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14 KRISTA L. FREITAG

15
16 **UNITED STATES DISTRICT COURT**
17 **CENTRAL DISTRICT OF CALIFORNIA**
18 **WESTERN DIVISION**

19 SECURITIES AND EXCHANGE
20 COMMISSION,

21 Plaintiff,

22 v.

23 WORLD CAPITAL MARKET INC.;
24 WCM777 INC.; WCM777 LTD. d/b/a
25 WCM777 ENTERPRISES, INC.; and
26 MING XU a/k/a PHIL MING XU,

27 Defendants,

28 KINGDOM CAPITAL MARKET, LLC;
MANNA HOLDING GROUP, LLC;
MANNA SOURCE
INTERNATIONAL, INC.;
WCM RESOURCES, INC.; AEON
OPERATING, INC.; AND PMX
JEWELS, LTD.,

Relief Defendants.

Case No. CV-14-2334-CAS-MRW

**DECLARATION OF TED FATES IN
SUPPORT OF EX PARTE
APPLICATION FOR ORDER:
(1) TEMPORARILY FREEZING THE
BANK ACCOUNTS OF VINCENT
MESSINA; AND (2) REQUIRING
VINCENT MESSINA TO PROVIDE
AN ACCOUNTING**

Ctrm: 5 - 2nd Floor
Judge: Hon. Christina A. Snyder

1 I, Ted Fates, declare as follows:

2 1. I am an attorney at the law firm of Allen Matkins Leck Gamble
3 Mallory & Natsis LLP, counsel for the temporary receiver, Krista Freitag, appointed
4 by this Court by order entered on March 27, 2014. See Dkt. No. 14 ("TRO"). I
5 make this declaration in support of the concurrently-filed Ex Parte Application for an
6 order: (1) temporarily freezing the bank accounts of Vincent Messina; and
7 (2) requiring Vincent Messina to provide an accounting of all funds received from
8 Defendant Phil Ming Xu or the Receivership Entities, including ToPacific, Inc. I am
9 a member in good standing of the State Bar of California and have been admitted to
10 practice before this Court. I have personal knowledge of the facts set forth herein
11 and, if called as a witness, could and would testify to such facts under oath.

12 2. On March 30, 2014, I sent an e-mail to Mr. Messina at the e-mail
13 address for him located in the World Capital Market, Inc. e-mail records. Attached
14 to my e-mail was the TRO and a letter. A true and correct copy of the e-mail and
15 attachments is attached hereto as Exhibit A and incorporated herein by this reference.
16 On March 31, 2014, the TRO and the letter were also delivered by messenger to the
17 two addresses identified on the letter, which came from the Receivership Entities'
18 records.

19 3. On March 31, 2014, the Receiver and my colleague David Zaro met
20 with Mr. Xu at the WCM offices in Pasadena. During the meeting, Mr. Xu stated
21 that \$6 million had been wired to Mr. Messina. He stated the money should be
22 returned and asked for the Receiver's assistance in recovering the funds. Mr. Xu
23 stated that Mr. Messina's IOLTA trust account information was in his WCM e-mail
24 account. The Receiver located the wire transfer information in Mr. Xu's WCM
25 e-mail account, e-mailed Bank of America and requested a freeze on the
26 Mr. Messina's IOLTA account, and I printed the e-mail and had it faxed to Bank of
27 America, together with the TRO.

28

1 4. I spoke to Mr. Messina by telephone on April 1, 2014. He
2 acknowledged receiving the TRO and the letter. He also acknowledged receiving a
3 \$5 million wire transfer from Mr. Xu. Mr. Messina stated the transfer was a loan for
4 which there is a promissory note and refused to turn over the funds or state where
5 they are. Mr. Messina stated he also received \$200,000 from Mr. Xu to set up a
6 political action committee and that about \$70,000-\$80,000 of those funds have not
7 yet been used. He stated he was in the process of engaging a lawyer and his lawyer
8 would contact me.

9 5. On the morning of April 2, 2014, the Receiver and I spoke to Maranda
10 Fritz, the lawyer located in New York retained by Mr. Messina. Ms. Fritz confirmed
11 that \$5 million had been transferred to Mr. Messina and stated that Mr. Xu originally
12 had wanted Mr. Messina to help him "put the money aside." Mr. Messina stated he
13 would not do that, so Mr. Xu and Mr. Messina came up with an alternate
14 arrangement. Mr. Xu would "loan" Mr. Messina the money and together they would
15 make investments with it. It was contemplated that Mr. Xu would receive the equity
16 interests in the investments as a reduction of the debt. I asked Ms. Fritz to provide
17 the loan documentation and she stated there was just a "two-line" agreement which
18 she would provide. Ms. Fritz stated that no payments are due under the loan until it
19 matures on January 2, 2019.

20 6. When I asked Ms. Fritz about the March 20, 2014 letter from Mr. Xu to
21 Mr. Messina demanding return of the retainer, she stated she believed Mr. Xu would
22 confirm the transfer was a loan. When I asked why Mr. Messina refused to return
23 the funds, she stated that disbursements had already been made for "investments" and
24 Mr. Messina wants to continue to fund those investments. When I asked why a so-
25 called loan would be transferred to Mr. Messina's IOLTA account, which are only
26 used to hold retainers and client funds, Ms. Fritz stated there could be a lot of reasons
27 that was done.

28

1 7. Ms. Fritz stated that Mr. Messina had received some other monies that
2 she acknowledged are subject to the TRO, but she needed to determine how much of
3 those funds were unused and would be returned.

4 8. In the afternoon of April 2, 2014, I received an e-mail from Ms. Fritz
5 with the purported loan document attached. Attached hereto as Exhibit B is a true
6 and correct copy of the document.

