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

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13 **SECURITIES AND EXCHANGE**
14 **COMMISSION,**

15 Plaintiff,

16 vs.

17 STEVE CHEN, USFIA, INC.,
ALLIANCE FINANCIAL GROUP,
18 INC., AMAUCTION, INC.,
ABORELL MGMT I, LLC,
19 ABORELL ADVISORS I, LLC,
ABORELL REIT II, LLC, AHOME
20 REAL ESTATE, LLC, ALLIANCE
NGN, INC., APOLLO REIT I, INC.,
21 APOLLO REIT II, LLC, AMKEY,
INC., US CHINA CONSULTATION
22 ASSOCIATION, and QUAIL RANCH
GOLF COURSE, LLC

23 Defendants.
24

Case No. CV 15-07425 (RGK)(GJSx)

**CONSENT OF STEVE CHEN TO
ENTRY OF PRELIMINARY
INJUNCTION AND ORDERS: (1)
FREEZING ASSETS; (2)
APPOINTING A PERMANENT
RECEIVER; (3) PROHIBITING THE
DESTRUCTION OF DOCUMENTS;
AND (4) REQUIRING
ACCOUNTINGS**

25
26 Whereas, on September 22, 2015, Plaintiff Securities and Exchange
27 Commission (“SEC”) filed this action against Defendants Steve Chen (“Chen”), and
28 USFIA, Inc., Alliance Financial Group, Inc., Amauction, Inc., Aborell Mgmt I, LLC,

1 Aborell Advisors I, LLC, Aborell REIT II, LLC, Ahome Real Estate, LLC, Alliance
2 NGN, Inc., Apollo REIT I, Inc., Apollo REIT II, LLC, Amkey, Inc., US China
3 Consultation Association, and Quail Ranch Golf Course, LLC (“the Entity
4 Defendants”) (collectively, “the Defendants”), alleging violation of the federal
5 securities laws; and

6 WHEREAS, on September 28, 2015, the Court granted the SEC’s *Ex Parte*
7 Application for a Temporary Restraining Order (“TRO”) and Orders: (1) Freezing
8 Assets; (2) Appointing a Temporary Receiver; (3) Prohibiting the Destruction of
9 Documents; (4) Granting Expedited Discovery; and (5) Requiring Accountings and
10 Order To Show Cause Re Preliminary Injunction and issued a TRO that, among
11 other things, ordered Defendants to show cause as to why a preliminary injunction
12 should not be granted; and

13 WHEREAS, Chen consents to the entry of a preliminary injunction and
14 appointment of a permanent receiver over the Entity Defendants;

15 IT IS HEREBY CONSENTED, STIPULATED AND AGREED by the SEC
16 and Chen:

17 1. Chen waives service of process under Federal Rule of Civil Procedure
18 4(d)(3) as to the summons and Complaint in this action and admits the Court’s
19 jurisdiction over him and over the subject matter of this action (with respect to the
20 instant Complaint only).

21 2. Chen acknowledges that he was properly served with a copy of the
22 Complaint, the TRO and all papers submitted by the SEC in support thereof.

23 3. Chen does not contest the entry of a preliminary injunction and
24 appointment of a permanent receiver over the Entity Defendants.

25 4. Without admitting or denying any allegations of the Complaint (except
26 as to personal and subject matter jurisdiction under the instant Complaint, which
27 Chen admits), Chen consents and stipulates to the entry of a preliminary injunction in
28 the form attached hereto as Exhibit 1.

1 5. Chen waives the entry of findings of fact and conclusions of law
2 pursuant to Fed. R. Civ. P. 65.

3 6. Chen enters into this Consent and Stipulation voluntarily and he
4 represents that no threats, offers, promises, or inducements of any kind have been
5 made by the SEC or any member, officer, employee, agent, or representative of the
6 SEC to induce him to enter into this Consent and Stipulation.

