

# **EXHIBIT E**

1 ALLEN MATKINS LECK GAMBLE  
MALLORY & NATSIS LLP  
2 DAVID R. ZARO (BAR NO. 124334)  
TIM C. HSU (BAR NO. 279208)  
3 865 South Figueroa Street, Suite 2800  
Los Angeles, California 90017-2543  
4 Phone: (213) 622-5555  
Fax: (213) 620-8816  
5 E-Mail: dzaro@allenmatkins.com  
thsu@allenmatkins.com

6 EDWARD G. FATES (BAR NO. 227809)  
7 501 West Broadway, 15th Floor  
San Diego, California 92101-3541  
8 Phone: (619) 233-1155  
Fax: (619) 233-1158  
9 E-Mail: tfates@allenmatkins.com

10 Attorneys for Receiver  
KRISTA L. FREITAG

11  
12 **UNITED STATES DISTRICT COURT**  
13 **CENTRAL DISTRICT OF CALIFORNIA**  
14 **WESTERN DIVISION**

15 SECURITIES AND EXCHANGE  
COMMISSION,

16 Plaintiff,

17 v.

18 WORLD CAPITAL MARKET INC.;  
19 WCM777 INC.; WCM777 LTD. d/b/a  
WCM777 ENTERPRISES, INC.; and  
20 MING XU a/k/a PHIL MING XU,

21 Defendants,

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

27 Relief Defendants.  
28

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

**DISTRIBUTION PLAN**

Date: xx  
Time: xx  
Ctm: 16-Spring St. Floor  
Judge: Hon. John F. Walter

1 Krista L. Freitag ("Receiver"), the Court-appointed receiver for Defendants  
2 World Capital Market Inc., WCM777 Inc., and WCM777 Ltd. d/b/a WCM777  
3 Enterprises, Inc., and Relief Defendants Kingdom Capital Market, LLC; Manna  
4 Holding Group, LLC; Manna Source International, Inc.; WCM Resources, Inc.; To  
5 Pacific, Inc.; ToPacific; and their subsidiaries and affiliates (collectively,  
6 "Receivership Entities"), hereby submits this Distribution Plan.

## 7 I. INTRODUCTION

8 This Distribution Plan, when approved by the Court, will be the vehicle by  
9 which Allowed Claims against the Receivership Entities are satisfied. Further  
10 information about the Receivership Case, Allowed Claims, and distribution of  
11 Receivership Estate assets proposed herein is contained in the Receiver's Notice of  
12 Motion and Motion for Order (A) Sustaining Omnibus and Specific Objections to  
13 Claims, (B) Approving Proposed Allowed Amounts of Claims, (C) Approving  
14 Distribution Plan and Authorizing Receiver to Make Interim Distributions;  
15 Memorandum of Points and Authorities.

## 16 II. DEFINITIONS

17 Unless the context otherwise requires, the following terms have the following  
18 meanings when used in their capitalized forms herein. Such meanings are equally  
19 applicable to both the singular and plural forms of the terms.

20 **Administrative Claim.** Claims for goods or services provided to the  
21 receivership estate pursuant to the Court's orders and/or the authority granted to the  
22 Receiver under such orders, including services rendered by the Receiver or for the  
23 Receiver by attorneys and accountants, and goods and services provided by vendors  
24 during the receivership.

25 **Allowed Claim.** Any Claim allowed by the Court pursuant to an order  
26 entered in the Receivership Case, including Claims that are partially allowed, with  
27 the amount of such allowed and partially allowed claims being the amount set by the  
28 Court pursuant to an order entered in the Receivership Case.



1 not including fees and costs of the Receiver and her professionals, which represent  
2 liabilities incurred in the ordinary course of administration of the Receivership  
3 Estate shall be paid by the Receiver in the ordinary course, without approval of the  
4 Court. Upon entry of an order by the Court, Reserve Cash shall be established in an  
5 amount approved by the Court. Administrative Claims arising on and after approval  
6 of the Reserve Cash amount, after proper application and approval by the Court,  
7 shall be paid directly from Reserve Cash.

8 **B. Allowed Claims**

9 Investor Claims shall be determined by the total payments made by each  
10 investor to the Receivership Entities, less all payments received by each investor  
11 from the Receivership Entities. Non-Investor Claims, if any, will be determined by  
12 the amounts owed for goods or services provided prior to the Receivership Date (not  
13 including late charges, penalties, interest, attorney fees, or any other amounts not  
14 directly related to goods or services provided), less amounts paid for such goods or  
15 services.

16 After all Administrative Claims have been paid in full, all Claimants,  
17 including Investor Claimants and Non-Investor Claimants, shall receive Cash in an  
18 amount equal to such Claimant's *Pro Rata* Share of total Cash to be distributed to all  
19 Allowed Claims.