7 9. On April 3, 2014, I contacted counsel for the Securities and Exchange
8 Commission ("Commission") and Maranda Fritz, counsel for Mr. Messina, to give
9 them notice of this Ex Parte Application. The Commission's counsel stated the
10 Commission supports the Ex Parte Application. Ms. Fritz stated Mr. Messina
11 opposes the Ex Parte Application. Pursuant to the Court's chamber rules, I advised
12 Ms. Fritz that Mr. Messina would have 48 hours from the filing of this Ex Parte
13 Application to file an opposition. Ms. Fritz's office telephone number is
14 (212) 908-3966 and her email address is Maranda.Fritz@thompsonhine.com.

15 10. On April 4, 2014, Mr. Messina, the Receiver, and the Commission
16 agreed that \$2.332 million wired by Mr. Messina from various accounts under his
17 control to the client trust account of Thompson Hine LLP, Ms. Fritz's law firm,
18 would be held in escrow by Thompson Hine pending further order of the Court.
19 Ms. Fritz stated that Mr. Messina would not provide any information about the
20 remaining \$2.668 million at this time, stating only it was disbursed for "business
21 purposes."

22 11. On April 8, 2014, Ms. Fritz stated that Thompson Hine is holding
23 \$2.133 million in its client trust account.

24 I declare under penalty of perjury under the laws of the United States of
25 America that the foregoing is true and correct.

26 Executed this 8th day of April, 2014, at San Diego, California.

27
28

/s/ Ted Fates
TED FATES

EXHIBIT A

Allen Matkins

Allen Matkins Leck Gamble Mallory & Natsis LLP
Attorneys at Law
501 West Broadway, 15th Floor | San Diego, CA 92101-3541
Telephone: 619.233.1155 | Facsimile: 619.233.1158
www.allenmatkins.com

Ted Fates
E-mail: tfates@allenmatkins.com
Direct Dial: 619 235 1527 File Number: 374010-00002/SD816775.01

Via Email/Messenger

March 30, 2014

Mr. Vincent Messina
6752 Hillpark Dr., #303
Los Angeles, California 90068
vincent7292@gmail.com

Mr. Vincent Messina
251 S. Lake Ave.#920
Pasadena, CA 91101

**Re: Securities and Exchange Commission v. World Capital Markets Inc., et al.
United States District Court, Central District of California
Case No. CV14-2334-CAS(MRWx)**

Dear Mr. Messina:

This firm represents Krita Freitag, the Court appointed receiver pursuant to the enclosed Temporary Restraining Order issued by the United States District Court in the above-referenced matter ("Receiver"), for defendants World Capital Markets Inc., WCM777 Inc., WCM777 Ltd. d/b/a/ WCM777 Enterprises, Inc., and Ming Xu a/k/a Phil Ming Xu, as well as relief defendants Kingdom Capital Market, LLC, Manna Holding Group, LLC, Manna Source International, Inc., WCM Resources, Inc., Aeon Operating, Inc., and PMX Jewels, Ltd. (the "Receivership Entities"). The Receiver was appointed pursuant to a Temporary Restraining Order: (1) Freezing Assets; (2) Prohibiting the Destruction of Documents; (3) Granting Expedited Discovery; (4) Requiring Accountings; (5) Authorizing Alternative Service; (6) Repatriating Assets; and (7) Appointing a Temporary Receiver entered by the Court on March 27, 2014 (the "Order"). A copy of the Order is enclosed herewith.

Pursuant to the terms of the Order, the Receiver is authorized to have access to and to collect and take custody, control, possession, and charge of all assets and records of the Receivership Entities. Thus, the Receiver hereby requests that you immediately turnover all files and documents in your possession and control, or your firm's possession or control, pertaining to matter you or your firm has handled for any of the Receivership Entities. Please send the files or documents to my attention at the address above.

The Receiver has also been advised that you or your firm have been transferred a substantial amount of money by the defendants or relief defendants or their affiliates and that you are presently holding these funds in client trust accounts. Pursuant to the terms of the Order, you are required to

Allen Matkins Leck Gamble Mallory & Natsis LLP
Attorneys at Law

Mr. Vincent Messina
Mr. Vincent Messina
March 30, 2014
Page 2

freeze and preserve these funds for turnover to the Receiver. The Receiver also requests that you turn over any unused retainers that you or your firm holds for the Receivership Entities.

If you have any questions about the above, please do not hesitate to contact us directly.

Very truly yours,



Ted Fates

EGF

Enclosure

1 JOHN B. BULGOZDY (Cal. Bar No. 219897)
 Email: bulgozdyj@sec.gov
 2 PETER F. DEL GRECO (Cal. Bar No. 164925)
 Email: delgreco@sec.gov
 3
 4 Attorneys for Plaintiff
 Securities and Exchange Commission
 Michele Wein Layne, Regional Director
 5 Lorraine Echavarria, Associate Regional Director
 John W. Berry, Regional Trial Counsel
 6 5670 Wilshire Boulevard, 11th Floor
 Los Angeles, California 90036
 7 Telephone: (323) 965-3998
 Facsimile: (323) 965-3908
 8

9 **UNITED STATES DISTRICT COURT**
 10 **CENTRAL DISTRICT OF CALIFORNIA**

11
 12 SECURITIES AND EXCHANGE
 COMMISSION,
 13
 14 Plaintiff,
 15
 16 vs.
 17 WORLD CAPITAL MARKET INC.;
 WCM777 INC.; WCM777 LTD. d/b/a
 WCM777 ENTERPRISES, INC.; and
 MING XU a/k/a PHIL MING XU,
 18
 19 Defendants,
 20
 21 and
 22 KINGDOM CAPITAL MARKET, LLC;
 MANNA HOLDING GROUP, LLC;
 MANNA SOURCE INTERNATIONAL,
 INC.; WCM RESOURCES, INC.; AEON
 23 OPERATING, INC.; AND PMX JEWELS,
 24 LTD.,
 25
 26 Relief Defendants.

