

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING
File No. 3-21000

In the Matter of

**MICHAEL JAMES
FERGUSON JR. FOREIGN
PRIVATE TRUST,**

Respondent.

**DECLARATION OF THERESA H. GUE IN SUPPORT OF
THE DIVISION OF ENFORCEMENT’S SUPPLEMENTAL BRIEF IN
FURTHER SUPPORT OF ITS MOTION FOR ENTRY OF DEFAULT AND
IMPOSITION OF REMEDIAL SANCTIONS AGAINST RESPONDENT**

I, Theresa H. Gue, pursuant to 28 U.S.C. § 1746, declare as follows under penalty of perjury:

1. I am employed as Senior Counsel by Plaintiff Securities and Exchange Commission (the “Commission”) in the Commission’s New York Regional Office and in the Division of Enforcement (the “Division”).

2. I make this declaration in support of the Division of Enforcement’s (the “Division’s”) supplemental brief in further support of its motion for entry of default and imposition of remedial sanctions against Respondent Michael James Ferguson Jr. Foreign Private Trust (“Ferguson Trust”).

3. Unless otherwise noted, I make this Declaration based on personal knowledge, the exhibits attached hereto, and to the best of my recollection. I have described the statements of others set forth below in sum and substance and in part and not verbatim. Because the Division

submits this Declaration for the limited purpose of supporting its additional briefing and evidence, I have not set forth each and every relevant fact that I know.

4. In late 2020, the Division launched an investigation of Ferguson Trust. The investigative team was comprised of myself and my supervisor, then-Assistant Regional Director Sheldon Pollock.

5. On December 31, 2020, I sent Ferguson Trust a formal request for documents, pursuant to Exchange Act Section 17(a), and for voluntary testimony by overnight delivery and email (the “Request”). A true and correct copy of an email and attached letter from me to Ferguson Trust’s CEO and President, Noble Mikhail Jabal Mohommet Firdaus El (“Firdaus El”), copying Sheldon Pollock, dated December 31, 2020 is attached hereto as Exhibit 1.

6. After Ferguson Trust and Firdaus El failed to respond to the Request, I sent Ferguson Trust a letter on February 22, 2021, addressed to Firdaus El, noting that the Trust had repeatedly failed to produce any records to Examinations. The letter cautioned Ferguson Trust that, if it did not substantively respond to the Request by March 2, 2021, the Division intended to issue a Wells notice to Ferguson Trust. A Wells notice is a notice that the Division intends to recommend to the Commission that it authorize an enforcement action. A true and correct copy of an email and attached letter from me to Firdaus El, copying Sheldon Pollock, dated February 22, 2021, is attached hereto as Exhibit 2.

7. Ferguson Trust did not respond to the Request and did not produce any responsive documents.

8. On April 28, 2021, the Division issued a Wells notice to Ferguson Trust, which similarly went unanswered. A true and correct copy of an email and attached letter from me to Firdaus El, copying Sheldon Pollock, dated April 28, 2021, is attached hereto as Exhibit 3.

9. By March 31, 2021, Ferguson Trust was required to file another annual report on Form TA-2 for the year 2020. It failed to do so. A true and correct copy of the EDGAR docket for Ferguson Trust is attached hereto as Exhibit 4.

10. On August 18, 2021, the Division issued a Wells notice to Firdaus El, which also went unanswered. A true and correct copy of an email and attached letter from me to Firdaus El, copying Sheldon Pollock, dated August 18, 2021, is attached hereto as Exhibit 5.

11. On September 27, 2021, the Commission filed a Complaint against Firdaus El and Ferguson Trust in the United States District Court for the Southern District of New York in *Securities and Exchange Commission v. Michael James Ferguson Jr. Foreign Private Trust, et al.*, Civil Action Number 1:21-CV-8017 (S.D.N.Y. 2021) (the “District Court Proceeding”).

12. From early October through December 2021, the Commission’s process server unsuccessfully attempted to serve Firdaus El and Ferguson Trust in the District Court Proceeding at numerous addresses. Attached as Exhibit 6 is the Declaration of Delaney Jean Wyatt, dated December 10, 2021, which was filed in support of the Commission’s motion for default judgments against Defendants in the District Court Proceeding.

13. In December 2021, through social media, the Commission’s process server was able to link Firdaus El to a residential address in Chancellor, Alabama. Upon arriving at the address, the process server found a resident who claimed not to know Firdaus El, though she was linked to Firdaus El on social media. Following the process server’s visit, Firdaus El and his wife made their social media accounts private. (*Id.* at ¶¶ 17-19.)

14. Because of these actions, the Court in the District Court Proceeding allowed the Division to serve Ferguson Trust by email, to mikhailfirdausel@gmail.com, Firdaus El’s email

address. The District Court Proceeding, Dkt. No. 11. Although this email address was active during the District Court Proceeding, it has since been deactivated.

15. Ferguson Trust and Firdaus El both defaulted in the District Court Proceeding. The District Court Proceeding, Dkt. No. 15.

16. On March 18, 2022, Ferguson Trust, along with two other issuers, jointly filed on EDGAR a Commission Form D (the “2022 Form D”), seeking to raise more than \$500 million from investors in an unregistered securities offering. A true and correct copy of the 2022 Form D is attached hereto as Exhibit 7.

17. Ferguson Trust and the other two issuers jointly filed an amended Form D (“the Form D/A”) on May 25, 2022. A true and correct copy of the Form D/A is attached hereto as Exhibit 8.

18. Neither Ferguson Trust nor Firdaus El have ever contacted the Division. Furthermore, Ferguson Trust, via Firdaus El, has refused delivery of physical correspondence sent by the Division.

19. Ferguson Trust has not filed an amendment to Form TA-1 to reflect the Trust’s new business address or filed an annual report on Form TA-2 for the years 2019 or 2020 (or, for that matter, for the years since). (Ex. 4.)

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

Executed on April 17, 2025
New York, New York

/s/ Theresa H. Gue
Theresa H. Gue