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8  
9 **UNITED STATES DISTRICT COURT**  
10 **CENTRAL DISTRICT OF CALIFORNIA**

11  
12 **SECURITIES AND EXCHANGE**  
**COMMISSION,**

13 Plaintiff,

14 vs.

15  
16 **WORLD CAPITAL MARKET INC.;**  
**WCM777 INC.; WCM777 LTD. d/b/a**  
17 **WCM777 ENTERPRISES, INC.; and**  
18 **MING XU a/k/a PHIL MING XU,**

19 Defendants,  
and

20 **KINGDOM CAPITAL MARKET, LLC;**  
21 **MANNA HOLDING GROUP, LLC;**  
22 **MANNA SOURCE INTERNATIONAL,**  
23 **INC.; WCM RESOURCES, INC.; AEON**  
24 **OPERATING, INC.; PMX JEWELS,**  
25 **LTD.; TOPACIFIC INC.; TO PACIFIC**  
26 **INC.; VINCENT J. MESSINA; and**  
27 **INTERNATIONAL MARKET**  
28 **VENTURES**

Relief Defendants.

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

**ORDER:**

- (1) FREEZING ASSETS;**
- (2) REQUIRING ACCOUNTINGS;**
- (3) PROHIBITING THE**
- DESTRUCTION OF**
- DOCUMENTS;**
- (4) GRANTING EXPEDITED**
- DISCOVERY;**
- (5) REPATRIATING ASSETS;**
- AND**
- (6) APPOINTING A RECEIVER**
- OVER RELIEF DEFENDANTS**
- TOPACIFIC INC., A DELAWARE**
- CORPORATION AND TO**
- PACIFIC INC., A CALIFORNIA**
- CORPORATION**

1 This matter came before the Court upon the *Ex Parte* Application of Plaintiff  
2 Securities and Exchange Commission (“SEC”) for an Order (1) Freezing Assets; (2)  
3 Requiring Detailed Accountings; (3) Granting Expedited Discovery; (4) Prohibiting  
4 the Destruction of Documents; (5) Repatriating Assets; and (6) Appointing a  
5 Receiver over Relief Defendants ToPacific Inc., a Delaware corporation, and To  
6 Pacific Inc., a California corporation.

7 The Court, having considered the SEC’s First Amended Complaint, the  
8 Application, the supporting Memorandum of Points and Authorities, the supporting  
9 declarations and exhibits, the opposition, and the other evidence and argument  
10 presented to the Court, finds that this Court has jurisdiction over the parties to, and  
11 the subject matter of, this action, and the SEC has made a sufficient and proper  
12 showing in support of the relief granted herein.

13 **I.**

14 IT IS HEREBY ORDERED that the SEC’s Application is GRANTED.

15 **II.**

16 IT IS FURTHER ORDERED that an immediate freeze shall be placed on all  
17 monies and assets in all accounts at any bank, financial institution or brokerage firm,  
18 or third-party payment processor, all certificates of deposit, and other funds or  
19 assets, held in the name of, for the benefit of, or over which account authority is held  
20 by Relief Defendant Vincent J. Messina (“Messina”), Relief Defendant International  
21 Market Ventures (“IMV”), and the following entities: International Market Ventures  
22 Asia Limited (“IMVAL”)(owned 33% by Messina and 33% by IMV); PMX  
23 Resources Limited, which changed its name to Precious Mineralx Resources Limited  
24 (owned 100% by IMVAL); and MNC Company Limited (owned 33% by Messina  
25 and 33% by IMV), traceable to the fraud in this case, up to the total amount of \$5.235  
26 million.

27 Any bank, financial institution or brokerage firm, or third-party payment  
28 processor holding such monies and assets described above shall hold and retain

1 within their control and prohibit the withdrawal, removal, transfer or other disposal of  
2 any such funds or other assets except as otherwise ordered by this Court.

3 **III.**

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

11 **IV.**

12 IT IS FURTHER ORDERED that Relief Vincent J. Messina and International  
13 Market Ventures shall each, individually, provide a detailed written statement to the  
14 Court, under oath, within five days of the date of this Order, which identifies (a)  
15 where the \$5.235 million was transferred; (b) the purpose of the transfers; (c) if there  
16 are writings to support the transfers, such documents shall be produced; (d) efforts to  
17 repatriate the funds; and (e) what the transferees were told with regard to the freeze.