20 **IV. DISTRIBUTIONS**

21 **A. Distribution Payments**

22 Holders of Allowed Claims shall be paid from Cash other than Reserve Cash  
23 as soon as practicable after the Court has entered orders approving this Distribution  
24 Plan, setting the allowed amount of all Claims, and authorizing the Receiver to  
25 make interim distributions ("Approval Orders"). All distributions shall be made in  
26 Cash in the form of a check in U.S. dollars or an electronic transfer via Paypal,  
27 depending on which payment method each Claimant selected during the claims  
28 submission process. Distribution checks shall be directed to the name and address

1 listed by Claimants on their claims, unless a Claimant requests otherwise in writing  
2 or an updated address is received via industry standard address update protocols,  
3 including the verification and standardization of mailing addresses in the United  
4 States using the National Change of Address database that is housed and maintained  
5 by the United States Postal Service. Should a check be returned as undeliverable,  
6 the Receiver may approve the use of a higher level address research database,  
7 housed and maintained by LexisNexis, in an effort to obtain an accurate address for  
8 the intended recipient(s). For each instance in which an updated address is  
9 maintained, a new check will be mailed to the Claimant(s).

10 In her discretion, the Receiver may make further interim distributions to  
11 Claimants pursuant to the terms herein, provided she has filed notice with the Court  
12 and obtained the consent and approval of the Securities and Exchange Commission  
13 ("Commission") to the total amount to be distributed and the total amount to remain  
14 in Reserve Cash.

15 At or near the conclusion of the Receivership Case, the Receiver shall seek  
16 final approval of all fees and costs incurred by herself and her professionals,  
17 approval of a specified amount of Reserve Cash necessary to close the Receivership  
18 Case, and authority to make a final distribution of all remaining Cash in the  
19 Receivership Estate.

20 **B. Uncashed Distributions**

21 The Receiver shall conduct a reasonable investigation into distribution checks  
22 that remain uncashed 90 days after they were issued and Paypal transfers that are  
23 unsuccessful for the purpose of identifying correct physical addresses and Paypal  
24 account addresses for the applicable Claimants. If a correct address can be  
25 identified, the payment shall be reissued as soon as practicable. If a correct address  
26 cannot be identified, the Claimant's Claim will be automatically and permanently  
27 extinguished. Funds allocated to extinguished claims may be distributed *pro rata* to  
28 remaining Claimants in subsequent interim distribution rounds. Any funds

1 remaining in receivership accounts 120 days after all final distribution checks have  
2 been issued shall be transferred to the Commission.

3 **V. RETENTION OF JURISDICTION**

4 The Court shall have and retain exclusive jurisdiction of matters arising out  
5 of, and related to the Receivership Case and the Distribution Plan, among other  
6 things, for the following purposes:

7 1. To consider any modifications to the Distribution Plan, to cure any  
8 defect or omission, or reconcile any inconsistency in the Distribution Plan or any  
9 order of the Court;

10 2. To hear and determine any objection or other dispute with respect to  
11 Claims;

12 3. To protect the property of the Receivership Estate from adverse Claims  
13 or interference inconsistent with the Distribution Plan;

14 4. To issue such orders in aid of execution of the Distribution Plan as may  
15 be necessary and appropriate;

16 5. To hear and determine all applications for compensation and  
17 reimbursement of expenses of the Receiver and his professionals;

18 6. To recover all assets of the Receivership Estate, wherever located;

19 7. To hear and determine all litigation, causes of action and all  
20 controversies, suits, and disputes that may arise in connection with the  
21 interpretation, implementation, or enforcement of the Distribution Plan; and

22 8. To enter a Final Decree closing the Receivership Case and discharging  
23 the Receiver.

24 **VI. MISCELLANEOUS PROVISIONS**

25 The Distribution Plan supersedes all prior discussions, understandings,  
26 agreements, and documents pertaining or relating to any subject matter of the  
27 Distribution Plan. The headings used herein are inserted for convenience only and  
28 neither constitute a portion of the Distribution Plan nor in any manner shall affect

1 the provisions or interpretation(s) of the Distribution Plan. All notices, requests, and  
2 demands to or upon the Receiver to be effective shall be in writing (including,  
3 without limitation, by email or facsimile transmission) addressed as follows:

4 Krista L. Freitag, Receiver  
355 S. Grand Avenue, Suite 2450  
5 Los Angeles, California 90071

6 with a copy to:

7 Edward Fates, Esq.  
Allen Matkins Leck Gamble  
8 Mallory & Natsis LLP  
501 West Broadway, 15th Floor  
9 San Diego, California 92101-3541

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Dated: October \_\_\_\_, 2016

ALLEN MATKINS LECK GAMBLE  
MALLORY & NATSIS LLP

By: \_\_\_\_\_

EDWARD G. FATES  
Attorneys for Receiver  
KRISTA L. FREITAG