Case No. CV14-2334-CAS(MRWx)
 REDACTED
**~~PROPOSED~~ TEMPORARY
 RESTRAINING ORDER AND
 ORDERS (1) FREEZING
 ASSETS; (2) PROHIBITING THE
 DESTRUCTION OF
 DOCUMENTS; (3) GRANTING
 EXPEDITED DISCOVERY; (4)
 REQUIRING ACCOUNTINGS;
 (5) AUTHORIZING
 ALTERNATIVE SERVICE; (6)
 REPATRIATING ASSETS; AND
 (7) APPOINTING A
 TEMPORARY RECEIVER, AND
 ORDER TO SHOW CAUSE RE
 PRELIMINARY INJUNCTION
 AND APPOINTMENT OF A
 PERMANENT RECEIVER**

1 This matter came before the Court upon the *Ex Parte* Application of Plaintiff
2 Securities and Exchange Commission (“SEC”) for a Temporary Restraining Order
3 and Orders (1) Freezing Assets; (2) Prohibiting the Destruction of Documents; (3)
4 Granting Expedited Discovery; (4) Requiring Accountings; (5) Authorizing
5 Alternative Service; and (6) Appointing a Temporary Receiver, and Order to Show
6 Cause Re Preliminary Injunction and Appointment of a Permanent Receiver (the
7 “TRO Application”).

8 The Court, having considered the SEC’s Complaint, the TRO Application, the
9 supporting Memorandum of Points and Authorities, the supporting declarations and
10 exhibits, and the other evidence and argument presented to the Court, finds that:

- 11 A. This Court has jurisdiction over the parties to, and the subject matter of,
12 this action.
- 13 B. The SEC has made a sufficient and proper showing in support of the
14 relief granted herein, as required by Section 20(b) of the Securities Act
15 of 1933 (“Securities Act”) (15 U.S.C. § 77t(b)) and Section 21(d) of the
16 Securities Exchange Act of 1934 (“Exchange Act”) (15 U.S.C. § 78u(b))
17 by evidence establishing a *prima facie* case and reasonable likelihood
18 that Defendants World Capital Market Inc.; WCM777 Inc.; WCM777
19 Ltd. d/b/a WCM777 Enterprises, Inc.; and Ming Xu a/k/a Phil Ming Xu
20 have engaged in, are engaging in, are about to engage in, and will
21 continue to engage in unless restrained transactions, acts, practices and
22 courses of business that constitute violations of Sections 5(a), 5(c) of the
23 Securities Act of 1933 (15 U.S.C. §§ 77e(a), 77e(c)); Section 17(a) of the
24 Securities Act (15 U.S.C. § 77q(a)); and Section 10(b) of the Securities
25 Exchange Act of 1934 (15 U.S.C. § 78j(b)) and Rule 10b-5 thereunder
26 (17 C.F.R. § 240.10b-5) and that Relief Defendants Kingdom Capital
27 Market, LLC; Manna Holding Group, LLC; Manna Source International,
28 Inc.; WCM Resources, Inc.; Aeon Operating, Inc.; and PMX Jewels, Ltd.

1 are in possession of the proceeds of those violations and have been
2 unjustly enriched.

3 C. Good cause exists to believe that, unless restrained and enjoined by order
4 of this Court, Defendants and Relief Defendants will dissipate, conceal,
5 or transfer assets which could be the subject to an order directing
6 disgorgement or the payment of civil money penalties in this action. It is
7 appropriate for the Court to issue this Temporary Restraining Order *ex*
8 *parte* so that prompt service on appropriate financial institutions can be
9 made, thus preventing the dissipation of assets.

10 D. Good cause exists to believe that, unless restrained and enjoined by order
11 of this Court, Defendants may alter or destroy documents relevant to this
12 action.

13 E. Good cause exists to believe that alternative service is necessary.

14 F. Good cause exists to believe that expedited discovery is necessary.

15 **I.**

16 IT IS HEREBY ORDERED that the SEC's TRO Application is GRANTED.

17 **II.**

18 IT IS FURTHER ORDERED that Defendants World Capital Market Inc.,
19 WCM777 Inc., WCM777 Ltd. d/b/a WCM777 Enterprises, Inc., and Ming Xu a/k/a
20 Phil Ming Xu, and their officers, agents, servants, employees, attorneys, subsidiaries
21 and affiliates, and those persons in active concert or participation with any of them
22 who receive actual notice of this Order, by personal service or otherwise, and each of
23 them, be and hereby are temporarily restrained and enjoined from, directly or
24 indirectly, in the absence of any applicable exemption:

25 A. unless a registration statement is in effect as to a security, making use of
26 any means or instruments of transportation or communication in
27 interstate commerce or of the mails to sell such security through the use
28 or medium of any prospectus or otherwise;

1 B. unless a registration statement is in effect as to a security, carrying or
2 causing to be carried through the mails or in interstate commerce, by any
3 means or instruments of transportation, any such security for the purpose
4 of sale or for delivery after sale; or

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

13 in violation of Section 5 of the Securities Act, 15 U.S.C. § 77e.

14 **III.**

15 IT IS FURTHER ORDERED that Defendants World Capital Market Inc.,
16 WCM777 Inc., WCM777 Ltd. d/b/a WCM777 Enterprises, Inc., and Ming Xu a/k/a
17 Phil Ming Xu, and their officers, agents, servants, employees, attorneys, subsidiaries
18 and affiliates, and those persons in active concert or participation with any of them,
19 who receive actual notice of this Order, by personal service or otherwise, and each of
20 them, be and hereby are temporarily restrained and enjoined from, directly or
21 indirectly, in the offer or sale of any securities, by the use of any means or instruments
22 of transportation or communication in interstate commerce or by the use of the mails:

23 A. employing any device, scheme or artifice to defraud;

24 B. obtaining money or property by means of any untrue statement of a
25 material fact or any omission to state a material fact necessary in order to
26 make the statements made, in light of the circumstances under which
27 they were made, not misleading; or

28 C. engaging in any transaction, practice, or course of business which

1 operates or would operate as a fraud or deceit upon the purchaser;
2 in violation of Section 17(a) of the Securities Act, 15 U.S.C. § 77q(a).