18 **V.**

19 IT IS FURTHER ORDERED that, except as otherwise ordered by this Court,  
20 Relief Defendants Vincent J. Messina and International Market Ventures, and their  
21 officers, agents, servants, employees, attorneys, subsidiaries and affiliates, and those  
22 persons in active concert or participation with any of them, who receive actual notice  
23 of this Order, by personal service or otherwise, and each of them, be and hereby are  
24 temporarily restrained and enjoined from, directly or indirectly: destroying,  
25 mutilating, concealing, transferring, altering, or otherwise disposing of, in any  
26 manner, any documents, which includes all books, records, computer programs,  
27 computer files, computer printouts, contracts, emails, correspondence, memoranda,  
28 brochures, or any other documents of any kind in their possession, custody or control,

1 however created, produced, or stored (manually, mechanically, electronically, or  
2 otherwise), pertaining in any manner to Defendants World Capital Market Inc.,  
3 WCM777 Inc., WCM777 Ltd. d/b/a WCM777 Enterprises, Inc., and Ming Xu a/k/a  
4 Phil Ming Xu and/or Relief Defendants Kingdom Capital Market, LLC; Manna  
5 Holding Group, LLC; Manna Source International, Inc.; WCM Resources, Inc.; Aeon  
6 Operating, Inc.; PMX Jewels, Ltd.; ToPacific Inc.; To Pacific Inc.; Vincent J.  
7 Messina; and International Market Ventures.

8 **VI.**

9 IT IS FURTHER ORDERED that Relief Defendants Vincent J. Messina and  
10 International Market Ventures shall each forthwith make all reasonable efforts to  
11 repatriate any assets transferred to entities outside the country, and it is further  
12 ordered that Vincent J. Messina and International Market Ventures shall each file  
13 with the Court, within five day from the date of this Order, a sworn declaration  
14 stating their efforts to repatriate such assets, identifying any such assets repatriated,  
15 and identifying the location and amounts of such repatriated assets.

16 **VII.**

17 IT IS FURTHER ORDERED that the parties may engage in expedited  
18 discovery, which discovery shall be conducted according to the Federal Rules of  
19 Civil Procedure.

20 **VIII.**

21 IT IS FURTHER ORDERED that Krista Freitag, of E3 Realty Advisors, Inc. is  
22 appointed as permanent receiver over Relief Defendants ToPacific Inc., a Delaware  
23 corporation, and To Pacific Inc., a California corporation, and their subsidiaries and  
24 affiliates, with full powers of an equity receiver, including, but not limited to, full  
25 power over all funds, assets, collateral, premises (whether owned, leased, occupied,  
26 or otherwise controlled), choses in action, books, records, papers and other property  
27 belonging to, being managed by or in the possession of or control of Relief  
28 Defendants ToPacific Inc., a Delaware corporation, and To Pacific Inc., a California

1 corporation, and their subsidiaries and affiliates, and that such receiver is  
2 immediately authorized, empowered and directed:

3 A. to have access to and to collect and take custody, control, possession,  
4 and charge of all funds, assets, collateral, premises (whether owned,  
5 leased, occupied, or otherwise controlled), choses in action, books,  
6 records, papers and other real or personal property, wherever located, of  
7 or managed by Relief Defendants ToPacific Inc., a Delaware  
8 corporation, and To Pacific Inc., a California corporation, and their  
9 subsidiaries and affiliates, with full power to sue, foreclose, marshal,  
10 collect, receive, and take into possession all such property (including  
11 access to and taking custody, control, and possession of all such property  
12 of Relief Defendants ToPacific Inc., a Delaware corporation, and To  
13 Pacific Inc., a California corporation, and that of their subsidiaries and  
14 affiliates;

