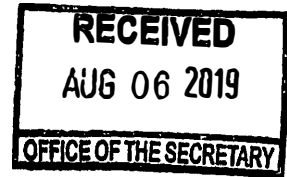


UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION



ADMINISTRATIVE PROCEEDING
File Numbers 3-17886 and 3-18187

In the Matter of

CHINA BIOPHARMA, INC., *et al.*, and
HUIXIN WASTE WATER SOLUTIONS, INC.,

Respondents.

:
: DIVISION OF
: ENFORCEMENT'S MOTION
: AND MEMORANDUM OF
: LAW FOR DEFAULT
: JUDGMENT PURSUANT TO
: ARTICLE 15 OF THE HAGUE
: CONVENTION AND
: IMPOSITION OF REMEDIAL
: SANCTIONS

Comes Now the Division of Enforcement ("Division") of the U.S. Securities and Exchange Commission ("Commission" or "SEC"), by and through undersigned counsel, and hereby files this Motion and Memorandum of Law for a Default Judgment against Respondents China Linen Textile Industry, Ltd. ("China Linen") and Huixin Waste Water Solutions, Inc. ("Huixin"), Pursuant to Article 15 of the Hague Convention and Imposition of Remedial Sanctions, for the reasons set forth below.

I. MOTION

China Linen (CIK No. 1336655) (Ticker Symbol CTXIF) and Huixin (CIK No. 1381807) (Ticker Symbol HXWWF) were formerly Cayman Islands corporations and are located in the People's Republic of China ("China"). *See* Schroeder Decl., ¶ 5 (attached hereto). The Division previously attempted service on them pursuant to the *Hague Convention on the Service Abroad of Judicial and Extrajudicial Documents in Civil or Commercial Matters* (the "Hague Convention"), 20 U.S.T. 361, T.I.A.S. 6638, 658 U.N.T.A. 163 (1964), by delivering, for each entity, copies of

the Orders Instituting Proceedings (“OIPs”), among other things, to the Chinese Ministry of Justice (“MOJ”), which is the authority assigned by China to receive requests for service of process pursuant to the Hague Convention. The Division submitted its Hague Convention service requests to MOJ over two years ago for China Linen, and over one and one-half years ago for Huixin. *Id.*, ¶¶ 9-12.

At the Division’s request, the Commission’s Office of International Affairs (“OIA”) contacted MOJ on 12 different occasions, from December 18, 2017, through June 25, 2019, to ascertain the status of the Division’s Hague Convention service requests on China Linen and/or Huixin. *Id.*, ¶¶ 13-20. MOJ failed to respond to most of OIA’s inquiries in this regard, and, as to the remainder of them, said the Division’s service requests were with Chinese courts for processing. *Id.*, ¶¶ 14-20. MOJ has never provided an estimate to OIA on when it could expect to receive a return of service or attempted service on China Linen or Huixin, and OIA has not received a return of service for them as of the date of this Motion. *Id.*, ¶ 21.

The Division now seeks a default judgment against China Linen and Huixin pursuant to Article 15 of the Hague Convention, which provides for default judgments if a Hague authority fails to provide a certificate of service or delivery within six months, despite reasonable efforts to obtain it. Accordingly, the Respondents’ securities registrations should be revoked by default pursuant to Commission Rule of Practice 155(a)(2).

II. STATEMENT OF FACTS¹

The Registrar of Corporations (“Registrar”) for the Cayman Islands struck China Linen and Huixin from the register of companies on January 30, 2015, and October 31, 2016,

¹ The Division requests, pursuant to Commission Rule of Practice 323, that the Commission take official notice of all information and filings on EDGAR referred to in this brief and/or filed as exhibits.

respectively, prior to the issuance of the Division's OIPs against them. *Id.*, ¶ 6. The Division was unable to serve them in the Cayman Islands. Further, the Division was advised that the Registrar cannot accept service of process on behalf of formerly registered entities pursuant to Cayman Islands law. *Id.*, ¶ 7.

On March 30, 2017, the Division sent a package by United Parcel Service ("UPS") to MOJ, which contained a letter from OIA transmitting a Form USM-94 requesting service on China Linen, a letter from the Secretary of the Commission ("Secretary") attaching the OIP, a letter from the Division offering discovery pursuant to Commission Rule of Practice 201.230, and Chinese translations of all documents. The package also included a \$95 check payable to the People's Supreme Court of the People's Republic of China for the service fee, and a compact disk containing copies of the Form USM-94, as required by China. The Division received a confirmation from UPS that the package for China Linen was delivered to MOJ on April 6, 2017. *Id.*, ¶¶ 9-10.

On October 23, 2017, the Division sent a package by UPS to MOJ. It contained a letter from OIA transmitting a Form USM-94 requesting service on Huixin, a letter from the Secretary attaching the OIP, a letter from the Division offering discovery pursuant to Commission Rule of Practice 201.230, and Chinese translations of all documents. The package also included a \$95 check payable to the People's Supreme Court of the People's Republic of China for the service fee, and a compact disk containing copies of the Form USM-94. The Division received a confirmation from UPS that the package for Huixin was delivered to MOJ on October 26, 2017. *Id.*, ¶¶ 11-12.

OIA contacted MOJ by e-mail on 12 different occasions, on the following 11 dates, to ascertain the status of the Division's Hague Convention service requests on China Linen and/or

Huixin: December 18, 2017; May 22, 2018; June 7, 2018; September 4, 2018; September 5, 2018; December 7, 2018; December 12, 2018; February 23, 2019; March 1, 2019; March 8, 2019; and, June 25, 2019 (twice). *Id.*, ¶¶ 13-20. Four of OIA’s follow-up e-mails to MOJ pertained to the Division’s China Linen and Huixin service requests (May 22, 2018; June 7, 2018; September 4, 2018; and, September 5, 2018), *id.*, ¶¶ 14-16, four of them pertained to the Division’s Huixin service request only (December 7, 2018; December 12, 2018; February 23, 2019; and, June 25, 2019), *id.*, ¶ 17, and four of OIA’s e-mails pertained to the Division’s China Linen service request only (December 18, 2017; March 1, 2019; March 8, 2019; and, June 25, 2019), *id.*, ¶¶ 18-20. Thus, OIA sent MOJ a total of eight follow-up e-mails pertaining to the Division’s China Linen service request, *id.*, ¶¶ 14-16, 18-20, and a total of eight follow-up e-mails pertaining to the Division’s Huixin service request, *id.*, ¶¶ 14-17.

