Mater of

Bama Biotech, Inc., China inSure Holdings, Inc., China Nutrifruit Group, Ltd., and Sino Clean Energy, Inc.,

ANSWER OF SINO CLEAN ENERGY, INC. by the Receiver, Robert W. Seiden, Esq.

## Respondents.

As and for its Answer to the Order Instituting Administrative Proceedings and Notice of Hearing Pursuant to Section 12(j) of the Securities Exchange Act of 1934 (the "Order"), Respondent Sino Clean Energy, Inc. ("SCEI"), by its Receiver, Robert W. Seiden, Esq. hereby avers:

- 1. Lacks information to respond to paragraphs A.1.
- 2. Lacks information to respond to paragraphs A.2.
- 3. Lacks information to respond to paragraphs A.3.
- 4. By orders of the Second Judicial District Court of the State of Nevada in and for the County of Washoe dated May12, 2014 and June 17, 2014, Robert W. Seiden, Esq. was duly appointed as the Receiver for SCEI for the purpose of, among other things, "(1) seizing the financial and physical assets of [SCEI] worldwide (including People's Republic of China) for immediate distributions to shareholders via special dividends and/or returns of capital; (2) reconstituting [SCEI's] Board of Directors, (3) negotiating alongside a reconstituted Board of Directors with the current CEO Baowen Ren and/or new Management to pursue strategic actions to maximize value for all shareholders of the U.S.-listed shares of SCEI." May 12 Order, ¶21. The Receiver was given, among other powers, the power to "continue, join in, and/or control any action suit or proceeding, of any kind or nature, in the name of SCEI or otherwise, including without limitation proceedings to prevent or avoid transactions of any kind or nature that may hinder SCEI's compliance with the Court's orders..." June 17 Order, ¶3E. Further, the Receiver "is authorized to act through and in the name of SCEI to carry out his duties." June 17 Order, ¶3Q. Denies that SCEI is a defaulted Nevada corporation.
- 5. Upon information and belief, admits that SCEI has a class of securities registered with the Commission pursuant to Exchange Act Section 12(g); admits that SCEI has not filed

any periodic reports since it filed a Form 10-Q for the period ended March 31, 2012; and admits that, as of March 4, 2015 SCEI's stock was traded on the over-the-counter markets.

- 6. Paragraph B.6. is a statement of law that does not require a response.
- 7. Paragraph B.7 is a legal conclusion that does not require a response.

As and for a defense to the Order, SCEI avers as follows:

- The former Chairman of SCEI willfully caused SCEI to fail since May 2012 to make certain public filings including required periodic filings with the SEC in order to cause the Commission to deregister SCEI, to seize control of the Company's assets, and to disadvantage SCEI's non-insider public shareholders who collectively own 86% of SCEI's shares while benefiting greatly the insider management shareholders who collectively own just 14% of SCEI's shares.
- 2. The U.S. shareholders have sued SCEI in Nevada court seeking to force SCEI to become current on its filings with the Commission.
- 3. SCEI did not respond to the lawsuit. The shareholder lawsuit resulted in the appointment of Mr. Seiden as Receiver for SCEI.
- 4. Since the appointment of Mr. Seiden as Receiver for SCEI the Boards of SCEI's wholly owned Hong Kong subsidiary (Wiscon Holdings) and SCEI and Wiscon's wholly owned operating company in China (TSCE) have been reconstituted and the former Chairman has been removed.
- 5. As recently as two months ago, new business licenses have been issued by the Chinese Ministry of Commerce in the name of the new Board of SCEI's wholly owned Chinese operating company TSCE.
- 6. Additional efforts are underway by the Receiver and his professionals to obtain from the appropriate Chinese ministries the commercial seals (or "chops") required in China for a company to effect most commercial and some legal transactions in the name of the new Board of SCEI's wholly owned Chinese operating company TSCE and to remove the former Chairman from his position as CEO of TSCE, thereby giving the Receiver access to the financial information required to make SCEI's filings with the Commission.
- 7. While the Receiver does not yet have legal access to the financial information required to make SCEI's filings with the Commission, the Receiver has issued a series of broadly-disseminated press releases as well as Status Reports to the Second Judicial District Court of the State of Nevada in order to keep the investing public and U.S. and Chinese government and judicial authorities updated on his progress, The Receiver will continue to issue periodic public updates on his progress until his Receivership has been completed.

8. The deregistration of SCEI would work to the detriment of SCEI's non-insider public shareholders who collectively own 86% of SCEI's shares in that it would enable the former Chairman to achieve his objective of going private to the detriment of the non-insider public U.S. shareholders while benefiting greatly the insider management shareholders.

WHEREFORE, it is respectfully submitted that it is not necessary and it is inappropriate for the protection of the U.S. investors in SCEI to suspend or revoke the registration of SCEI's securities at this time and would be contrary to the Receiver's mandate from the Second Judicial District Court of the State of Nevada of, among others, maximizing the value for all public shareholders of SCEI.

Dated: New York, New York April 23, 2015

pectfully submitted,

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