15 B. to have control of, and to be added as the sole authorized signatory for,  
16 all accounts of the entities in receivership, including all accounts at any  
17 bank, title company, escrow agent, financial institution or brokerage firm  
18 (including any futures commission merchant) which has possession,  
19 custody or control of any assets or funds of Relief Defendants ToPacific  
20 Inc., a Delaware corporation, and To Pacific Inc., a California  
21 corporation, and their subsidiaries and affiliates, or which maintains  
22 accounts over which Relief Defendants ToPacific Inc., a Delaware  
23 corporation, and To Pacific Inc., a California corporation, and their  
24 subsidiaries and affiliates, and/or any of their employees or agents have  
25 signatory authority;

26 C. to conduct such investigation and discovery as may be necessary to  
27 locate and account for all of the assets of or managed by Relief  
28 Defendants ToPacific Inc., a Delaware corporation, and To Pacific Inc.,

1 a California corporation, and their subsidiaries and affiliates, and to  
2 engage and employ attorneys, accountants and other persons to assist in  
3 such investigation and discovery;

4 D. to take such action as is necessary and appropriate to preserve and take  
5 control of and to prevent the dissipation, concealment, or disposition of  
6 any assets of or managed by Relief Defendants ToPacific Inc., a  
7 Delaware corporation, and To Pacific Inc., a California corporation, and  
8 their subsidiaries and affiliates;

9 E. to make an accounting, as soon as practicable, to this Court and the SEC  
10 of the assets and financial condition of Relief Defendants ToPacific Inc.,  
11 a Delaware corporation, and To Pacific Inc., a California corporation,  
12 and to file the accounting with the Court and deliver copies thereof to all  
13 parties;

14 F. to make such payments and disbursements from the funds and assets  
15 taken into custody, control, and possession or thereafter received by him  
16 or her, and to incur, or authorize the making of, such agreements as may  
17 be necessary and advisable in discharging his or her duties as temporary  
18 receiver;

19 G. to employ attorneys, accountants, and others to investigate and, where  
20 appropriate, to institute, pursue, and prosecute all claims and causes of  
21 action of whatever kind and nature which may now or hereafter exist as  
22 a result of the activities of present or past employees or agents of Relief  
23 Defendants ToPacific Inc., a Delaware corporation, and To Pacific Inc.,  
24 a California corporation, and their subsidiaries and 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 she deems relates to their business and the  
28 discharging of his or her duties as temporary receiver.

1 **IX.**

2 IT IS FURTHER ORDERED that Relief Defendants ToPacific Inc., a  
3 Delaware corporation, and To Pacific Inc., a California corporation, their subsidiaries  
4 and affiliates, including all of the other entities in receivership, and their officers,  
5 agents, servants, employees and attorneys, and any other persons who are in custody,  
6 possession or control of any assets, collateral, books, records, papers or other  
7 property of or managed by any of the entities in receivership, shall forthwith give  
8 access to and control of such property to the temporary receiver.

9 **X.**

10 IT IS FURTHER ORDERED that no officer, agent, servant, employee or  
11 attorney of Relief Defendants ToPacific Inc., a Delaware corporation, and To Pacific  
12 Inc., a California corporation, shall take any action or purport to take any action, in  
13 the name of or on behalf of Relief Defendants ToPacific Inc., a Delaware corporation,  
14 and To Pacific Inc., a California corporation, without the written consent of the  
15 temporary receiver or order of this Court.

16 **XI.**

17 IT IS FURTHER ORDERED that, during the pendency of this receivership, all  
18 clients, investors, trust beneficiaries, note holders, creditors, claimants, lessors and all  
19 other persons or entities seeking relief of any kind, in law or in equity, from Relief  
20 Defendants ToPacific Inc., a Delaware corporation, and To Pacific Inc., a California  
21 corporation, or their subsidiaries or affiliates, and all persons acting on behalf of any  
22 such investor, trust beneficiary, note holder, creditor, claimant, lessor, consultant  
23 group or other person, including sheriffs, marshals, servants, agents, employees and  
24 attorneys, must notify the Court, the SEC, and the receiver, in writing, not less than  
25 seven (7) days before doing any of the following:

- 26 A. commencing, prosecuting, continuing or enforcing any suit or  
27 proceeding (other than the present action by the SEC or any other action  
28 by the government) against any of them, without first seeking relief from

1 this Court before commending any such action;