On May 22, 2018, OIA sent an e-mail to MOJ requesting a status update on the Division’s Hague Convention service requests for several entities, including China Linen and Huixin. MOJ did not respond to it. *Id.*, ¶ 14. On June 7, 2018, OIA followed-up on its e-mail, which read, in part, as follows: “Have you had a chance to check the status of the SEC’s service requests listed below? We kindly ask for a prompt response as many of the requests have been pending for one or more years.” MOJ still did not respond to it. *Id.*, ¶ 15.

On September 4, 2018, OIA again followed-up on its e-mail and, once again, MOJ failed to respond to it. *Id.*, ¶ 16. On September 5, 2018, OIA sent another follow-up e-mail to MOJ. MOJ responded to it on September 11, 2018, advising that “[a]ll the cases are now pending in the court.” *Id.*, ¶ 14.

On December 7, 2018, OIA sent an e-mail to MOJ requesting an update on the Division’s Hague Convention service request for Huixin. In it, OIA asked: “Has service been attempted or

completed?” On December 12, 2018, MOJ responded to OIA’s e-mail, and stated the following: “According to our record, [the Huixin service request] is still in the court system being processed. Once they send back any result, we will let you know the first thing. Thank you [sic].” *Id.*, ¶ 17.

On February 23, 2019, OIA contacted MOJ again, to see if service upon Huixin had been completed. On February 25, 2019, MOJ responded as follows: “Sorry, the court has not sent back any news regarding service. Once we receive any news, we will let you know. Thank you.” On June 25, 2019, OIA once again followed-up with MOJ on the Division’s Hague Convention service request for Huixin. OIA’s e-mail reads, in part, as follows: “Your assistance in finding from the court whether service will be attempted, has been attempted, or has been completed would be greatly appreciated.” MOJ did not respond to OIA’s e-mail. *Id.*

On December 18, 2017, OIA contacted MOJ to check on the status of the Division’s Hague Convention service request for China Linen. MOJ did not respond to it. *Id.*, ¶ 18. On March 1, 2019, OIA inquired again into the Division’s Hague Convention service request for China Linen. MOJ failed to respond to it, too. *Id.*, ¶ 19. On June 25, 2019, OIA followed-up on its March 1, 2019 e-mail to MOJ, and asked: “Any news on the below request?” Once again, MOJ did not respond to it. *Id.*, ¶ 20.

The Division previously contacted China Linen’s former U.S. counsel in an effort to obtain current contact information (including valid e-mail addresses) for China Linen and its principals and officers. In response, China Linen’s former counsel provided the Division with its last known e-mail addresses for Mr. Gao Ren, China Linen’s President and Chairman of the Board, and Ms. Helena Yang, an employee, but cautioned that his law firm had not represented China Linen or communicated with anyone associated with it for an extended period of time. The Division has

been unable to confirm that the e-mail addresses it received from China Linen's former counsel for Mr. Ren and Ms. Yang are used by them and currently valid for them. *Id.*, ¶ 22.

The Division also contacted Huixin's former U.S. counsel in an effort to obtain current contact information (including valid e-mail addresses) for Huixin and its principals and officers. In response, Huixin's former counsel provided the Division with its last known e-mail addresses for Mr. Mingzhuo Tan, Huixin's Chief Executive officer, President and Chairman of the Board, and Ms. Caixian Li, an accountant. The Division has been unable to confirm that the e-mail addresses it received from Huixin's former counsel for Mr. Tan and Ms. Li are used by them and currently valid for them. *Id.*, ¶ 23.

The Division has also attempted to determine if any of the known principals, officers or employees of China Linen and Huixin had ever lived in the United States, in an effort to locate them and/or pursue investigative leads that might yield current contact or pedigree information for them. The Division's attempts have been unsuccessful. *Id.*, ¶ 24.

The Division has been unable to retain an investigative firm in China to obtain current contact and pedigree information (including valid e-mail addresses) for China Linen, Huixin, and their respective principals and officers. The investigative firm the Division contacted declined to assist it, citing, as reasons for its decision, China's sensitivity to banking, financial and stock market inquiries (the Division was advised that they are "a sore spot" for China), and any connections between Mr. Ren and Mr. Tan, the principals of China Linen and Huixin, respectively, and China's government (the Division was advised that Mr. Ren, as a principal of a publicly-owned company, "may or may not be connected" to China's government, but that Mr. Tan, as a principal of an infrastructure-related company, "definitely" was connected to China's government). The Division also contacted the firm it employs for nationwide service of process

in the United States, to see if it could assist the Division with obtaining current contact or pedigree information for China Linen, Huixin, and their respective principals and officers, or if it had any contacts with individuals or entities in China that could do so. That firm was unable to provide any assistance to the Division. *Id.*, ¶ 25.

The Division has been advised by the State Department, via OIA, that it is highly unlikely that any efforts to pursue service by publication in substantial newspapers located in the Chinese provinces where China Linen and Huixin are located will be successful, since all Chinese newspapers are state-run, and they would be averse to print a service notice from a foreign government. Moreover, the Division was advised that any attempt by it to do so might be pursued by China as a violation of its internal law. *Id.*, ¶ 26.

The Division's attempts to establish border watches with U.S. Customs and Border Protection ("CBP"), via OIA, for Mr. Ren and Mr. Tan, the principals of China Linen and Huixin, respectively, were unsuccessful. The Division pursued this avenue so that, if Mr. Ren or Mr. Tan attempted to enter or depart the United States, its territories or possessions, they could be personally served with the OIPs for their entities. However, OIA informed the Division that unless it provided OIA with specific pedigree information for Mr. Ren and Mr. Tan (i.e., their precise dates of birth), CBP would be unable to establish border watches for them. Since the Division does not have that information and has been unsuccessful in its efforts to obtain it, it was unable to provide it to OIA, for CBP. *Id.*, ¶ 27.

China Linen failed to file seven Exchange Act Forms 20-F ("Forms 20-F"), for the periods ending December 31, 2012 (due on April 30, 2013, or 75-months late), December 31, 2013 (due on April 30, 2014, or 63-months late), December 31, 2014 (due on April 30, 2015, or 51-months late), December 31, 2015 (due on April 30, 2016, or 39-months late), December 31, 2016 (due on

April 30, 2017, or 27-months late), December 31, 2017 (due on April 30, 2018, or 15-months late) and December 31, 2018 (due on April 30, 2019, or three-months late). China Linen also failed to file Forms 12b-25 for its delinquent Forms 20-F. *Id.*, ¶¶ 28-35.