3 **IV.**

4 IT IS FURTHER ORDERED that Defendants World Capital Market Inc.,
5 WCM777 Inc., WCM777 Ltd. d/b/a WCM777 Enterprises, Inc., and Ming Xu a/k/a
6 Phil Ming Xu, and their officers, agents, servants, employees, attorneys, subsidiaries
7 and affiliates, and those persons in active concert or participation with any of them,
8 who receive actual notice of this Order, by personal service or otherwise, and each of
9 them, be and hereby are temporarily restrained and enjoined from, directly or
10 indirectly, in connection with the purchase or sale of any security, by the use of any
11 means or instrumentality of interstate commerce, or of the mails, or of any facility of
12 any national securities exchange:

- 13 A. employing any device, scheme or artifice to defraud;
14 B. making any untrue statement of a material fact or omitting to state a
15 material fact necessary in order to make the statements made, in the light
16 of the circumstances under which they were made, not misleading; or
17 C. engaging in any act, practice, or course of business which operates or
18 would operate as a fraud or deceit upon any person;
19 in violation of Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5
20 thereunder, 17 C.F.R. § 240.10b-5.

21 **V.**

22 IT IS FURTHER ORDERED that, except as otherwise ordered by this Court,
23 Defendants World Capital Market Inc., WCM777 Inc., WCM777 Ltd. d/b/a
24 WCM777 Enterprises, Inc., and Ming Xu a/k/a Phil Ming Xu, and Relief Defendants
25 Kingdom Capital Market, LLC; Manna Holding Group, LLC; Manna Source
26 International, Inc.; WCM Resources, Inc.; Aeon Operating, Inc.; and PMX Jewels,
27 Ltd. and their officers, agents, servants, employees, attorneys, subsidiaries and
28 affiliate, and those persons in active concert with them, who receive actual notice of

1 this Order, by personal service or otherwise, and each of them, be and hereby are
 2 temporarily restrained and enjoined from, directly or indirectly, transferring,
 3 assigning, selling, hypothecating, changing, wasting, dissipating, converting,
 4 concealing, encumbering, or otherwise disposing of, in any manner, any funds, assets,
 5 securities, claims or other real or personal property, including any notes or deeds of
 6 trust or other interest in real property, wherever located, of any one of the Defendants
 7 or Relief Defendants, or their subsidiaries or affiliates, owned by, controlled by,
 8 managed by or in the possession or custody of any of them and from transferring,
 9 encumbering dissipating, incurring charges or cash advances on any debit or credit
 10 card of the credit arrangement of any one of the Defendants or Relief Defendants, or
 11 their subsidiaries and affiliates.

12 **VI.**

13 IT IS FURTHER ORDERED that, except as otherwise ordered by this Court,
 14 an immediate freeze shall be placed on all monies and assets (with an allowance for
 15 necessary and reasonable living expenses to be granted only upon good cause shown
 16 by application to the Court with notice to and an opportunity for the SEC to be heard)
 17 in all accounts at any bank, financial institution or brokerage firm, or third-payment
 18 payment processor, all certificates of deposit, and other funds or assets, held in the
 19 name of, for the benefit of, or over which account authority is held by Defendants
 20 World Capital Market Inc., WCM777 Inc., WCM777 Ltd. d/b/a WCM777
 21 Enterprises, Inc., and Ming Xu a/k/a Phil Ming Xu, and/or Relief Defendants
 22 Kingdom Capital Market, LLC; Manna Holding Group, LLC; Manna Source
 23 International, Inc.; and WCM Resources, Inc., including but not limited to the
 24 accounts listed below:

Account Name	Bank Name	Account Number
World Capital Market Inc.	Bank of America	

	Account Name	Bank Name	Account Number
1			
2	World Capital Market Inc.	Bank of America	
3	World Capital Market Inc.	Wells Fargo	
4	World Capital Market Inc.	Wells Fargo	
5	World Capital Market Inc.	Wells Fargo	
6	World Capital Market Inc.	Comerica	
7	World Capital Market Inc.	Merrill Lynch	
8	WCM777	Bank of America	
9	WCM777	Bank of America	
10	WCM777 Inc.	Wells Fargo	
11	WCM777 Inc.	Wells Fargo	
12	WCM777 Inc.	Wells Fargo	
13	WCM777 Inc.	Wells Fargo	
14	WCM777 Ltd.	HSBC	
15	WCM777 Ltd.	Wells Fargo	
16	WCM777 Ltd.	Wells Fargo	
17	WCM777 Ltd.	Wells Fargo	
18	Ming Xu	Bank of America	
19	Ming Xu	Bank of America	
20	Ming Xu	Wells Fargo	
21	Ming Xu	Wells Fargo	
22	Ming Xu	Comerica	
23	Ming Xu	Comerica	
24	Ming Xu	Comerica	
25	Ming Xu	E*Trade	
26	Kingdom Capital Market, LLC	Bank of America	
27	Kingdom Capital Market, LLC	Bank of America	
28	Kingdom Capital Market, LLC	Bank of America	

	Account Name	Bank Name	Account Number
1			
2	Kingdom Capital Market, LLC	Wells Fargo	
3	Kingdom Capital Market, LLC	Wells Fargo	
4	Kingdom Capital Market, LLC	Comerica	
5	Manna Source International, Inc.	Wells Fargo	
6	Manna Source International, Inc.	Wells Fargo	
7	Manna Source International, Inc.	Comerica	
8	Manna Holding Group, LLC	JPMorganChase	
9	Manna Holding Group, LLC	Comerica	
10	WCM Resources, Inc.	Bank of America	
11	The Manna For All Foundation* ¹	Comerica	
12	The Manna For All Foundation*	JPMorganChase	
13	The Manna For All Foundation*	JPMorganChase	
14	The Media For Christ Foundation*	Citibank	
15	The Media For Christ Foundation*	JPMorganChase	
16	The Media For Christ Foundation*	Comerica	
17	Agape Technology, Inc.*	Comerica	
18	ToPacific, Inc.*	Bank of America	
19	ToPacific, Inc.*	Bank of America	
20	ToPacific, Inc.*	Comerica	
21	ToPacific, Inc.*	Comerica	
22	ToPacific, Inc.*	JPMorganChase	
23	ToPacific, Inc.*	JPMorganChase	
24	ToPacific, Inc.*	East West Bank	
25	ToPacific, Inc.*	East West Bank	
26	ToPacific, Inc.*	American Continental	
27	Goldpoint Holdings, Inc.	Bank of America	

¹ All asterisked accounts are accounts over which Defendant Ming Xu has authority.