2 B. using self-help or executing or issuing or causing the execution or  
3 issuance of any court attachment, subpoena, replevin, execution or other  
4 process for the purpose of impounding or taking possession of or  
5 interfering with or creating or enforcing a lien upon any property or  
6 property interests owned by or in the possession of Relief Defendants  
7 ToPacific Inc., a Delaware corporation, and To Pacific Inc., a California  
8 corporation; and

9 C. doing any act or thing whatsoever to interfere with taking control,  
10 possession or management by the temporary receiver appointed  
11 hereunder of the property and assets owned, controlled or managed by or  
12 in the possession of Relief Defendants ToPacific Inc., a Delaware  
13 corporation, and To Pacific Inc., a California corporation, or in any way  
14 to interfere with or harass the temporary receiver or his or her attorneys,  
15 accountants, employees, or agents or to interfere in any manner with the  
16 discharge of the temporary receiver's duties and responsibilities  
17 hereunder.

18 **XII.**

19 IT IS FURTHER ORDERED that Relief Defendants ToPacific Inc., a  
20 Delaware corporation, and To Pacific Inc., a California corporation, and their  
21 subsidiaries, affiliates, officers, agents, servants, employees and attorneys, shall  
22 cooperate with and assist the receiver and shall take no action, directly or indirectly,  
23 to hinder, obstruct, or otherwise interfere with the receiver or his or her attorneys,  
24 accountants, employees or agents, in the conduct of the receiver's duties or to  
25 interfere in any manner, directly or indirectly, with the custody, possession,  
26 management, or control by the receiver of the funds, assets, collateral, premises, and  
27 choses in action described above.

28 **XIII.**



1 IT IS FURTHER ORDERED that Relief Defendants ToPacific Inc., a  
2 Delaware corporation, and To Pacific Inc., a California corporation, and their  
3 subsidiaries and affiliates, shall pay the costs, fees and expenses of the receiver  
4 incurred in connection with the performance of her duties described in this Order,  
5 including the costs and expenses of those persons who may be engaged or employed  
6 by the receiver to assist her in carrying out her duties and obligations. All  
7 applications for costs, fees, and expenses for services rendered in connection with the  
8 receivership other than routine and necessary business expenses in conducting the  
9 receivership, such as salaries, rent, and any and all other reasonable operating  
10 expenses, shall be made by application setting forth in reasonable detail the nature of  
11 the services and shall be heard by the Court.

12 **XIV.**

13 IT IS FURTHER ORDERED that no bond shall be required in connection with  
14 the appointment of the receiver. Except for an act of gross negligence, the receiver  
15 shall not be liable for any loss or damage incurred by any of the defendants, their  
16 officers, agents, servants, employees and attorneys or any other person, by reason of  
17 any act performed or omitted to be performed by the receiver in connection with the  
18 discharge of her duties and responsibilities.

19 **XV.**

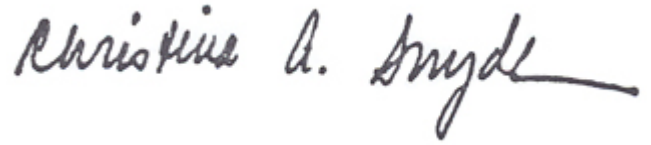
20 IT IS FURTHER ORDERED that representatives of the SEC and any other  
21 government agency are authorized to have continuing access to inspect or copy any  
22 or all of the corporate books and records and other documents of Relief Defendants  
23 ToPacific Inc., a Delaware corporation, and To Pacific Inc., a California corporation,  
24 and the other entities in receivership, and continuing access to inspect their funds,  
25 property, assets and collateral, wherever located.

26 **XVI.**

27 IT IS FURTHER ORDERED that this Court shall retain jurisdiction over this  
28 action for the purpose of implementing and carrying out the terms of all orders and

1 decrees which may be entered herein and to entertain any suitable application or  
2 motion for additional relief within the jurisdiction of this Court.

3 IT IS SO ORDERED.



4 Dated: May 21, 2014

5 \_\_\_\_\_  
6 CHRISTINA A. SNYDER  
7 UNITED STATES DISTRICT JUDGE

8 Presented by:  
9 John B. Bulgozdy  
10 Attorney for Plaintiff  
11 Securities and Exchange Commission  
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