Huixin failed to file six Exchange Act Forms 10-K (“Forms 10-K”), for the periods ending December 31, 2013 (due on March 31, 2014, or 64-months late), December 31, 2014 (due on March 31, 2015, or 52-months late), December 31, 2015 (due on March 30, 2016, or 40-months late), December 31, 2016 (due on March 31, 2017, or 28-months late), December 31, 2017 (due on April 2, 2018, or 15-months late) and March 31, 2018 (due on April 1, 2019, or three-months late). Huixin also failed to file a Notification of Late Filing on Exchange Act Forms 12b-25 (“Forms 12b-25”) for each one of its delinquent Forms 10-K. *Id.*, ¶¶ 28, 36, 40, 44, 48, 52, 56.

In addition, Huixin failed to file 16 Exchange Act Forms 10-Q (“Forms 10-Q”), for the periods ending March 31, 2014 (due on May 15, 2014, or 62-months late), June 30, 2014 (due on August 14, 2014, or 59-months late), September 30, 2014 (due on November 14, 2014, or 56-months late), March 31, 2015 (due on May 15, 2015, or 50-months late), June 30, 2015 (due on August 14, 2015, or 47-months late), September 30, 2015 (due on November 16, 2015, or 44-months late), March 31, 2016 (due on May 16, 2015, or 38-months late), June 30, 2016 (due on August 15, 2016, or 35-months late), September 30, 2016 (due on November 14, 2016, or 32-months late), March 31, 2017 (due on May 15, 2017, or 26-months late), June 30, 2017 (due on August 14, 2017, or 23-months late), September 30, 2017 (due on November 14, 2017, or 20-months late), March 31, 2018 (due on May 15, 2018, or 14-months late), June 30, 2018 (due on August 14, 2018, or 11-months late), September 30, 2018 (due on November 14, 2018, or eight-months late) and March 31, 2019 (due on May 15, 2019, or two-months late). Likewise, Huixin

failed to file Forms 12b-25 for its delinquent Forms 10-Q. *Id.*, ¶¶ 28, 37-39, 41-43, 45-47, 49-51, 53-55, 57.

III. MEMORANDUM OF LAW

A. Default Judgments Should Be Entered Against China Linen And Huixin Under Article 15 Of The Hague Convention

The Hague Convention, in Article 15, provides for default judgments if no certificate of service or delivery is provided within six months:

Each Contracting State shall be free to declare that the judge, notwithstanding the provisions of the first paragraph of this Article, may give judgment even if no certificate of service or delivery has been received, if all the following conditions are fulfilled -

- a) the document was transmitted by one of the methods provided for in this Convention,
- b) a period of time of not less than six months, considered adequate by the judge in the particular case, has elapsed since the date of the transmission of the document,
- c) no certificate of any kind has been received, even though every reasonable effort has been made to obtain it through the competent authorities of the State addressed.

Hague Convention, Art. 15, 20 U.S.T. 361.

Federal courts have recognized default judgments under Article 15 of the Hague Convention:

Pursuant to Article 15 of the Hague Convention, a court may enter a default judgment against a defendant even if no certificate of service or delivery has been received, as long as three conditions are fulfilled. First, the document must have been transmitted by one of the methods provided in the Convention. Second, a period of time not less than six months, considered adequate by the judge in the particular case, must have elapsed since the date of the transmission of the document. Third, no certificate of any kind has been received, even though every reasonable effort has been made to obtain it through the competent authorities of the State addressed.

Leger v. Rivers Edge Treestands, Inc., 2016 U.S. Dist. LEXIS 30939, at *7-8 (E.D. Tex. Feb. 8, 2016) (internal citations omitted); see *Thomas v. Biocine Sclavo, S.P.A.*, 1998 U.S. Dist. LEXIS

1420, at *4-6 (N.D.N.Y. Feb. 4, 1998) (granting default judgment under Article 15 of Hague Convention); and *Silverman v. Modulgranito Iberico, S.A.*, 1990 U.S. Dist. LEXIS 5264 (D.D.C. Apr. 30, 1990) (same).

The attached Declaration and exhibits establish that: (1) China Linen and Huixin are located in China; (2) the Division and OIA properly transmitted OIPs and Chinese translations with Forms USM-94 to China's Hague Convention authority, its MOJ, for China Linen and Huixin; (3) more than six months ago; and, (4) no certificates of service or delivery have been received for China Linen and Huixin; (5) even though every reasonable effort has been made to follow-up with MOJ on them. *Id.*, ¶¶ 5, 8, 9-12, 13-21.

B. Revocation Is The Appropriate Sanction That Should Be Imposed For China Linen's And Huixin's Serial Violations Of Exchange Act Sections 13(a) And Rules 13a-1 And 13a-13 Thereunder

Exchange Act Section 12(j) provides that the Commission may revoke or suspend the Exchange Act Section 12 registration of an issuer's securities where it is "necessary or appropriate for the protection of investors." The Commission's determination of the appropriate sanction "turns on the effect on the investing public, including both current and prospective investors, of the issuer's violations, on the one hand, and Section 12(j) sanctions on the other hand." *Gateway International Holdings, Inc.*, Exchange Act Rel. No. 53907, 2006 SEC LEXIS 1288, at *19-20 (May 31, 2006) ("*Gateway*"). In making this determination, the Commission has said it will consider, among other things, the following factors: (1) the seriousness of the issuer's violations; (2) the isolated or recurrent nature of the violations; (3) the degree of culpability involved; (4) the extent of the issuer's efforts to remedy its past violations and ensure future compliance; and, (5) the credibility of the issuer's assurances, if any, against future violations. *Id.*; see also *Steadman v. SEC*, 603 F.2d 1126, 1140 (5th Cir. 1979) (setting forth the public interest factors that informed

the Commission's *Gateway* decision). Although no one factor is controlling, in *Stansbury Holdings Corp.*, Initial Decision Rel. No. 232, 2003 SEC LEXIS 1639, at *14-15 (July 14, 2003), and *WSF Corp.*, Initial Decision rel. No. 204, 2002 SEC LEXIS 1242, at *5, *18, 14 (May 8, 2002), the Commission reaffirmed that "recurrent failure to file periodic reports" is 'so serious that only a compelling showing with respect to other factors would justify a lesser sanction than revocation.'" *Absolute Potential, Inc. (f/k/a Absolute Waste Services, Inc.)*, Exchange Act Rel. No. 71866, 2014 SEC LEXIS, at *24 (April 4, 2014) (quoting *Impax Laboratories, Inc.*, Securities Exchange Act of 1934 Rel. No. 57864, 2008 SEC LEXIS 1197, at *27 (May 23, 2008)).