7 7. Chen agrees that the Court may enter a preliminary injunction in the
8 form attached hereto as Exhibit 1 without further notice or hearing.

9
10
11 Dated: October 2, 2015

12
13 _____
14 Steve Chen
15 Defendant

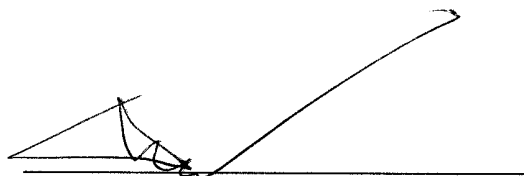
16 Dated: October 2, 2015

17 */s/ Donald W. Searles*
18 _____
19 Donald W. Searles
20 Peter Del Greco
21 Attorneys for Plaintiff
22 SECURITIES AND EXCHANGE
23 COMMISSION
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25
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represents that no threats, offers, promises, or inducements of any kind have been made by the SEC or any member, officer, employee, agent, or representative of the SEC to induce him to enter into this Consent and Stipulation.

7. Chen agrees that the Court may enter a preliminary injunction in the form attached hereto as Exhibit 1 without further notice or hearing.

Dated: October 2, 2015

A handwritten signature in black ink, appearing to read 'Steve Chen', is written over a horizontal line. The signature is stylized and somewhat cursive.

Steve Chen
Defendant

Dated: October 2, 2015

A handwritten signature in black ink, appearing to read '/s/ Donald W. Searles', is written over a horizontal line. The signature is in a cursive script.

Donald W. Searles
Peter Del Greco
Attorneys for Plaintiff
SECURITIES AND EXCHANGE
COMMISSION

PROOF OF SERVICE

I am over the age of 18 years and not a party to this action. My business address is:

U.S. SECURITIES AND EXCHANGE COMMISSION, 444 South Flower Street Suite 900, Los Angeles, California 90071
Telephone No. (323) 965-3998; Facsimile No. (323) 965-3908.

On **October 5, 2015**, I caused to be served the document entitled **CONSENT OF STEVE CHEN** on all the parties to this action addressed as stated on the attached service list:

OFFICE MAIL: By placing in sealed envelope(s), which I placed for collection and mailing today following ordinary business practices. I am readily familiar with this agency’s practice for collection and processing of correspondence for mailing; such correspondence would be deposited with the U.S. Postal Service on the same day in the ordinary course of business.

HAND DELIVERY: I caused to be hand delivered each such envelope to the office of the addressee as stated on the attached service list.

UNITED PARCEL SERVICE: By placing in sealed envelope(s) designated by United Parcel Service (“UPS”) with delivery fees paid or provided for, which I deposited in a facility regularly maintained by UPS or delivered to a UPS courier, at Los Angeles, California.

ELECTRONIC MAIL: By transmitting the document by electronic mail to the electronic mail address as stated on the attached service list.

E-FILING: By causing the document to be electronically filed via the Court’s CM/ECF system, which effects electronic service on counsel who are registered with the CM/ECF system.

FAX: By transmitting the document by facsimile transmission. The transmission was reported as complete and without error.

I declare under penalty of perjury that the foregoing is true and correct.

Date: October 5, 2015

/s/ Amanda C. Liston
Amanda C. Liston

1 **SEC v. Steve Chen, USFIA, Inc., et al**
2 **United States District Court – Central District of California**
3 **Western Division**
4 **Case No. CV 15-07425 (RGK)(GJSx)**
5 **LA-4482**

6 SERVICE LIST

7 **Jeremy Matz (*served via Electronic Mail*)**
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12 ***Attorneys for Steve Chen***

13 **David Zaro, Esq. (*served via Electronic Mail*)**
14 Allen Matkins Leck Gamble Mallory & Natsis LLP
15 515 S. Figueroa Street, 9th Floor
16 Los Angeles, CA 90071
17 Email: dzaro@allenmatkins.com
18 ***Attorney for Receiver Thomas Seamon over Entity Defendants***