1 Any bank, financial institution or brokerage firm, or third-party payment
2 processor holding such monies and assets described above shall hold and retain
3 within their control and prohibit the withdrawal, removal, transfer or other disposal of
4 any such funds or other assets except as otherwise ordered by this Court.

5 **VII.**

6 IT IS FURTHER ORDERED that, except as otherwise ordered by this Court,
7 an immediate freeze shall be placed on monies and assets traceable to the fraudulent
8 conduct held by Relief Defendant Aeon Operating, Inc., up to the amount of \$2.667
9 million; and by Relief Defendant PMX Jewels, Ltd., up to the amount of \$750,000, in
10 such account to be identified by Relief Defendant in writing to the SEC and this
11 Court with five days of the entry of this Order.

12 **VIII.**

13 IT IS FURTHER ORDERED that, within ten days from the date of this Order,
14 Defendants World Capital Market Inc., WCM777 Inc., WCM777 Ltd. d/b/a
15 WCM777 Enterprises, Inc., and Ming Xu a/k/a Phil Ming Xu, and Relief Defendants
16 Kingdom Capital Market, LLC; Manna Holding Group, LLC; Manna Source
17 International, Inc.; WCM Resources, Inc.; Aeon Operating, Inc.; and PMX Jewels,
18 Ltd., any bank, financial institution or brokerage firm, and each of them, shall transfer
19 to the registry of this Court assets, funds and other property held in foreign locations
20 in the name of any Defendant or Relief Defendant, or for the benefit or under the
21 direct or indirect control of any of them, or over which any of them exercises control
22 or signatory authority, that is equal to the value of all funds transferred by U.S.
23 investors, whether by wire transfer, third-party payment processor or otherwise, at the
24 direction of either Defendants or any of their agents, representatives or accredited
25 advisors.

26 **IX.**

27 IT IS FURTHER ORDERED that, except as otherwise ordered by this Court,
28 each of the Defendants World Capital Market Inc., WCM777 Inc., WCM777 Ltd.

1 d/b/a WCM777 Enterprises, Inc., and Ming Xu a/k/a Phil Ming Xu, and Relief
2 Defendants Kingdom Capital Market, LLC; Manna Holding Group, LLC; Manna
3 Source International, Inc.; WCM Resources, Inc.; Aeon Operating, Inc.; and PMX
4 Jewels, Ltd., and their officers, agents, servants, employees, attorneys, subsidiaries
5 and affiliates, and those persons in active concert or participation with any of them,
6 who receive actual notice of this Order, by personal service or otherwise, and each of
7 them, be and hereby are temporarily restrained and enjoined from, directly or
8 indirectly: destroying, mutilating, concealing, transferring, altering, or otherwise
9 disposing of, in any manner, any documents, which includes all books, records,
10 computer programs, computer files, computer printouts, contracts, emails,
11 correspondence, memoranda, brochures, or any other documents of any kind in their
12 possession, custody or control, however created, produced, or stored (manually,
13 mechanically, electronically, or otherwise), pertaining in any manner to Defendants
14 World Capital Market Inc., WCM777 Inc., WCM777 Ltd. d/b/a WCM777
15 Enterprises, Inc., and Ming Xu a/k/a Phil Ming Xu and/or Relief Defendants Kingdom
16 Capital Market, LLC; Manna Holding Group, LLC; Manna Source International, Inc.;
17 WCM Resources, Inc.; Aeon Operating, Inc.; and PMX Jewels, Ltd.

18 **X.**

19 IT IS FURTHER ORDERED that Defendants World Capital Market Inc.,
20 WCM777 Inc., WCM777 Ltd. d/b/a WCM777 Enterprises, Inc., and Ming Xu a/k/a
21 Phil Ming Xu, and Relief Defendants Kingdom Capital Market, LLC; Manna
22 Holding Group, LLC; Manna Source International, Inc.; WCM Resources, Inc.; Aeon
23 Operating, Inc.; and PMX Jewels, Ltd., within five days of the issuance of this Order,
24 shall prepare and deliver to the SEC a detailed and complete schedule of all of their
25 personal assets, including all real and personal property exceeding \$5,000 in value,
26 and all bank, securities, and other accounts identified by institution, branch address
27 and account number. The accounting shall include a description of the sources of all
28 such assets. Such accounting shall be filed with the Court and a copy shall be

1 delivered to the SEC to the attention of John B. Bulgozdy, Trial Counsel. After
2 completion of the accounting, each of the Defendants and Relief Defendants shall
3 produce to the SEC at a time agreeable to the SEC, all books, records and other
4 documents supporting or underlying their accounting.

5 **XI.**

6 IT IS FURTHER ORDERED that any person who receives actual notice of this
7 Order by personal service or otherwise, and who holds, possesses or controls assets
8 exceeding \$5,000 for the account or benefit of any one of the Defendants or Relief
9 Defendants, shall within 5 days of receiving actual notice of this Order provide
10 counsel for the SEC with a written statement identifying all such assets, the value of
11 such assets, or best approximation thereof, and any account numbers or account
12 names in which the assets are held.