1. China Linen's And Huixin's Violations Of Section 13(a) Are Serious And Egregious

China Linen's and Huixin's violative conduct is serious and egregious. China Linen failed to file seven Exchange Act Forms 20-F ("Forms 20-F"), while Huixin failed to file six Forms 10-K and 16 Forms 10-Q. As well, China Linen and Huixin failed to file Exchange Act Forms 12b-25 for them (seven missing Forms 12b-25 for China Linen, and 22 missing Forms 12b-25 for Huixin). *Id.*, ¶ 28. Given the central importance of the reporting requirements imposed by Section 13(a) and the rules thereunder, Administrative Law Judges have found delinquencies of a far lesser number and duration to warrant revocation.²

2. China Linen's And Huixin's Violations Of Section 13(a) Have Been Recurrent For Many Years

China Linen's and Huixin's violations of their periodic reporting obligations have been continuous and ongoing, for over six and five years, respectively. Furthermore, and as previously

² *iBIZ Technology Corp.*, Initial Decision Rel. No. 312 at 1 (June 16, 2006) (revocation granted due to the delinquency of one form 10-K and three forms 10-Q); *WSF Corp.*, 2002 SEC LEXIS 1242, at *14 (May 8, 2002) (revocation granted due to the delinquency of one Form 10-K and three Forms 10-Q); *Freedom Golf Corp.*, Initial Decision Release No. 227, 2003 SEC LEXIS 1178, at *5 (May 15, 2003) (revocation granted due to the delinquency of one Form 10-K and one Form 10-Q).

mentioned, neither China Linen nor Huixin ever filed a Form 12b-25 seeking an extension of time to file any of their periodic reports. *Id.*, ¶ 28. *See Investco, Inc.*, Initial Decision Rel. No. 240, 2003 SEC LEXIS 2792, at *6 (November 24, 2003) (delinquent issuer's actions were found to be egregious and recurrent where there was no evidence that any extensions to make the filings were sought).

3. China Linen And Huixin Have Evidenced A High Degree Of Culpability³

In *Gateway*, the Commission stated that, in determining the appropriate sanction in connection with an Exchange Act Section 12(j) proceeding, one of the factors it will consider is “the degree of culpability involved.” The Commission found that the delinquent issuer in *Gateway* “evidenced a high degree of culpability” because it “knew of its reporting obligations, yet failed to file” 20 periodic reports and only filed two Forms 12b-25. *Gateway*, 2006 SEC LEXIS 1288, at *21.

In this case, China Linen and Huixin knew of their reporting obligations and nevertheless failed to file seven and 22 periodic reports, respectively. They also failed to file any Forms 12b-

³ Although their respective OIPs do not allege China Linen's delinquent Forms 20-F due on April 30, 2017, April 30, 2018 and April 30, 2019, Huixin's delinquent Forms 10-K due on April 2, 2018 and April 1, 2019, and Huixin's delinquent Forms 10-Q due on November 14, 2017, May 15, 2018, August 14, 2018, November 14, 2018 and May 15, 2019, the Commission may consider them in determining appropriate sanctions. The Commission has applied the same principle in other contexts. *See Robert Bruce Lohmann*, 80 SEC Docket 1790, 2003 SEC LEXIS 1521, at *17 n.20 (June 26, 2003) (ALJ may properly consider lies told to staff during investigation in assessing sanctions, even though they were not charged in the OIP); *Stephen Stout*, 73 SEC Docket 1441, 2000 SEC LEXIS 2119, at *57 & n.64 (October 4, 2000) (respondent's subsequent conduct in creation of arbitration scheme, which was not charged in the OIP, was found to be relevant in determining whether bar was appropriate); *Joseph P. Barbato*, Securities Exchange Act of 1934 Rel. No. 41034, 1999 SEC LEXIS 276, at *49-50 (February 10, 1999) (respondent's conduct in contacting former customers identified as Division witnesses was found to be indicative of respondent's potential for committing future violations). *See also SEC v. Falstaff Brewing Corp.*, 629 F.2d 62, 78 (D.C. Cir. 1980) (district court properly considered defendant's conduct in continuing to solicit proxies after it was advised of deficiencies by the Commission in evaluating likelihood of future violations).

25 for their missing periodic reports. *Id.*, ¶ 28. Consequently, the Commission and investors were left in the dark; they did not know why China Linen and Huixin were unable to make their periodic filings, and when they would do so. *Calais Resources, Inc.*, 2012 SEC LEXIS 2023 at *16-17 (June 29, 2012) (noting failures to file Forms 12b-25 as supporting revocation order).

China Linen and Huixin have demonstrated a highly-troubling attitude towards the Commission's reporting requirements. Compliance with them is mandatory, and is not subject to China Linen's or Huixin's whims. Their behavior demonstrates an utter disregard for the significant public policy considerations those requirements are intended to address. China Linen's and Huixin's repeated failures to comply with their reporting obligations for more than five years each deprived the investing public with material, timely and accurate information about their operations and financial condition. They have both demonstrated more than sufficient culpability to warrant the Division's requested sanctions of revocation.

4. China Linen And Huixin Have Made No Efforts To Remedy Past Violations And Ensure Future Compliance

China Linen and Huixin have made no efforts whatsoever to remedy past violations and ensure future compliance. As such, they have amply demonstrated that they are incapable of meeting their obligations as Exchange Act Section 12 registrants.

5. China Linen And Huixin Have Offered No Assurances Against Future Violations

China Linen and Huixin have offered no assurances whatsoever against future violations. The likelihood of future violations can be inferred from a single past violation, including the very violation that led to the enforcement action. *See KPMG Peat Marwick LLP*, Securities Exchange Act of 1934 Rel. No. 44050, 2001 SEC LEXIS 422, at *21-22 (March 8, 2001) (some risk of future violation "need not be very great to warrant issuing a cease-and-desist order and [] in the ordinary

course absent evidence to the contrary, a finding of past violations raises a sufficient risk of future violation”).

Needless to say, China Linen and Huixin have more than met that standard. China Linen has failed to file seven Forms 20-F, and any Forms 12b-25 for them. Huixin has failed to file six Forms 10-K, 16 Forms 10-Q, and any Forms 12b-25 for them. *Id.*, ¶ 28. They are serial violators of their filing requirements with the Commission, and should be treated accordingly.

C. The Division’s Motion For Default Judgment Need Not Be Served Upon Respondents Pursuant To The Hague Convention

The Division’s Motion for Default Judgment need not be served upon Respondents pursuant to the Hague Convention. “[T]he Hague Service Convention only applies to the initial service of process,” and “not subsequent judicial documents.” *SEC v. Credit Bankcorp., Ltd.*, 2011 U.S. Dist. Lexis 14797, 2011 WL 666158, at *4 (S.D.N.Y. Feb. 14, 2011), *citing Volkswagenwerk Aktiengesellschaft v. Schlunk*, 486 U.S. 694, 700, 108 S. Ct. 2104, 100 L. Ed. 2d 722 (1988) (“finding that the history of the Hague Convention ‘supports our view that Article 1 [of the Convention] refers to service of process in the technical sense’”); 1 B. Ristau, *International Judicial Assistance (Civil and Commercial)* Section 4-2 (2000 revision) (“recognizing that the Hague Service Convention applies only where there is a need to make ‘formal delivery’ of a judicial document ‘to charge [the recipient] with notice of the institution of a legal proceeding’”).

Rules 4 and 5 of the Federal Rules of Civil Procedure support this distinction:

Rule 4(f) sets forth the rules for service of a summons outside the United States and expressly refers to the Hague Service Convention. Rule 5, however, addresses the service of subsequent judicial documents, including written motions, and does not mention the Hague Service Convention or provide special procedural requirements for international service. Apart from those judicial documents which must be served pursuant to Rule 4, Plaintiff need only serve judicial documents, including the present motion, on Defendant pursuant to Rule 5 despite Defendant’s foreign residence.


SEC v. Credit Bankcorp., Ltd., supra. The Division will serve its Motion upon Respondents at their last known addresses.⁴

IV. CONCLUSION

For the reasons set forth herein, the Division requests that the Court grant the Division’s Motion for Default Judgment and enter orders against China Linen and Huixin, finding them to be in default in their respective proceedings and ordering that the registrations of each class of their securities registered pursuant to Section 12 of the Securities Exchange Act of 1934 be revoked.

Dated: August 5, 2019

Respectfully submitted,


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⁴ Rule 5 of the Federal Rules of Civil Procedure states in pertinent part as follows: “Service in General. A paper is served under this rule by: (C) mailing it to the person’s last known address – in which event service is complete upon mailing[.]” Fed.R.Civ.P. 5(b)(2)(C). Commission Rule of Practice 150(c) provides that “[s]ervice shall be made by delivering a copy of the filing ... [by] mailing the papers through the U.S. Postal Service by first class, registered or certified mail or Express Mail delivery addressed to the person” or by “[s]ending the papers through a commercial courier service or express delivery service.” Commission Rule of Practice 141(a)(2)(ii) provides that service on a corporation or entity may be obtained by confirmation of attempted delivery on the address shown on the entity’s most-recent filing with the Commission.

CERTIFICATE OF SERVICE

I certify that on August 5, 2019, I caused the foregoing **DIVISION OF ENFORCEMENT'S MOTION AND MEMORANDUM OF LAW FOR DEFAULT JUDGMENT PURSUANT TO ARTICLE 15 OF THE HAGUE CONVENTION AND IMPOSITION OF REMEDIAL SANCTIONS** to be served on the following persons and entities by the methods of delivery indicated below:

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The Honorable Brenda P. Murray
Chief Administrative Law Judge
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The Honorable Carol Fox Foelak
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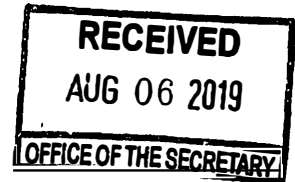
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Heilongjiang Province
China 151500


Robert F. Schroeder

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION



ADMINISTRATIVE PROCEEDING
File Numbers 3-17886 and 3-18187

In the Matter of

**CHINA BIOPHARMA, INC., *et al.*, and
HUIXIN WASTE WATER SOLUTIONS, INC.,**

Respondents.

**:
: DIVISION OF
: ENFORCEMENT'S MOTION
: AND MEMORANDUM OF
: LAW FOR DEFAULT
: JUDGMENT PURSUANT TO
: ARTICLE 15 OF THE HAGUE
: CONVENTION AND
: IMPOSITION OF REMEDIAL
: SANCTIONS**

DECLARATION OF ROBERT F. SCHROEDER

1. My name is Robert F. Schroeder. I am over the age of eighteen years of age and have personal knowledge of the facts set forth herein.

2. I am a Senior Trial Counsel with the Division of Enforcement ("Division") of the U.S. Securities and Exchange Commission ("Commission" or "SEC"), and co-counsel for the Division in the above-captioned proceedings.

3. I make this Declaration in support of the Division's Motion and Memorandum of Law for a Default Judgment against Respondents China Linen Textile Industry, Ltd. ("China Linen") and Huixin Waste Water Solutions, Inc. ("Huixin"), Pursuant to Article 15 of the Hague Convention and Imposition of Remedial Sanctions.

4. I am familiar with the Division's files in this matter and the filings made by China Linen (CIK No. 1336655) (Ticker Symbol CTXIF) and Huixin (CIK No. 1381807) (Ticker Symbol HXWWF) in the Commission's EDGAR database.

5. China Linen and Huixin were formerly Cayman Islands corporations and are located in China.

6. The Registrar for the Cayman Islands struck China Linen and Huixin from the register of companies on January 30, 2015, and October 31, 2016, respectively, prior to the issuance of the OIPs against them.

7. The Division was unable to serve China Linen and Huixin in the Cayman Islands. Further, the Division was advised that the Registrar cannot accept service of process on behalf of formerly registered entities pursuant to Cayman Islands law.

8. China Linen's address is on Chendong Street, Lanxi County, Heilongjiang Province, China 151500. Huixin's address is #99 Jianshe Road 3, Pengjiang District, Jiangmen City, Guangdong Province, China 52900.

9. Attached hereto as Exhibit 1 is a true copy of a March 30, 2017 letter from OIA to MOJ (OIA Ref. No. 2017-00837-001). This letter transmitted a Form USM-94 requesting service on Respondent China Linen, which included the OIP against China Linen (File Number 3-17886), a letter from the Secretary, a letter from the Division offering discovery pursuant to Commission Rule of Practice 201.230, and Chinese translations of the foregoing attachments, copies of which are attached hereto as Exhibit 2. UPS delivered Exhibits 1 and 2 to MOJ. The package sent to MOJ also included a check for \$95 payable to the People's Supreme Court of the People's Republic of China for the required service fee, as well as compact disks containing copies of the Form USM-94, as required by China.