13 **XII.**

14 IT IS FURTHER ORDERED that, pursuant to Rule 4 of the Federal Rules of
15 Civil Procedure, service of all pleadings and other papers, including the Summons,
16 the Complaint, this Order, all documents filed in support thereof, and all other
17 documents to be served in this action, may be made by serving such documents as to
18 Relief Defendant PMX Jewels, Ltd., by FEDEX or UPS, signature required, by any
19 officer or director, or other authorized signatory, at 1204 Concordia Plaza, Greenfield
20 Tower, 1 Science Museum Road, TST, Kowloon, Hong Kong 99077.

21 **XIII.**

22 IT IS FURTHER ORDERED that the SEC's application for expedited
23 discovery concerning Defendants and Relief Defendants, their assets and activities, is
24 granted and that, commencing with the time and date of this Order, in lieu of the time
25 periods, notice provisions, and other requirements of Rules 26, 30, 33, 34, 36, and 45
26 of the Federal Rules of Civil Procedure and the corresponding Local Rules of this
27 Court, discovery shall proceed as follows:

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1 (A) Pursuant to Rule 30(a) of the Federal Rules of Civil Procedure, the SEC
2 may take depositions upon oral examination on two days' notice of any such
3 deposition. Depositions may be taken Monday through Saturday. As to the
4 Defendant and Relief Defendants, and their agents, servants, promoters, employees,
5 brokers, associates, and any person who transferred money to or received money
6 from the bank accounts identified above, the SEC may depose such witnesses after
7 serving a deposition notice by facsimile, hand or overnight courier upon such
8 individuals, and without serving a subpoena on such witness. Depositions that have
9 not been signed by the witness may be used for purposes of the hearing on the SEC's
10 application for preliminary injunction.

11 (B) Pursuant to Rule 33(a) of the Federal Rules of Civil Procedure, each
12 Defendant and Relief Defendant shall answer the SEC's interrogatories within three
13 days of service of such interrogatories upon Defendant or Relief Defendant.

14 (C) Pursuant to Rule 34(b) of the Federal Rules of Civil Procedure, each
15 Defendant and Relief Defendant shall produce all documents requested by the SEC
16 within three days of service of such request, with production of the documents made
17 to John B. Bulgozdy, U.S. Securities and Exchange Commission, 5670 Wilshire
18 Blvd., Suite 1100, Los Angeles, California 90036, or such person or place as counsel
19 for the SEC may direct in writing.

20 (D) Pursuant to Rule 36(a) of the Federal Rules of Civil Procedure, each
21 Defendant and Relief Defendant shall respond to the SEC's requests for admissions
22 within three days of such requests; and

23 (E) All written responses to the SEC's requests for discovery under the
24 Federal Rules of Civil Procedure shall be delivered by hand or overnight courier to
25 the SEC to the attention of John B. Bulgozdy, U.S. Securities and Exchange
26 Commission, 5670 Wilshire Blvd., Suite 1100, Los Angeles, California 90036, or
27 such other place and person as counsel for the SEC may direct in writing.

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XIV.

IT IS FURTHER ORDERED that Krista L. Freitag of E3 Realty Advisors, Inc. is appointed as temporary receiver of Defendants World Capital Market Inc., WCM777 Inc., and WCM777 Ltd. d/b/a WCM777 Enterprises, Inc., and Relief Defendants Kingdom Capital Market, LLC; Manna Holding Group, LLC; Manna Source International, Inc.; WCM Resources, Inc.; and their subsidiaries and affiliates, with full powers of an equity receiver, including, but not limited to, full power over all funds, assets, collateral, premises (whether owned, leased, occupied, or otherwise controlled), choses in action, books, records, papers and other property belonging to, being managed by or in the possession of or control of Defendants World Capital Market Inc., WCM777 Inc., WCM777 Ltd. d/b/a WCM777 Enterprises, Inc., and Relief Defendants Kingdom Capital Market, LLC; Manna Holding Group, LLC; Manna Source International, Inc.; WCM Resources, Inc., and their subsidiaries and affiliates, and that such receiver is immediately authorized, empowered and directed:

- A. to have access to and to collect and take custody, control, possession, and charge of all funds, assets, collateral, premises (whether owned, leased, occupied, or otherwise controlled), choses in action, books, records, papers and other real or personal property, wherever located, of or managed by Defendants World Capital Market Inc., WCM777 Inc., WCM777 Ltd. d/b/a WCM777 Enterprises, Inc., and Relief Defendants Kingdom Capital Market, LLC; Manna Holding Group, LLC; Manna Source International, Inc.; WCM Resources, Inc., and their subsidiaries and affiliates, with full power to sue, foreclose, marshal, collect, receive, and take into possession all such property (including access to and taking custody, control, and possession of all such Defendants World Capital Market Inc., WCM777 Inc., WCM777 Ltd. d/b/a WCM777 Enterprises, Inc., and Relief Defendants Kingdom Capital Market, LLC; Manna Holding Group, LLC; Manna Source International, Inc.; WCM

- 1 Resources, Inc. property, and that of their subsidiaries and affiliates;
- 2 B. to have control of, and to be added as the sole authorized signatory for,
- 3 all accounts of the entities in receivership, including all accounts at any
- 4 bank, title company, escrow agent, financial institution or brokerage firm
- 5 (including any futures commission merchant) which has possession,
- 6 custody or control of any assets or funds of Defendants World Capital
- 7 Market Inc., WCM777 Inc., WCM777 Ltd. d/b/a WCM777 Enterprises,
- 8 Inc., and Relief Defendants Kingdom Capital Market, LLC; Manna
- 9 Holding Group, LLC; Manna Source International, Inc.; WCM
- 10 Resources, Inc., and their subsidiaries and affiliates, or which maintains
- 11 accounts over which Defendants World Capital Market Inc., WCM777
- 12 Inc., WCM777 Ltd. d/b/a WCM777 Enterprises, Inc., and Relief
- 13 Defendants Kingdom Capital Market, LLC; Manna Holding Group,
- 14 LLC; Manna Source International, Inc.; WCM Resources, Inc., and their
- 15 subsidiaries and affiliates, and/or any of their employees or agents have
- 16 signatory authority;
- 17 C. to conduct such investigation and discovery as may be necessary to
- 18 locate and account for all of the assets of or managed by Defendants
- 19 World Capital Market Inc., WCM777 Inc., WCM777 Ltd. d/b/a
- 20 WCM777 Enterprises, Inc., and Relief Defendants Kingdom Capital
- 21 Market, LLC; Manna Holding Group, LLC; Manna Source International,
- 22 Inc.; WCM Resources, Inc., and their subsidiaries and affiliates, and to
- 23 engage and employ attorneys, accountants and other persons to assist in
- 24 such investigation and discovery;
- 25 D. to take such action as is necessary and appropriate to preserve and take
- 26 control of and to prevent the dissipation, concealment, or disposition of
- 27 any assets of or managed by Defendants World Capital Market Inc.,
- 28 WCM777 Inc., WCM777 Ltd. d/b/a WCM777 Enterprises, Inc., and