10. Attached hereto as Exhibit 3 is a copy of a UPS confirmation of delivery of Exhibits 1 and 2 to MOJ on April 6, 2017.

11. Attached hereto as Exhibit 4 is a true copy an October 23, 2017 letter from OIA to MOJ (OIA Ref. No. 2018-00030-003). This letter transmitted a Form USM-94 requesting service on Respondent Huixin to MOJ, which included the OIP against Huixin (File Number 3-18187), a letter from the Secretary attaching the OIP, a letter from the Division offering discovery pursuant to Commission Rule of Practice 201.230, and Chinese translations of the foregoing attachments, copies of which are attached hereto as Exhibit 5. The foregoing documents were sent to MOJ by UPS, along with a similar package for service on a respondent in a separate proceeding. The package sent to MOJ also included two checks for \$95 payable to the People's Supreme Court of the People's Republic of China for the service fee required for both respondents, as well as compact disks containing copies of the Forms USM-94, as required by China.

12. Attached hereto as Exhibit 6 is a copy of a UPS confirmation of delivery of Exhibits 4 and 5 to MOJ on October 26, 2017.

13. At the Division's request, OIA previously contacted MOJ by e-mail on 12 different occasions, from December 18, 2017, through June 25, 2019, to ascertain the status of the Division's Hague Convention service requests on China Linen and/or Huixin.

14. Attached hereto as Exhibit 7 is a copy of an e-mail string between Ms. Sandy Medina-Henderson, a representative of OIA, and Mr. Guan Qingtian and Ms. Zhiying Li, representatives of MOJ. The individual e-mails referenced in Exhibit 7 are dated May 22, 2018, from Ms. Medina-Henderson to Mr. Qingtian; September 5, 2018, from Ms. Medina-Henderson to Mr. Qingtian; and, September 11, 2018, from Ms. Li to Ms. Medina-Henderson. MOJ did not respond to OIA's May 22, 2018, e-mail.

15. Attached hereto as Exhibit 8 is a copy of an e-mail string between Ms. Sandy Medina-Henderson, a representative of OIA, and Mr. Guan Qingtian, a representative of MOJ. The individual e-mails referenced in Exhibit 8 are dated May 22, 2018, from Ms. Medina-Henderson to Mr. Qingtian¹; and, June 7, 2018, from Ms. Medina-Henderson to Mr. Qingtian. MOJ did not respond to OIA's June 7, 2018, e-mail.

16. Attached hereto as Exhibit 9 is a copy of an e-mail string between Ms. Sandy Medina-Henderson, a representative of OIA, and Mr. Guan Qingtian, a representative of MOJ. The individual e-mails referenced in Exhibit 9 are dated May 22, 2018, from Ms. Medina-Henderson to Mr. Qingtian²; and, September 4, 2018, from Ms. Medina-Henderson to Mr. Qingtian. MOJ did not respond to OIA's September 4, 2018, e-mail.

17. Attached hereto as Exhibit 10 is a copy of an e-mail string between Ms. Sandy Medina-Henderson, a representative of OIA, and Ms. Zhiying Li, a representative of MOJ. The individual e-mails referenced in Exhibit 10 are dated December 7, 2018, from Ms. Medina-Henderson to Ms. Li; December 12, 2018, from Ms. Li to Ms. Medina-Henderson; December 12, 2018, from Ms. Medina-Henderson to Ms. Li; February 23, 2019, from Ms. Medina-Henderson to Ms. Li; February 25, 2019, from Ms. Li to Ms. Medina-Henderson; and, June 25, 2019, from Ms. Medina-Henderson to Ms. Li. MOJ did not respond to OIA's June 25, 2019, e-mail.

18. Attached hereto as Exhibit 11 is a copy of an e-mail dated December 18, 2017, from Ms. Sandy Medina-Henderson, a representative of OIA, to Ms. Zhiying Li, a representative of MOJ. MOJ did not respond to it.

¹ The May 22, 2018, e-mail referenced in Exhibit 8 is the same May 22, 2018, e-mail referenced in Exhibit 7.

² The May 22, 2018, e-mail referenced in Exhibit 9 is the same May 22, 2018, e-mail referenced in Exhibits 7 & 8.

19. Attached hereto as Exhibit 12 is a copy of an e-mail dated March 1, 2019, from Ms. Sandy Medina-Henderson, a representative of OIA, to Ms. Zhiying Li, a representative of MOJ. MOJ did not respond to it.

20. Attached hereto as Exhibit 13 is a copy of an e-mail string between Ms. Sandy Medina-Henderson, a representative of OIA, and Ms. Zhiying Li, a representative of MOJ. The individual e-mails referenced in Exhibit 13 are dated March 1, 2019, from Ms. Medina-Henderson to Ms. Li³; and, June 25, 2019, from Ms. Medina-Henderson to Ms. Li. MOJ did not respond to OIA's June 25, 2019, e-mail.

21. MOJ has never provided an estimate to OIA on when it could expect to receive a return of service or attempted service on China Linen or Huixin, and OIA has not received a return of service for them as of the date of the Division's Motion.

22. The Division previously contacted China Linen's former U.S. counsel in an effort to obtain current contact information (including valid e-mail addresses) for China Linen and its principals and officers. In response, China Linen's former counsel provided the Division with its last known e-mail addresses for Mr. Gao Ren, China Linen's President and Chairman of the Board, and Ms. Helena Yang, an employee, but cautioned that his law firm had not represented China Linen or communicated with anyone associated with it for an extended period of time. The Division has been unable to confirm that the e-mail addresses it received from China Linen's former counsel for Mr. Ren and Ms. Yang are used by them and currently valid for them.

23. The Division also contacted Huixin's former U.S. counsel in an effort to obtain current contact information (including valid e-mail addresses) for Huixin and its principals and officers. In response, Huixin's former counsel provided the Division with its last known e-mail addresses for Mr. Mingzhuo Tan, Huixin's Chief Executive Officer, President and Chairman of

³ The March 1, 2019, e-mail referenced in Exhibit 13 is the same March 1, 2019, e-mail referenced in Exhibit 12.

the Board, and Ms. Caixian Li, an accountant. The Division has been unable to confirm that the e-mail addresses it received from Huixin's former counsel for Mr. Tan and Ms. Li are used by them and currently valid for them.

24. The Division has also attempted to determine if any of the known principals, officers or employees of China Linen and Huixin had ever lived in the United States, in an effort to locate them and/or pursue investigative leads that might yield current contact or pedigree information for them. The Division's attempts have been unsuccessful.

25. The Division has been unable to retain an investigative firm in China to obtain current contact and pedigree information (including valid e-mail addresses) for China Linen, Huixin, and their respective principals and officers. The investigative firm the Division contacted declined to assist it, citing, as reasons for its decision, China's sensitivity to banking, financial and stock market inquiries (the Division was advised that they are "a sore spot" for China), and any connections between Mr. Ren and Mr. Tan, the principals of China Linen and Huixin, respectively, and China's government (the Division was advised that Mr. Ren, as a principal of a publicly-owned company, "may or may not be connected" to China's government, but that Mr. Tan, as a principal of an infrastructure-related company, "definitely" was connected to China's government). The Division also contacted the firm it employs for nationwide service of process in the United States, to see if it could assist the Division with obtaining current contact or pedigree information for China Linen, Huixin, and their respective principals and officers, or if it had any contacts with individuals or entities in China that could do so. That firm was unable to provide any assistance to the Division.

26. The Division has been advised by the State Department, via OIA, that it is highly unlikely that any efforts to pursue service by publication in substantial newspapers located in the

Chinese provinces where China Linen and Huixin are located will be successful, since all Chinese newspapers are state-run, and they would be averse to print a service notice from a foreign government. Moreover, the Division was advised that any attempt by it to do so might be pursued by China as a violation of its internal law.

27. The Division's attempts to establish border watches with U.S. Customs and Border Protection ("CBP"), via OIA, for Mr. Ren and Mr. Tan, the principals of China Linen and Huixin, respectively, were unsuccessful. The Division pursued this avenue so that, if Mr. Ren or Mr. Tan attempted to enter or depart the United States, its territories or possessions, they could be personally served with the OIPs for their entities. However, OIA informed the Division that unless it provided OIA with specific pedigree information for Mr. Ren and Mr. Tan (i.e., their precise dates of birth), CBP would be unable to establish border watches for them. Since the Division did not have that information and has been unsuccessful in its efforts to obtain it, it was unable to provide it to OIA, for CBP.

28. Attached hereto as Exhibits 14 & 15 are charts prepared from the Commission's EDGAR database of delinquent periodic filings due from China Linen (Exhibit 14), for the period from December 31, 2012, through April 30, 2019, and Huixin (Exhibit 15), for the period from December 31, 2013, through May 15, 2019. The first column of each chart indicates the types of delinquent periodic reports at issue (Exchange Act Forms 20-F for China Linen, and Exchange Act Forms 10-K and 10-Q for Huixin). The second column of each chart indicates the period ending-date for the periodic report in question. The third column of each chart indicates the due-date for the periodic report. The fourth column of each chart indicates whether the referenced periodic report was filed and, if so, the date it was filed. The fifth column of each chart indicates the number of months that the periodic report in question was late. The sixth

column of each chart indicates whether a Notification of Late Filing on Exchange Act Form 12b-25 (“Form 12b-25”) was filed for the periodic report in question.

29. As set forth in the first entry of Exhibit 14, China Linen’s Form 20-F, for the period ending December 31, 2012, was due on April 30, 2013. However, China Linen did not file it with the Commission, and, as of July 15, 2019, it is approximately 75-months late. China Linen did not file a Form 12b-25 with the Commission for its delinquent Form 20-F.

30. As set forth in the second entry of Exhibit 14, China Linen’s Form 20-F, for the period ending December 31, 2013, was due on April 30, 2014. However, China Linen did not file it with the Commission, and, as of July 15, 2019, it is approximately 63-months late. China Linen also did not file a Form 12b-25 with the Commission for its delinquent Form 20-F.

31. As set forth in the third entry of Exhibit 14, China Linen’s Form 20-F, for the period ending December 31, 2014, was due on April 30, 2015. However, China Linen did not file it with the Commission, and, as of July 15, 2019, it is approximately 51-months late. China Linen also did not file a Form 12b-25 with the Commission for its delinquent Form 20-F.

32. As set forth in the fourth entry of Exhibit 14, China Linen’s Form 20-F, for the period ending December 31, 2015, was due on April 30, 2016. However, China Linen did not file it with the Commission, and, as of July 15, 2019, it is approximately 39-months late. China Linen also did not file a Form 12b-25 with the Commission for its delinquent Form 20-F.

33. As set forth in the fifth entry of Exhibit 14, China Linen’s Form 20-F, for the period ending December 31, 2016, was due on April 30, 2017. However, China Linen did not file it with the Commission, and, as of July 15, 2019, it is approximately 27-months late. China Linen also did not file a Form 12b-25 with the Commission for its delinquent Form 20-F.

34. As set forth in the sixth entry of Exhibit 14, China Linen's Form 20-F, for the period ending December 31, 2017, was due on April 30, 2018. However, China Linen did not file it with the Commission, and, as of July 15, 2019, it is approximately 15-months late. China Linen also did not file a Form 12b-25 with the Commission for its delinquent Form 20-F.

35. As set forth in the seventh entry of Exhibit 14, China Linen's Form 20-F, for the period ending December 31, 2018, was due on April 30, 2019. However, China Linen did not file it with the Commission, and, as of July 15, 2019, it is approximately three-months late. China Linen also did not file a Form 12b-25 with the Commission for its delinquent Form 20-F.

36. As set forth in the first entry of Exhibit 15, Huixin's Form 10-K, for the period ending December 31, 2013, was due on March 31, 2014. However, Huixin did not file it with the Commission, and, as of July 15, 2019, it is approximately 64-months late. Huixin also did not file a Form 12b-25 with the Commission for its delinquent Form 10-K.

37. As set forth in the second entry of Exhibit 15, Huixin's Form 10-Q, for the period ending March 31, 2014, was due on May 15, 2014. However, Huixin did not file it with the Commission, and, as of July 15, 2019, it is approximately 62-months late. Huixin also did not file a Form 12b-25 with the Commission for its delinquent Form 10-Q.

38. As set forth in the third entry of Exhibit 15, Huixin's Form 10-Q, for the period ending June 30, 2014, was due on August 14, 2014. However, Huixin did not file it with the Commission, and, as of July 15, 2019, it is approximately 59-months late. Huixin also did not file a Form 12b-25 with the Commission for its delinquent Form 10-Q.