- 1 Relief Defendants Kingdom Capital Market, LLC; Manna Holding
2 Group, LLC; Manna Source International, Inc.; WCM Resources, Inc.,
3 and their subsidiaries and affiliates;
- 4 E. to make an accounting, as soon as practicable, to this Court and the SEC
5 of the assets and financial condition of Defendants World Capital
6 Market Inc., WCM777 Inc., WCM777 Ltd. d/b/a WCM777 Enterprises,
7 Inc., and Relief Defendants Kingdom Capital Market, LLC; Manna
8 Holding Group, LLC; Manna Source International, Inc.; WCM
9 Resources, Inc., and to file the accounting with the Court and deliver
10 copies thereof to all parties;
- 11 F. to make such payments and disbursements from the funds and assets
12 taken into custody, control, and possession or thereafter received by him
13 or her, and to incur, or authorize the making of, such agreements as may
14 be necessary and advisable in discharging his or her duties as temporary
15 receiver;
- 16 G. to employ attorneys, accountants, and others to investigate and, where
17 appropriate, to institute, pursue, and prosecute all claims and causes of
18 action of whatever kind and nature which may now or hereafter exist as
19 a result of the activities of present or past employees or agents of
20 Defendants World Capital Market Inc., WCM777 Inc., WCM777 Ltd.
21 d/b/a WCM777 Enterprises, Inc., and Relief Defendants Kingdom
22 Capital Market, LLC; Manna Holding Group, LLC; Manna Source
23 International, Inc.; WCM Resources, Inc., and their subsidiaries and
24 affiliates; and
- 25 H. to have access to and monitor all mail, electronic mail, and video phone
26 of the entities in receivership in order to review such mail, electronic
27 mail, and video phone which he or she deems relates to their business
28 and the discharging of his or her duties as temporary receiver.

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XV.

IT IS FURTHER ORDERED that Defendants World Capital Market Inc., WCM777 Inc., WCM777 Ltd. d/b/a WCM777 Enterprises, Inc., and Relief Defendants Kingdom Capital Market, LLC; Manna Holding Group, LLC; Manna Source International, Inc.; WCM Resources, Inc., their subsidiaries and affiliates, including all of the other entities in receivership, and their officers, agents, servants, employees and attorneys, and any other persons who are in custody, possession or control of any assets, collateral, books, records, papers or other property of or managed by any of the entities in receivership, shall forthwith give access to and control of such property to the temporary receiver.

XVI.

IT IS FURTHER ORDERED that no officer, agent, servant, employee or attorney of Defendants World Capital Market Inc., WCM777 Inc., WCM777 Ltd. d/b/a WCM777 Enterprises, Inc., and Relief Defendants Kingdom Capital Market, LLC; Manna Holding Group, LLC; Manna Source International, Inc.; WCM Resources, Inc. shall take any action or purport to take any action, in the name of or on behalf of Defendants World Capital Market Inc., WCM777 Inc., WCM777 Ltd. d/b/a WCM777 Enterprises, Inc., and Relief Defendants Kingdom Capital Market, LLC; Manna Holding Group, LLC; Manna Source International, Inc.; WCM Resources, Inc., without the written consent of the temporary receiver or order of this Court.

XVII.

IT IS FURTHER ORDERED that, except by leave of this Court, during the pendency of this receivership, all clients, investors, trust beneficiaries, note holders, creditors, claimants, lessors and all other persons or entities seeking relief of any kind, in law or in equity, from Defendants World Capital Market Inc., WCM777 Inc., WCM777 Ltd. d/b/a WCM777 Enterprises, Inc., and Relief Defendants Kingdom Capital Market, LLC; Manna Holding Group, LLC; Manna Source International, Inc.;

1 WCM Resources, Inc., or their subsidiaries or affiliates, and all persons acting on
2 behalf of any such investor, trust beneficiary, note holder, creditor, claimant, lessor,
3 consultant group or other person, including sheriffs, marshals, servants, agents,
4 employees and attorneys, are hereby restrained and enjoined from, directly or
5 indirectly, with respect to these persons and entities:

6 A. commencing, prosecuting, continuing or enforcing any suit or
7 proceeding (other than the present action by the SEC or any other action
8 by the government) against any of them;

9 B. using self-help or executing or issuing or causing the execution or
10 issuance of any court attachment, subpoena, replevin, execution or other
11 process for the purpose of impounding or taking possession of or
12 interfering with or creating or enforcing a lien upon any property or
13 property interests owned by or in the possession of Defendants World
14 Capital Market Inc., WCM777 Inc., WCM777 Ltd. d/b/a WCM777
15 Enterprises, Inc., and Relief Defendants Kingdom Capital Market, LLC;
16 Manna Holding Group, LLC; Manna Source International, Inc.; WCM
17 Resources, Inc.; and

18 C. doing any act or thing whatsoever to interfere with taking control,
19 possession or management by the temporary receiver appointed
20 hereunder of the property and assets owned, controlled or managed by or
21 in the possession of Defendants World Capital Market Inc., WCM777
22 Inc., WCM777 Ltd. d/b/a WCM777 Enterprises, Inc., and Relief
23 Defendants Kingdom Capital Market, LLC; Manna Holding Group,
24 LLC; Manna Source International, Inc.; WCM Resources, Inc., or in any
25 way to interfere with or harass the temporary receiver or his or her
26 attorneys, accountants, employees, or agents or to interfere in any
27 manner with the discharge of the temporary receiver's duties and
28 responsibilities hereunder.

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XVIII.

IT IS FURTHER ORDERED that Defendants World Capital Market Inc., WCM777 Inc., WCM777 Ltd. d/b/a WCM777 Enterprises, Inc., and Relief Defendants Kingdom Capital Market, LLC; Manna Holding Group, LLC; Manna Source International, Inc.; WCM Resources, Inc., and their subsidiaries, affiliates, officers, agents, servants, employees and attorneys, shall cooperate with and assist the temporary receiver and shall take no action, directly or indirectly, to hinder, obstruct, or otherwise interfere with the temporary receiver or his or her attorneys, accountants, employees or agents, in the conduct of the temporary receiver's duties or to interfere in any manner, directly or indirectly, with the custody, possession, management, or control by the temporary receiver of the funds, assets, collateral, premises, and choses in action described above.

XIX.

IT IS FURTHER ORDERED that Defendants World Capital Market Inc., WCM777 Inc., WCM777 Ltd. d/b/a WCM777 Enterprises, Inc., and Relief Defendants Kingdom Capital Market, LLC; Manna Holding Group, LLC; Manna Source International, Inc.; WCM Resources, Inc., and their subsidiaries and affiliates, shall pay the costs, fees and expenses of the temporary receiver incurred in connection with the performance of his or her duties described in this Order, including the costs and expenses of those persons who may be engaged or employed by the temporary receiver to assist him or her in carrying out his or her duties and obligations. All applications for costs, fees, and expenses for services rendered in connection with the receivership other than routine and necessary business expenses in conducting the receivership, such as salaries, rent, and any and all other reasonable operating expenses, shall be made by application setting forth in reasonable detail the nature of the services and shall be heard by the Court.

XX.

IT IS FURTHER ORDERED that no bond shall be required in connection with

1 the appointment of the temporary receiver. Except for an act of gross negligence, the
2 temporary receiver shall not be liable for any loss or damage incurred by any of the
3 defendants, their officers, agents, servants, employees and attorneys or any other
4 person, by reason of any act performed or omitted to be performed by the temporary
5 receiver in connection with the discharge of his or her duties and responsibilities.

6 **XXI.**

7 IT IS FURTHER ORDERED that representatives of the SEC and any other
8 government agency are authorized to have continuing access to inspect or copy any
9 or all of the corporate books and records and other documents of Defendants World
10 Capital Market Inc., WCM777 Inc., WCM777 Ltd. d/b/a WCM777 Enterprises, Inc.,
11 and Relief Defendants Kingdom Capital Market, LLC; Manna Holding Group, LLC;
12 Manna Source International, Inc.; WCM Resources, Inc., and the other entities in
13 receivership, and continuing access to inspect their funds, property, assets and
14 collateral, wherever located.

15 **XXII.**

16 IT IS FURTHER ORDERED that this Temporary Restraining Order shall
17 expire at 5:00 P.M. on April 10, 2014 unless for good cause shown it is extended or
18 the parties against whom it is directed consent that it may be extended for a longer
19 period.

20 **XXIII.**

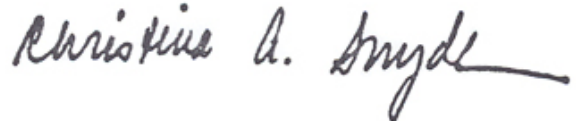
21 IT IS FURTHER ORDERED that at 11:00 A.M. on April 10, 2014, the
22 Defendants and Relief Defendants, and each of them, shall appear before the
23 Honorable Christina A. Snyder, Judge of the United States District Court for the
24 Central District of California, to show cause, if there be any, why a preliminary
25 injunction should not be granted. Any declarations, affidavits, points and authorities,
26 or other submissions in support of, or in opposition to, the issuance of such an Order
27 shall be filed with the Court and delivered to the John B. Bulgozdy, U.S. Securities
28 and Exchange Commission, 5670 Wilshire Blvd., Suite 1100, Los Angeles,

1 California 90036, and the offices of the Defendants or their attorneys no later than
2 12:00 P.M. (Noon) on April 3, 2014. Any reply papers shall be filed with the Court
3 and delivered to opposing counsel no later than 4:00 P.M. on April 7, 2014.

4 **XXIV.**

5 IT IS FURTHER ORDERED that this Court shall retain jurisdiction over this
6 action for the purpose of implementing and carrying out the terms of all orders and
7 decrees which may be entered herein and to entertain any suitable application or
8 motion for additional relief within the jurisdiction of this Court.

9
10 IT IS SO ORDERED.



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12 Dated: March 27, 2014

13 —
14 UNITED STATES DISTRICT JUDGE

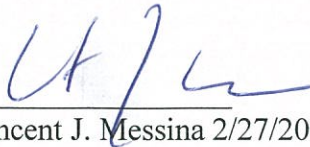
15 Presented by:
16 John B. Bulgozdy
17 Attorney for Plaintiff
18 Securities and Exchange Commission
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EXHIBIT B

Agreement


This Agreement ("Agreement") is entered into on February 27, 2014, between Vincent J. Messina and Ming Xu.

FOR VALUE RECEIVED, Vincent J. Messina promises to pay to Ming Xu without recourse the sum of Five Million Dollars (\$5,000,000) with interest computed at five percent (5%) per annum, interest and principal due on January 2, 2019 at his place of business.



Vincent J. Messina 2/27/2014

ATTEST AND ACCEPTED



Ming XU 2/27/2014

COPY