39. As set forth in the fourth entry of Exhibit 15, Huixin's Form 10-Q, for the period ending September 30, 2014, was due on November 14, 2014. However, Huixin did not file it

with the Commission, and, as of July 15, 2019, it is approximately 56-months late. Huixin also did not file a Form 12b-25 with the Commission for its delinquent Form 10-Q.

40. As set forth in the fifth entry of Exhibit 15, Huixin's Form 10-K, for the period ending December 31, 2014, was due on March 31, 2015. However, Huixin did not file it with the Commission, and, as of July 15, 2019, it is approximately 52-months late. Huixin also did not file a Form 12b-25 with the Commission for its delinquent Form 10-K.

41. As set forth in the sixth entry of Exhibit 15, Huixin's Form 10-Q, for the period ending March 31, 2015, was due on May 15, 2015. However, Huixin did not file it with the Commission, and, as of July 15, 2019, it is approximately 50-months late. Huixin also did not file a Form 12b-25 with the Commission for its delinquent Form 10-Q.

42. As set forth in the seventh entry of Exhibit 15, Huixin's Form 10-Q, for the period ending June 30, 2015, was due on August 14, 2015. However, Huixin did not file it with the Commission, and, as of July 15, 2019, it is approximately 47-months late. Huixin also did not file a Form 12b-25 with the Commission for its delinquent Form 10-Q.

43. As set forth in the eighth entry of Exhibit 15, Huixin's Form 10-Q, for the period ending September 30, 2015, was due on November 16, 2015. However, Huixin did not file it with the Commission, and, as of July 15, 2019, it is approximately 44-months late. Huixin also did not file a Form 12b-25 with the Commission for its delinquent Form 10-Q.

44. As set forth in the ninth entry of Exhibit 15, Huixin's Form 10-K, for the period ending December 31, 2015, was due on March 30, 2016. However, Huixin did not file it with the Commission, and, as of July 15, 2019, it is approximately 40-months late. Huixin also did not file a Form 12b-25 with the Commission for its delinquent Form 10-K.

45. As set forth in the tenth entry of Exhibit 15, Huixin's Form 10-Q, for the period ending March 31, 2016, was due on May 16, 2016. However, Huixin did not file it with the Commission, and, as of July 15, 2019, it is approximately 38-months late. Huixin also did not file a Form 12b-25 with the Commission for its delinquent Form 10-Q.

46. As set forth in the eleventh entry of Exhibit 15, Huixin's Form 10-Q, for the period ending June 30, 2016, was due on August 15, 2016. However, Huixin did not file it with the Commission, and, as of July 15, 2019, it is approximately 35-months late. Huixin also did not file a Form 12b-25 with the Commission for its delinquent Form 10-Q.

47. As set forth in the twelfth entry of Exhibit 15, Huixin's Form 10-Q, for the period ending September 30, 2016, was due on November 14, 2016. However, Huixin did not file it with the Commission, and, as of July 15, 2019, it is approximately 32-months late. Huixin also did not file a Form 12b-25 with the Commission for its delinquent Form 10-Q.

48. As set forth in the thirteenth entry of Exhibit 15, Huixin's Form 10-K, for the period ending December 31, 2016, was due on March 31, 2017. However, Huixin did not file it with the Commission, and, as of July 15, 2019, it is approximately 28-months late. Huixin also did not file a Form 12b-25 with the Commission for its delinquent Form 10-K.

49. As set forth in the fourteenth entry of Exhibit 15, Huixin's Form 10-Q, for the period ending March 31, 2017, was due on May 15, 2017. However, Huixin did not file it with the Commission, and, as of July 15, 2019, it is approximately 26-months late. Huixin also did not file a Form 12b-25 with the Commission for its delinquent Form 10-Q.

50. As set forth in the fifteenth entry of Exhibit 15, Huixin's Form 10-Q, for the period ending June 30, 2017, was due on August 14, 2017. However, Huixin did not file it with

the Commission, and, as of July 15, 2019, it is approximately 23-months late. Huixin also did not file a Form 12b-25 with the Commission for its delinquent Form 10-Q.

51. As set forth in the sixteenth entry of Exhibit 15, Huixin's Form 10-Q, for the period ending September 30, 2017, was due on November 14, 2017. However, Huixin did not file it with the Commission, and, as of July 15, 2019, it is approximately 20-months late. Huixin also did not file a Form 12b-25 with the Commission for its delinquent Form 10-Q.

52. As set forth in the seventeenth entry of Exhibit 15, Huixin's Form 10-K, for the period ending December 31, 2017, was due on April 2, 2018. However, Huixin did not file it with the Commission, and, as of July 15, 2019, it is approximately 15-months late. Huixin also did not file a Form 12b-25 with the Commission for its delinquent Form 10-K.

53. As set forth in the eighteenth entry of Exhibit 15, Huixin's Form 10-Q, for the period ending March 31, 2018, was due on May 15, 2018. However, Huixin did not file it with the Commission, and, as of July 15, 2019, it is approximately 14-months late. Huixin also did not file a Form 12b-25 with the Commission for its delinquent Form 10-Q.

54. As set forth in the nineteenth entry of Exhibit 15, Huixin's Form 10-Q, for the period ending June 30, 2018, was due on August 14, 2018. However, Huixin did not file it with the Commission, and, as of July 15, 2019, it is approximately 11-months late. Huixin also did not file a Form 12b-25 with the Commission for its delinquent Form 10-Q.


55. As set forth in the twentieth entry of Exhibit 15, Huixin's Form 10-Q, for the period ending September 30, 2018, was due on November 14, 2018. However, Huixin did not file it with the Commission, and, as of July 15, 2019, it is approximately eight-months late. Huixin also did not file a Form 12b-25 with the Commission for its delinquent Form 10-Q.

56. As set forth in the twenty-first entry of Exhibit 15, Huixin's Form 10-K, for the period ending December 31, 2018, was due on April 1, 2019. However, Huixin did not file it with the Commission, and, as of July 15, 2019, it is approximately three-months late. Huixin also did not file a Form 12b-25 with the Commission for its delinquent Form 10-K.

57. As set forth in the twenty-second entry of Exhibit 15, Huixin's Form 10-Q, for the period ending March 31, 2019, was due on May 15, 2019. However, Huixin did not file it with the Commission, and, as of July 15, 2019, it is approximately two-months late. Huixin also did not file a Form 12b-25 with the Commission for its delinquent Form 10-Q.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

This 5th day of August 2019.


Robert F. Schroeder